



BOARD OF DIRECTORS' PROPOSAL FOR AUTHORISATION TO ISSUE SHARES

The Board of Directors of Kesko Corporation proposes to the Annual General Meeting to be held on 11 April 2018 that the Board of Directors be authorised to decide on the issuance of new B shares in the Company on the following conditions:

1. Maximum number of shares to be issued

Under the authorisation, the Board will be entitled to decide on the issue of a maximum of 10,000,000 new B shares in the Company.

2. Issue for consideration

The new shares can only be issued against payment.

3. Right to subscribe the shares and directed issue

New shares can be issued:

- for subscription by shareholders in a directed issue in proportion to their existing holdings of the Company shares, regardless of whether they own A or B shares; or
- in a directed issue, departing from the shareholders' pre-emptive right, for a weighty financial reason for the Company, such as using the shares to develop the Company's capital structure and to finance possible acquisitions, capital expenditure or other arrangements within the scope of the Company's business operations.

4. Subscription price and recognition of subscription price in the balance sheet

The Board will decide on the subscription price of the issued shares.

The Board will also have the right to issue shares for a non-cash consideration.

The subscription price is recognised in the reserve of invested non-restricted equity.

5. Other conditions and validity

The Board will make decisions regarding any other matters related to share issues.



The authorisation will be valid until 30 June 2021, and it will cancel the authorisation given to the Board by the General Meeting of 13 April 2015 to issue a total maximum of 20,000,000 new B shares, which the Board has not used. The authorisation given to the Board by the Annual General Meeting of 13 April 2015 to issue a total maximum of 20,000,000 new B shares would have ended on 30 June 2018.

The authorisation applied for will not cancel the authorisation given to the Board by the Annual General Meeting of 4 April 2016 to transfer a total maximum of 1,000,000 B shares held by the Company, which is valid until 30 June 2020.

Helsinki, 31 January 2018

KESKO CORPORATION
Board of Directors

