

EFORE PLC

PROPOSALS OF THE BOARD OF DIRECTORS OF EFORE PLC TO THE ANNUAL GENERAL MEETING TO BE HELD ON 9 FEBRUARY 2010

PROPOSAL ON THE REMUNERATION, NUMBER AND ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

On the recommendation of the Nomination Committee the Board of Directors proposes that the monthly remuneration payable to the Board members shall be as follows: EUR 3,500 to the chairman and EUR 1,750 to the deputy chairman and the other members. In addition, a fee of EUR 1,000 per meeting will be paid to the chairman and EUR 500 per meeting to the deputy chairman and the other members. The travel expenses of the Board members are proposed to be paid in accordance with the maximum amounts confirmed in the prevailing decision of the Finnish tax administration. In addition, it is proposed that a fee of EUR 500 be paid to the committee members per meeting.

On the recommendation of the Nomination Committee the Board of Directors proposes that the number of Board members be set at six (6).

On the recommendation of the Nomination Committee the Board of Directors proposes to nominate the following members to the Board of Directors: Isto Hantila, Marko Luoma, Ari Siponmaa, Timo Syrjälä, Matti Tammivuori and Matti Vikkula.

PROPOSAL ON THE REMUNERATION AND ELECTION OF THE AUDITORS

The Board of Directors proposes that the auditor elected by the Annual General Meeting shall be paid as invoiced and that KPMG Oy Ab be elected as the company's auditor and Authorized Public Accountant Lasse Holopainen as the responsible auditor.

PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS TO RESOLVE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to resolve on the acquisition of the company's own shares, in one or several instalments, on the following terms and conditions:

Based on the authorization an aggregate maximum of 4,000,000 own shares may be acquired by using the company's unrestricted equity.

The shares shall be acquired in public trading arranged by the NASDAQ OMX Helsinki Oy at the prevailing market price. The minimum price of the shares to be acquired is thus the lowest market price quoted in public trading during the validity of the authorization, and the maximum price is the highest market price quoted in public trading during the validity of the authorization. The rules of the NASDAQ OMX Helsinki Oy and of Euroclear Finland Oy shall be complied with in the acquisition.

The authorization includes the right of the Board of Directors to resolve on all other terms and conditions relating to the acquisition of the company's own shares. Thus, the authorization also includes the right to acquire own shares otherwise than in proportion to the holdings of the shareholders.

The authorization is proposed to be valid until the next Annual General Meeting.

PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUE OF SHARES AS WELL AS THE ISSUE OF OPTIONS AND OTHER SPECIAL RIGHTS

The Board of Directors proposes that the Annual General Meeting would decide to grant the following authorizations to the Board of Directors:

1. Share Issue Authorization

The Board of Directors will be authorized to decide on issuing new shares and assigning the company's own shares held by the company in one or several instalments.

The new shares can be issued and the company's own shares in possession of the company assigned either against payment or without payment to the company's shareholders in proportion to their existing holdings or by means of a directed issue, waiving the pre-emptive subscription right of shareholders, if there is a weighty financial reason for the company to do so, such as the use of the shares as consideration in acquisitions or other arrangements relating to the business, to finance investments or as part of the company's incentive scheme. The directed issue can be an issue without payment only if there is an especially weighty financial reason for that both for the company and taking the interests of all shareholders into account.

The authorization comprises also a share issue without payment to the company itself so that the new shares registered in the share issue will be governed by the rules concerning the company's own shares in possession of the company.

2. Granting of Options and Other Special Rights

The Board of Directors is authorized to grant in one or several instalments options and other special rights, which entitle against payment to receive new shares in the company or own shares held by the company, as specified in Article 1 of Chapter 10 of the Companies Act. The share subscription price will be paid either in cash or by offsetting the subscriber's receivables against the subscription price. A special right may for example be a convertible bond. The Board can make the decision only if there is a weighty financial reason for the company to do it.

3. Maximum Number of Shares to be Issued

An aggregate maximum of 13,000,000 new shares can be issued and/or granted on the basis of the special rights. In addition, a maximum of 4,000,000 own shares held by the company can be assigned in the share issues or assigned and/or received on the basis of the special rights.

4. Other Terms and Validity

The Board of Directors will decide on all other matters relating to the issues of shares and special rights.

The authorization is proposed to be valid until the Annual General Meeting in 2012. This authorization will cancel out the previous authorization.

PROPOSAL TO DECREASE THE SHARE CAPITAL

The Board of Directors proposes that the Annual General Meeting would resolve on decreasing the share capital as follows:

The Board of Directors proposes that the share capital is decreased by EUR 19,450,200.80. As a result of the decrease the share capital of the company will decrease from EUR 34,450,200.80 so that the share capital of the company will be EUR 15,000,000.00. In addition, the Board proposes that the amount of the decrease EUR 19,450,200.80 will be transferred to the reserve for invested unrestricted equity of the company.

In Espoo on 12 January 2010

The Board of Directors
Efore Plc