



**EFORE**

ENERGY FOR ELECTRONICS

Efore Plc Annual General Meeting  
January 29, 2009

# Agenda of the Annual General Meeting

# Agenda 1/3

1. Opening of the Meeting
2. Calling the Meeting to Order
3. Election of Persons to Scrutinize the Minutes and to Count the Votes
4. Recording the Legality of the Meeting
5. Recording the Attendance at the Meeting and Adoption of the List of Votes
6. Presentation of the Annual Accounts, the Report of the Board of Directors and the Auditor's Report for the Year 2008
  - Review by the CEO
7. Adoption of the Annual Accounts
8. Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend

## Agenda 2/3

9. Resolution on the Discharge of the Members of the Board of Directors and the CEO from Liability
10. Resolution on the Remuneration of the Members of the Board of Directors
11. Resolution on the Number of Members of the Board of Directors
12. Election of Members of the Board of Directors
13. Resolution on the Remuneration of the Auditor
14. Election of Auditor
15. Authorizing the Board of Directors to Decide on the Repurchase of the Company's Own Shares

## Agenda 3/3

16. Authorizing the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Options and Other Special Rights Entitling to Shares
17. Proposal by the Board of Directors to Amend the Articles of Association
18. Closing of the Meeting

# Opening of the Meeting

# Calling the Meeting to Order

# Election of Persons to Scrutinize the Minutes and to Count the Votes

# Recording the Legality of the Meeting

# Recording the Attendance at the Meeting and Adoption of the List of Votes

Presentation of the Annual Accounts, the  
Report of the Board of Directors and the  
Auditor's Report for the Year 2008

Review by the CEO

# Summary of financial performance during FY 2008

# Projects to develop operations in order to improve profitability were successful

All four quarters were positive in the fiscal year 2008

- Outsourcing of administrative and support operations continued during the whole fiscal year
- Development of sales and marketing operations continued
  - The Site Power Solution sales group fully operational
  - Channel sales were developed especially in Europe
- Production in the USA was further streamlined

# Energy saving solutions for our customers

- By developing more environmental friendly and energy efficient solutions Efore is contributing to prevent climate change and increasing energy consumption
- The dynamic control of a power supply according to actual need means remarkable possibility to save electricity
- With more efficient power supply total energy consumption will fall



# Focus on new generation power supply solutions

- Investment on product development during the fiscal year was EUR 7.1 million (EUR 6.0 million) representing 9.1 % (7.5 %) of net sales
- The new OPUS system product family was launched onto the market
- In custom-designed power supply solutions the focus was on developing new technologies and products for new applications e.g. for the national 3G networks in China and the coming fourth-generation LTE networks

