

**PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REQUIRED FOR THE COMPLETION OF THE ACQUISITION OF TEREX CORPORATION'S MATERIAL HANDLING & PORT SOLUTIONS BUSINESS**

As announced on May 16, 2016, Konecranes Plc ("Konecranes" or the "Company") intends to acquire from Terex Corporation ("Terex") its Material Handling & Port Solutions ("MHPS") business against consideration consisting of cash and shares in the Company (the "Acquisition"). More information on the Acquisition is available in Konecranes' stock exchange release issued on May 16, 2016 and on Konecranes' website [www.konecranes.com/egm2016](http://www.konecranes.com/egm2016).

The Board of Directors makes the following proposals to the General Meeting and recommends that the shareholders of the Company vote in favor of all the proposals in this agenda item in order to enable the implementation of the Acquisition.

**i. Amendment of the Articles of Association**

The Board of Directors proposes to the General Meeting that the Articles of Association of the Company be amended in their entirety to read as set forth in Appendix 1.

The amendments to the Articles of Association include, inter alia, the creation of a new class of B shares, to be issued to Terex in connection with the closing of the Acquisition, which would have the same financial rights as Konecranes ordinary shares but would be subject to voting and transfer restrictions, and would confer upon Terex the right to appoint up to two members to the Board of Directors of Konecranes as long as Terex's or its group companies' shareholding in Konecranes exceeds certain specified thresholds. As long as Terex or any of its group companies owns class B shares, any amendment of the Articles of Association relating to class B shares would require the consent of Terex.

Terex has informed the Company that its initial Board appointees are David Sachs and Oren Shaffer, whose term as members of the Board of Directors would begin as of the closing of the Acquisition. Further information on the Board appointees is included in Appendix 2.

**ii. Authorizing the Board of Directors to decide on the issuance of B shares in deviation from the shareholders' pre-emptive subscription rights**

The Board of Directors proposes to the General Meeting that the General Meeting approve and authorize the issuance of a maximum of 24,583,721 new class B shares in deviation from the shareholders' pre-emptive subscription rights during the effective period of the authorization. The Board of Directors proposes the authorization in order to issue B shares to Terex or its designated affiliates as payment of the share consideration, including the additional share consideration, if any, payable by Konecranes in the Acquisition.

The authorization represents approximately 41.84 percent of all the outstanding shares in the Company (excluding treasury shares) as of the date of this notice, and it will allow Konecranes to pay a share consideration representing a minimum of 20.5 percent and a maximum of 29.5 percent of all outstanding shares in the Company after the share issuance.

The Board of Directors proposes that the authorization includes the right for the Board of Directors to resolve on all other terms and conditions of the issuance of shares.

This authorization is effective until December 31, 2017 and it will not revoke the authorizations granted to the Board of Directors to decide on the issuance of shares and special rights entitling to shares by the Annual General Meeting on March 23, 2016.

Sub-items (i) and (ii) under this agenda item 6 are both required for the completion of the Acquisition. They therefore form an entirety and are proposed to be resolved on by the General Meeting in a single decision.

Hyvinkää, 15 July 2016

Board of Directors