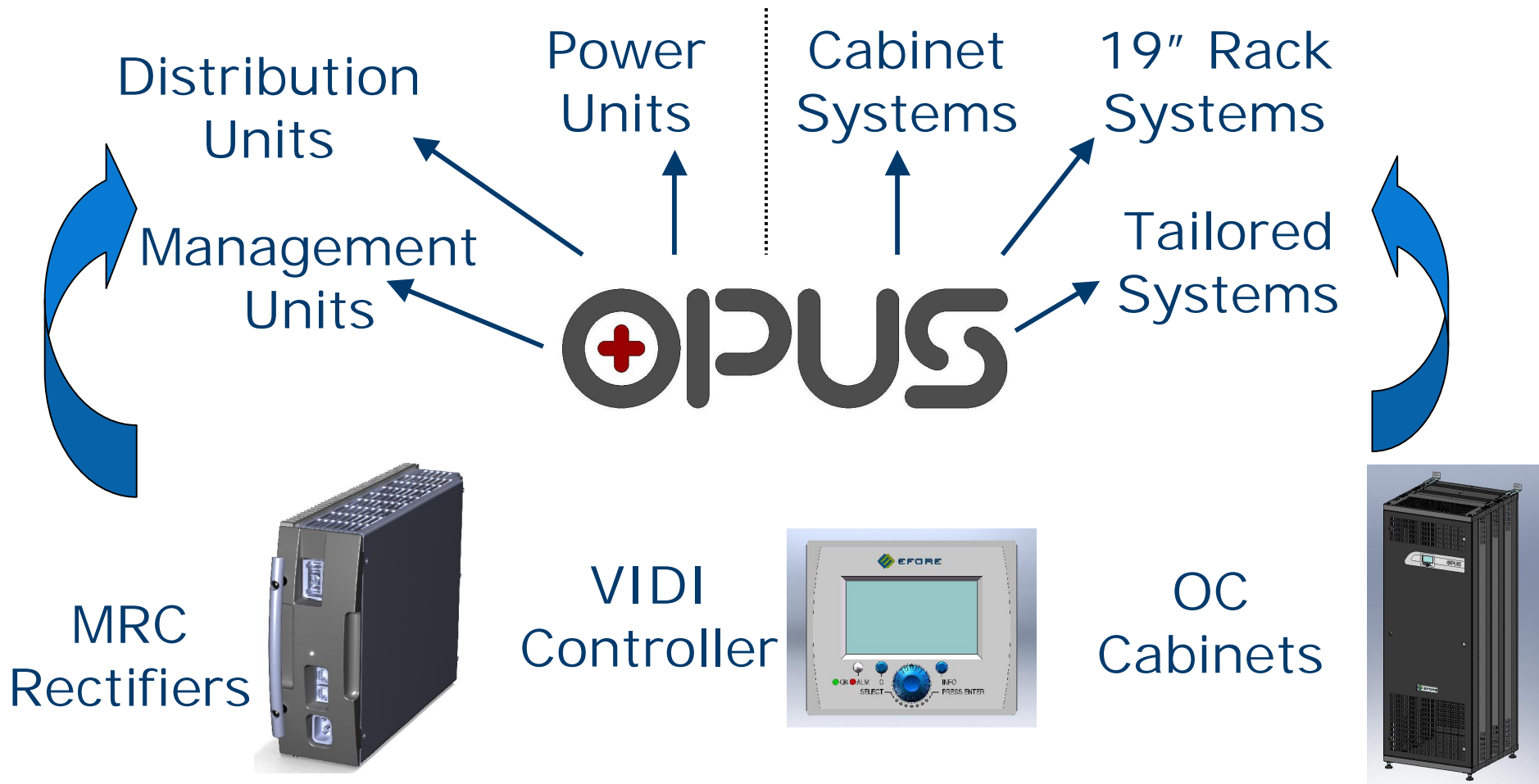


# OPUS

- Versatile OPUS series products are designed especially to deliver battery secured power to industry, automation, telecom and datacom applications
- The OPUS system handles all the most commonly employed DC voltages over an extensive power range, and the completely new system control unit can also be operated remotely



# OPUS system product family



# Closer cooperation with Helsinki University of Technology

- An agreement was made with Helsinki University of Technology (TKK) concerning the establishment of a new- technology R&D laboratory on the university's premises
- The laboratory will be doing research into new power supply architectures that save electricity in the sites and utilization of renewable and alternative energy sources in them
- R&D laboratory was opened on Dec. 10, 2008



# Opening of R & D unit and laboratory on December 10, 2008

- A laboratory was opened by Jorma Kyyrä, the Dean of the Faculty of Electronics, Communications and Automation at Helsinki University of Technology (TKK), and Reijo Mäihäniemi, Efore's President and CEO.

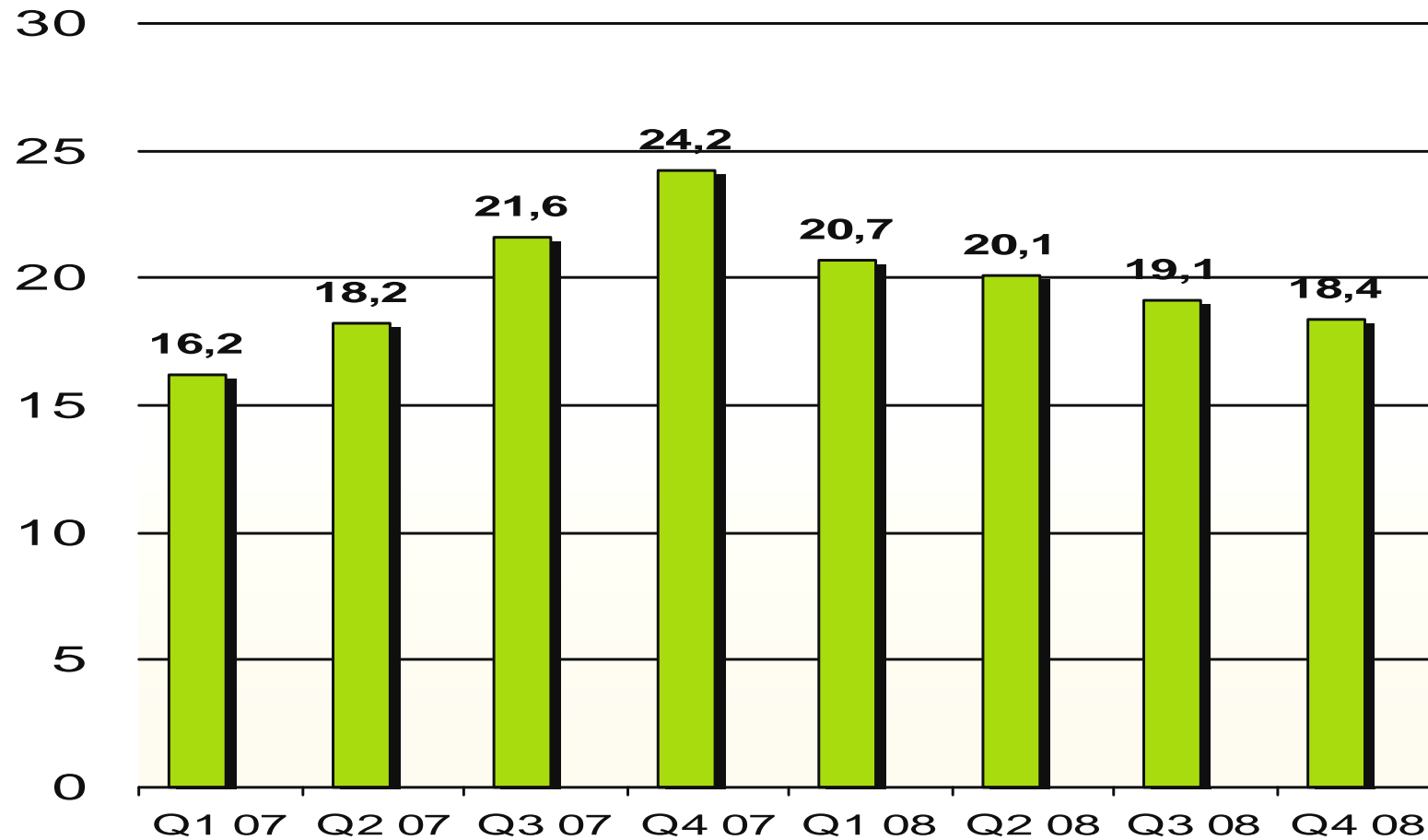


# A new-technology research and development laboratory at Helsinki University of Technology (TKK)

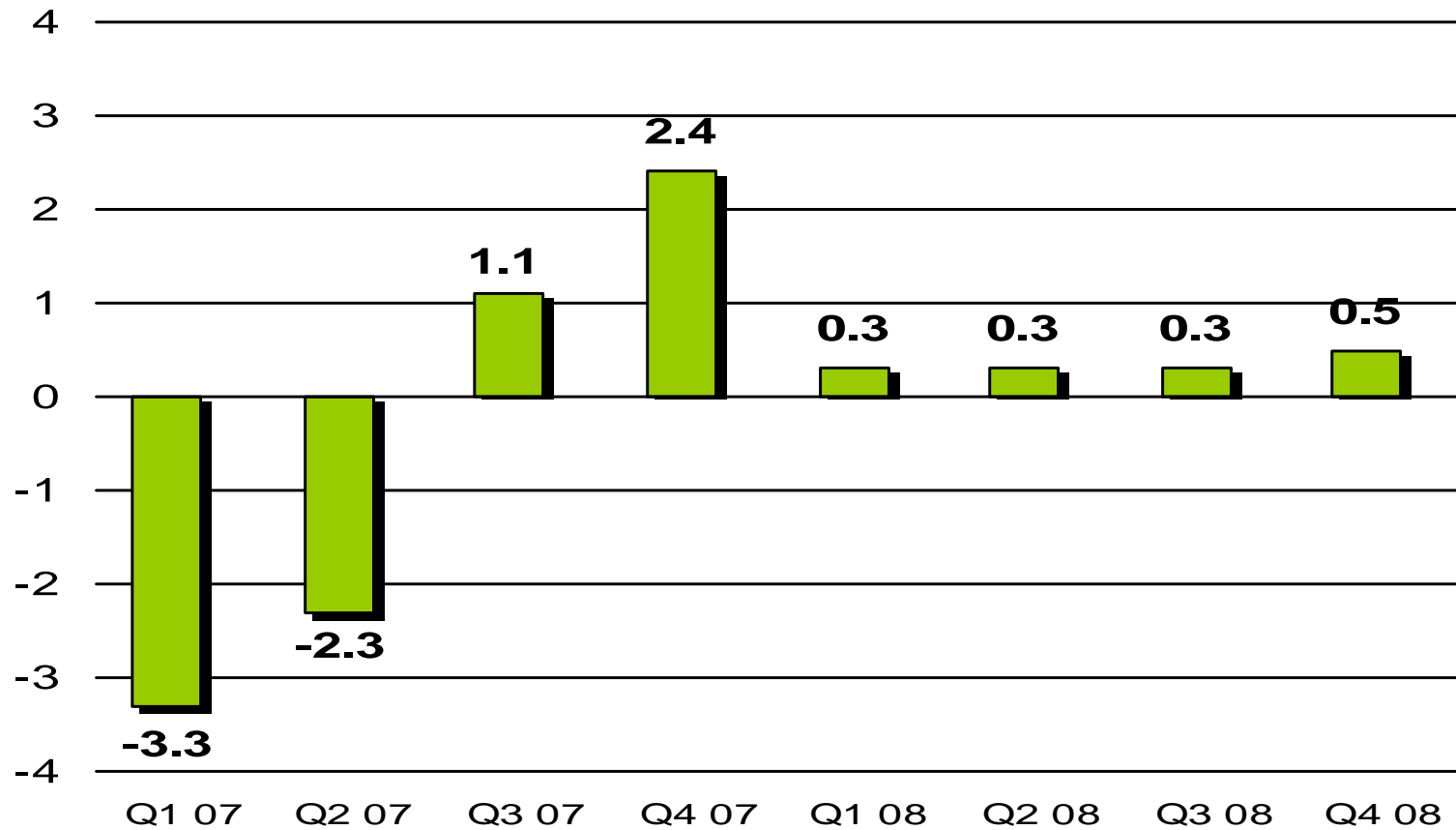
- At TKK Efore will be doing research on renewable and alternative energy sources and carrying out various R&D projects aimed at improving energy efficiency



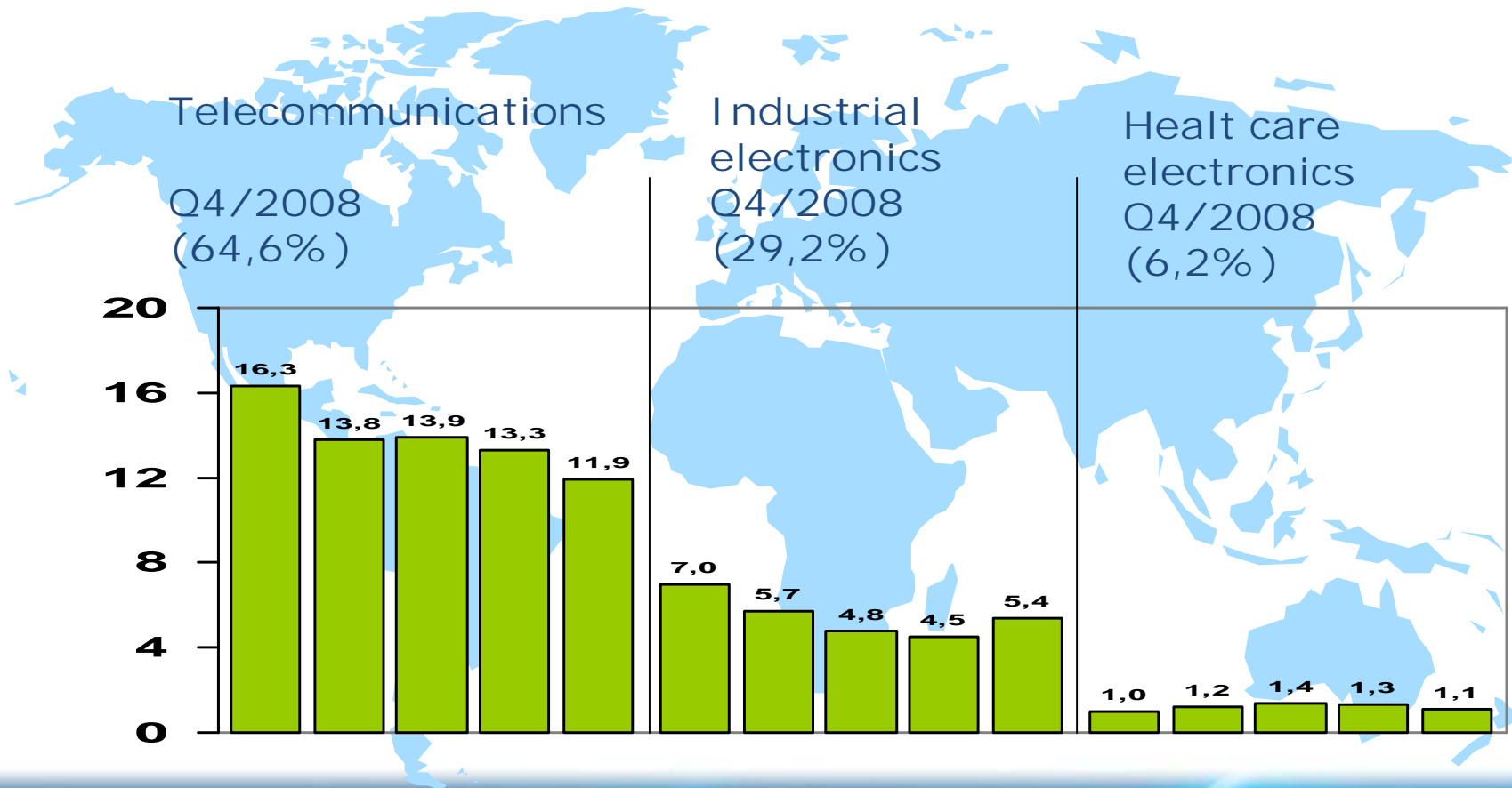
# Net Sales by Quarter, MEUR



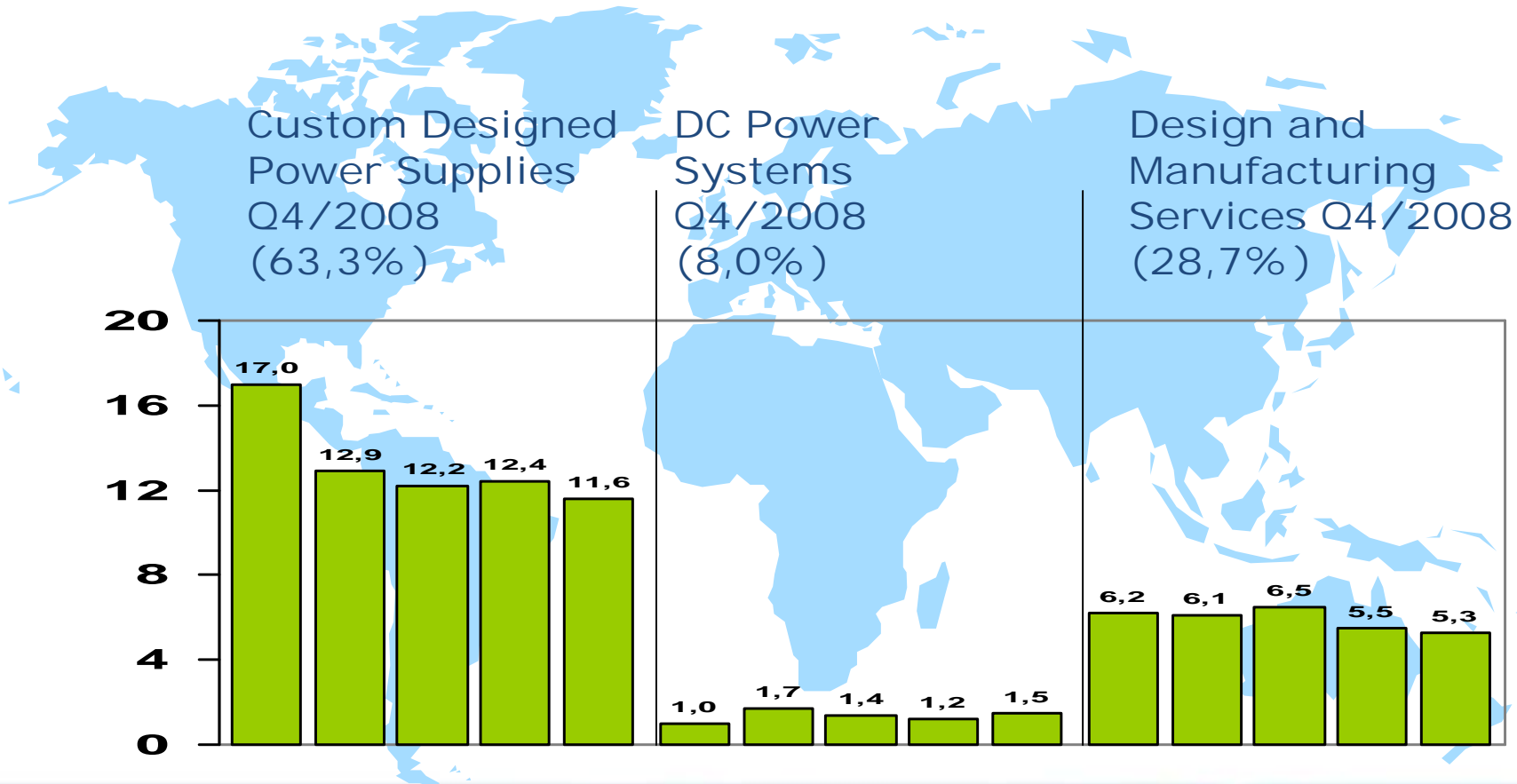
# Operating Profit (-loss) by Quarter, MEUR



# Net Sales by Customer Groups Q4/2007 – Q4/2008 (MEUR)



# Net Sales by Products Q4/2007- Q4/2008 (MEUR)



Financial statements Nov 1, 2007 – Oct, 2008

# Financial statements Nov 1, 2007 – Oct 31, 2008

- Net sales for the fiscal year totaled EUR 78.3 million (EUR 80.2 million)
  - The international financial crisis that began in the second half of the year affected global power supply markets during the fiscal year by weakening demand

# Financial statements Nov 1, 2007 – Oct 31, 2008

- The operating profit for the fiscal year was EUR 1.4 million (EUR - 2.1 million).
  - A higher operating efficiency and a better cost structure contributed to this.
  - A stronger dollar in the fourth quarter also had a positive effect on the net profit.
  - The result for the fiscal year was affected by expenditure related to streamlining operations of a group subsidiary in the USA and expenses generated in agreeing on an issue relating to the parent company's product liability.

# Efore Group

## CONSOLIDATED INCOME STATEMENT

EUR million	Nov./07 - Oct./08 12 months	Nov./06 - Oct./07 12 months
Net sales	78,3	80,2
Change in inventories of finished goods and work in progress	-0,6	-0,2
Other operating income	0,8	1,7
Materials and services	-51,0	-53,7
Employee benefits expenses	-14,2	-16,1
Depreciation	-4,1	-3,7
Impairments	0,0	-2,2
Other operating expenses	-7,6	-8,0
<b>OPERATING PROFIT (-LOSS)</b>	<b>1,4</b>	<b>-2,1</b>
% net sales	1,8	-2,6
Financing income	2,1	1,1
Financing expenses	-2,1	-2,0
Share of profit of associated companies	0,2	0,1
<b>PROFIT (-LOSS) BEFORE TAX</b>	<b>1,7</b>	<b>-2,9</b>
% net sales	2,2	-3,6
Tax on income from operations	-0,5	-0,5
<b>PROFIT (-LOSS) FOR THE PERIOD</b>	<b>1,2</b>	<b>-3,4</b>
<b>NET PROFIT/LOSS ATTRIBUTABLE To equity holders of the parent</b>	<b>1,2</b>	<b>-3,4</b>

# Efore Group

## CONSOLIDATED BALANCE SHEET

EUR million	Oct. 31, 2008	Oct. 31, 2007	change %
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	1,6	2,6	
Tangible assets	7,7	8,4	
Investments in associates	0,6	0,4	
Other long-term investments	0,0	0,0	
Deferred tax assets	0,0	0,1	
<b>NON-CURRENT ASSETS</b>	<b>10,0</b>	<b>11,4</b>	<b>-12,6</b>
<b>CURRENT ASSETS</b>			
Inventories	10,9	12,6	
Trade receivables and other receivables	15,7	14,8	
Tax receivable, income tax	0,0	0,1	
Financial assets at fair value through profit or loss	0,0	0,0	
Cash and cash equivalents	5,1	7,7	
<b>CURRENT ASSETS</b>	<b>31,7</b>	<b>35,3</b>	<b>-10,0</b>
<b>ASSETS</b>	<b>41,7</b>	<b>46,7</b>	<b>-10,6</b>

# Efore Group

## CONSOLIDATED BALANCE SHEET EUR million

<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	34,5	34,5	
Share premium account	0,0	0,0	
Other reserves	1,0	1,4	
Translation differences	0,5	-0,1	
Retained earnings	-10,9	-8,8	
<b>SHAREHOLDERS' EQUITY</b>	<b>25,0</b>	<b>27,0</b>	<b>-7,4</b>
Equity attributable to equity holders of the parent	25,0	27,0	
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liability	0,0	0,0	
Interest-bearing liabilities	0,2	0,2	
<b>NON-CURRENT LIABILITIES</b>	<b>0,2</b>	<b>0,3</b>	<b>-15,5</b>
<b>CURRENT LIABILITIES</b>			
Interest-bearing liabilities	0,9	0,8	
Trade payables and other liabilities	14,4	17,3	
Income tax liability	0,1	0,0	
Provisions	1,1	1,2	
<b>CURRENT LIABILITIES</b>	<b>16,5</b>	<b>19,4</b>	
<b>LIABILITIES</b>	<b>16,7</b>	<b>19,7</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>41,7</b>	<b>46,7</b>	<b>-10,6</b>

# Efore Group

## CONSOLIDATED CASH FLOW STATEMENT EUR million

	11/07-10/08	11/06-10/07
<b>Cash flows from operating activities</b>	<b>3,3</b>	<b>0,7</b>
Cash generated from operations	-0,6	-0,9
Financing items and taxes	2,7	-0,1
<b>Net cash from operating activities (A)</b>		
<b>Cash flows from investing activities</b>	<b>-1,7</b>	<b>-3,9</b>
Purchase of tangible and intangible assets	0,1	0,2
Proceeds from sale of tangible and intangible assets	-1,6	-3,7
<b>Net cash used in investing activities (B)</b>		
<b>Cash flows from financing activities</b>	<b>0,0</b>	<b>0,0</b>
Repayment of long-term borrowings	0,0	-0,1
<b>Net cash used in financing activities (C)</b>	<b>-4,0</b>	<b>-0,1</b>
<b>Net increase/decrease in cash and cash equivalents (A+B+C)</b>	<b>-2,9</b>	<b>-3,9</b>

# Efore Group

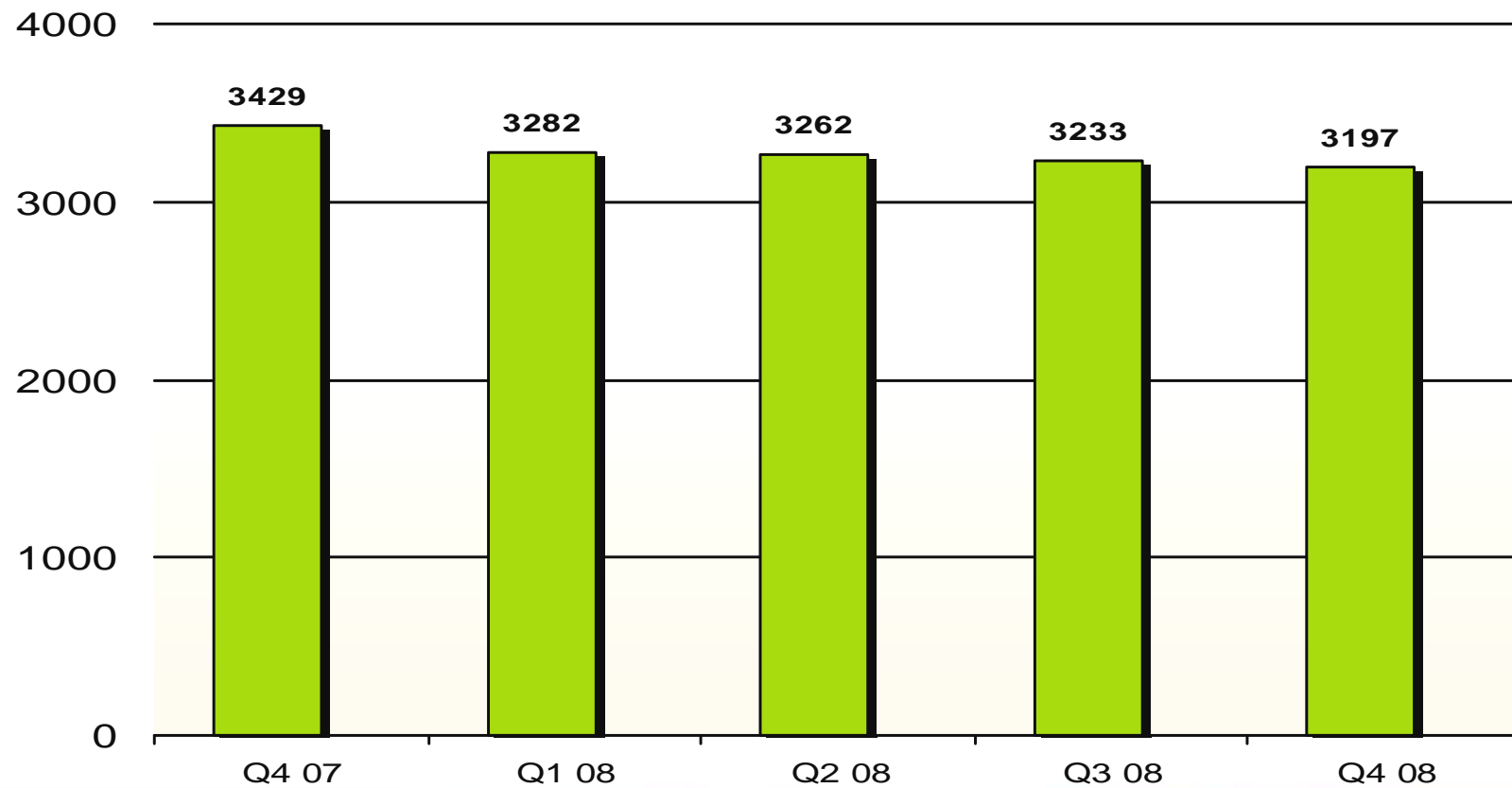
<b>GROUP CONTINGENT LIABILITIES</b> <b>EUR million</b>	<b>Oct. 31,</b> <b>2008</b>	<b>Oct. 31,</b> <b>2007</b>
<b>Security and contingent liabilities</b>		
<b>On own behalf</b>		
<b>Pledges</b>	<b>0,0</b>	<b>0,0</b>
<b>For others</b>		
<b>Other contingent liabilities</b>	<b>0,1</b>	<b>0,1</b>
<b>Operating lease commitments</b>		
<b>Group as lessee</b>		
<b>Non-cancellable minimum operating lease</b>		
<b>payments:</b>		
<b>Less than 1 year</b>	<b>1,9</b>	<b>1,9</b>
<b>1-5 years</b>	<b>3,5</b>	<b>3,7</b>
<b>Fair values of derivate financial instruments</b>		
<b>Currency derivatives, non hedge accounting</b>		
<b>Forward currency contracts</b>		
<b>Nominal amount</b>	<b>0,0</b>	<b>1,2</b>
<b>Positive fair value</b>	<b>0,0</b>	<b>0,0</b>
<b>Negative fair value</b>	<b>0,0</b>	<b>0,0</b>
<b>Option contract</b>		
<b>Nominal amount</b>	<b>12,5</b>	<b>7,2</b>
<b>Positive fair value</b>	<b>0,0</b>	<b>0,2</b>
<b>Negative fair value</b>	<b>0,3</b>	<b>0,0</b>

# Efore Group

<b>GROUP KEY FIGURES, EUR million</b>	<b>Nov./07 - Oct./08 12 months</b>	<b>Nov./06 - Oct./07 12 months</b>
<b>Earnings per share, EUR</b>	<b>0,03</b>	<b>-0,08</b>
<b>Earnings per share, diluted, EUR</b>	<b>0,03</b>	<b>-0,08</b>
<b>Shareholders' equity per share, EUR</b>	<b>0,62</b>	<b>0,67</b>
<b>Solvency ratio, %</b>	<b>59,9</b>	<b>57,9</b>
<b>Return on equity-%(ROE)</b>	<b>4,7</b>	<b>-11,8</b>
<b>Return on investment-%(ROI)</b>	<b>7</b>	<b>-8,1</b>
<b>Gearing, %</b>	<b>-16,0</b>	<b>-24,6</b>
<b>Net interest-bearing liabilities, EUR</b>	<b>-4,0</b>	<b>-6,6</b>
<b>Investments (intangible and tangible assets), EUR million</b>	<b>1,9</b>	<b>4,0</b>
<b>as percentage of net sales</b>	<b>2,5</b>	<b>4,9</b>
<b>Average personnel</b>	<b>637</b>	<b>766</b>

# Shares and shareholders

# Number of shareholders



# Major shareholders per October 31, 2008

Shareholder	No of shares	% of shares and votes
Evli Bank Plc	4 476 492	11,04
Nordea Bank Finland (nominee reg.)	3 988 253	9,84
Syrjälä & Co Oy	1 750 000	4,32
Tammivuori Leena	1 569 800	3,87
Tammivuori Matti	1 560 000	3,85
Maijos	1 496 000	3,69
Varma Mutual Pension Insurance Company	1 438 700	3,55
Tammivuori Esko	1 379 592	3,4
Q & A Consulting Oy Ab	1 038 400	2,56
Skandinaviska Enskilda Banken (nominee reg.)	989 915	2,44
FIM Fenno Mutual Fund	981 804	2,42
Rausanne Oy	848 971	2,09
Veikko Laine Oy	814 400	2,01
Nordea Bank Finland Plc	675 320	1,67
Svenska Handelsbanken Ab (publ), Filialv. i Finland	617 400	1,52
Syrjälä Timo	500 000	1,23
Fabritius Hannes	473 316	1,17
Aktia Capital Mutual Fund	430 812	1,06
Illmarinen Mutual Pension Insurance Company	400 000	0,99
FIM Forte Mutual Fund	395 000	0,97

# Outlook

# Outlook 1/2

- According to the information the overall telecommunications market will remain at present level or fall to some extent. There are however growing geographical markets in the field such as Asia, the Middle East and Africa. The international financial crisis and the weakening world economy are expected to continue and will weaken the demand during the whole fiscal year.
- The company continues to focus on new technologies as well as the development of demanding and innovative power supply solutions. Developing energy saving solutions that will take up less space and use renewable energy sources will be a focal point for product development.

## Outlook 2/2

- Projects to develop operations together with long term programs in order to improve productivity and reduce cost structure, lower inventories and make the production and product development processes more efficient will continue. The purpose of these projects is to maintain continuous improvement in the competitiveness of the company on the global market.
- With ongoing development projects result for the fiscal year 2009 is expected to show an improvement compared to the previous fiscal year.

# Auditor's report

# Auditor's report

## AUDITOR'S REPORT

### To the Annual General Meeting of Efore Plc

We have audited the accounting records, the financial statements, the report of the Board of Directors, and the administration of Efore Plc for the financial period 1.11.2007 - 31.10.2008. The financial statements comprise the consolidated balance sheet, income statement, cash flow statement, statement of changes in equity and notes to the consolidated financial statements, as well as the parent company's balance sheet, income statement, cash flow statement and notes to the financial statements.

### The responsibility of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the financial statements and the report of the Board of Directors and for the fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, as well as for the fair presentation of the parent company's financial statements and the report of the Board of Directors in accordance with laws and regulations governing the preparation of the financial statements and the report of the Board of Directors in Finland. The Board of Directors is responsible for the appropriate arrangement of the control of the company's accounts and finances, and the Managing Director shall see to it that the accounts of the company are in compliance with the law and that its financial affairs have been arranged in a reliable manner.

### Auditor's responsibility

Our responsibility is to perform an audit in accordance with good auditing practice in Finland, and to express an opinion on the parent company's financial statements, on the consolidated financial statements and on the report of the Board of Directors based on our audit. Good auditing practice requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements and the report of the Board of Directors are free from material misstatement and whether the members of the Board of Directors and the Managing Director have complied with the Limited Liability Companies Act.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the report of the Board of Directors. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the report of the Board of Directors.

The audit was performed in accordance with good auditing practice in Finland. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion on the consolidated financial statements

In our opinion, the consolidated financial statements give a true and fair view of the financial position, financial performance, and cash flows of the group in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

### Opinion on the company's financial statements and the report of the Board of Directors

In our opinion, the financial statements, together with the consolidated financial statements included therein, and the report of the Board of Directors give a true and fair view of the financial performance and financial position of the company in accordance with the laws and regulations governing the preparation of the financial statements and the report of the Board of Directors in Finland. The information in the report of the Board of Directors is consistent with the information in the financial statements.

Helsinki, 19 December 2008  
KPMG OY AB

LASSE HOLOPAINEN  
Authorized Public Accountant



# Adoption of the Annual Accounts

# Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend

# Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend 1/2

- The Board of Directors proposes to the Annual General Meeting that the shareholders of the company be paid a dividend of EUR 0.04 per share.
- The Board of Directors further proposes to the Annual General Meeting that the General Meeting shall authorise the Board of Directors to resolve on the distribution of additional dividend pursuant to chapter 13, section 6, sub-section 2 of the Finnish Companies Act, on the following terms and conditions:

# Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend 2/2

- On the basis of the authorization, the Board of Directors may decide on the distribution of an extraordinary dividend so that the amount of dividend on the basis of the authorization in total does not exceed EUR 0.05 per share. The extraordinary dividend may be distributed either on one or more occasions.
- The authorisation is proposed to include the right of the Board of Directors to resolve on all other terms and conditions relating to the distribution of dividend. The authorisation is proposed to be valid until the next Annual General Meeting.

# Resolution on the Discharge of the Members of the Board of Directors and the CEO from Liability

# Resolution on the Remuneration of the Members of the Board of Directors

# Proposals of the Nomination Committee

- The Nomination Committee proposes to the Annual General Meeting 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 to the other members.
- The Board of Directors proposes that an attendance fee of EUR 1,000 per meeting be paid to the chairman and EUR 500 per meeting to the deputy chairman and to other members.
- The travel expenses of Board members are proposed to be paid in accordance with the decision given by the Finnish Tax Administration.
- In addition, the Nomination Committee proposes that a fee of EUR 500 be paid to committee members per meeting

# Resolution on the Number of Members of the Board of Directors

# Number of the Board members

- The Nomination Committee proposes to the Annual General Meeting that the number of Board members be set at six (6).

# Proposal of members of the Board of Directors for FY 2009

- The Nomination Committee proposes to the Annual General Meeting to nominate the following members of the Board of Directors;
  - Isto Hantila
  - Marko Luoma
  - Ari Siponmaa
  - Timo Syrjälä
  - Matti Tammivuori
  - Matti Vikkula

## Isto Hantila, b. 1958, M.Sc.(Eng.)

- Chairman of the Board since 2007
- Deputy Chairman 2006
- Member of the Board since 2004
- Aspocomp Group Plc, President and CEO since 2007
- Perlos Oyj, President and CEO 2004 -2006
- Ascom Group, CEO Co-operation Division 2001 – 2004
- Ascom Energy Systems Division, Switzerland, CEO 1994 – 2001
- Ecocat Oy, Chairman of the Board since 2008

*Independent of the company or the company's main shareholders*

Marko Luoma, b. 1971, Tech.Lic..

- Member of the Board since 2007
- Special researcher at the Helsinki University of Technology since 1999
- Creanord Oy, member of the Board since 2000

*Independent of the company or the company's main shareholders*

## Ari Siponmaa, b. 1959, M.Sc.(Eng.)

- Aura Capital Oy, Partner, Managing Partner since 2000
- AT Kearney, Helsinki, Principal 1998 - 2000
- Gemini Consulting, Helsinki, Principal 1997 - 1998
- SIAR-Bossard, Helsinki, Consultant - Senior Project Manager 1991 – 1997
- Board memberships:
  - AW-Energy Oy
  - Bluegiga Technologies Oy, Chairman of the Board
  - Continuent INC
  - Confidex Oy
  - Ionphase Oy

*Independent of the company or the company's main shareholders*

## Timo Syrjälä, b. 1958, M.Sc.(Econ.)

- Member of the Board since 2001
- Deputy Chairman 2007
- Chairman of the Board 2004 -2006
- Syrjälä & Co Oy, Managing Director

*Independent of the company or the company's main shareholders*

## Matti Tammivuori, b. 1957 , BA Marketing

- Member of the Board since 1999
- Tamcor Ky, Managing Director since 1985
- PerlaSoft Oy, Member of the Board
- Virtaankosken Voima Oy, Member of the Board
- Pienvesivoimayhdistys, Member of the Board

*Non independent of the company's main shareholders*

## Matti Vikkula, b. 1960, M.Sc. (Econ.)

- ResCus Partners Oy, Managing Partner since Jan 2009
- Ruukki Group Oyj, CEO 2007 - 2008
- Elisa Oyj, SEVP, Consumer and small enterprise BU 2006 - 2007
- Saunalahti Group Oyj, CEO 2001 - 2007
- PricewaterhouseCoopers, Partner/Strategic change 1998 - 2001
- Mecrator Coopers & Lybrand Oy, Management Consultant 1996 - 1998
- Mecrator Oy, Management Consultant 1994 - 1996
- Hallitusjäsenyyksiä:
  - Fenestra Oy, Chairman of the Board since 2009
  - Trainers´ House Oyj/Satama Interactive Oyj, Member of the Board since 2006
  - Kristina Cruises Oy, Chairman of the Board since 1995

*Independent of the company or the company's main shareholders*

# Resolution on the Remuneration of the Auditor

- The Board of Directors proposes that the auditor elected by the Annual General Meeting shall be paid as invoiced.

# Election of Auditor

- The Board of Directors proposes the election of KPMG Oy Ab as the company's auditor and Authorized Public Accountant Lasse Holopainen as the responsible auditor.

# Proposals of the Board of Directors

# Authorising the Board of Directors to Decide on the Repurchase of the Company's Own Shares 1/3

- The Board of Directors proposes to the Annual General Meeting that the General Meeting would authorise 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:
- A maximum of 4,000,000 own shares, or a lower amount that in addition to the shares already owned or pledged by the company is no more than 10 per cent of all shares, may be acquired on the basis of the authorisation.

# Authorising the Board of Directors to Decide on the Repurchase of the Company's Own Shares 2/3

- 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 authorisation; and the maximum price is the highest market price quoted in public trading during the validity of the authorisation. The rules and regulations of the NASDAQ OMX Helsinki Oy and of the Central Securities Depository shall be complied with in the acquisition.

# Authorising the Board of Directors to Decide on the Repurchase of the Company's Own Shares 3/3

- On the basis of the authorisation, the Board of Directors may resolve on the acquisition of own shares only by using unrestricted equity.
- The authorisation 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 authorisation also includes the right to acquire own shares otherwise than in proportion to the holdings of the shareholders.
- The authorisation is proposed to be valid until the next Annual General Meeting.

# Authorising the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Options and Other Special Rights Entitling to Shares 1/4

- The Board of Directors proposes to the Annual General Meeting that the General Meeting authorises the Board of Directors to resolve on issuing new shares in one or several installments and conveying the shares held by the company.

# Authorising the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Options and Other Special Rights Entitling to Shares 2/4

- The new shares would be issued and the company's own shares (treasury shares) conveyed either against payment (rights issue) or for free (bonus issue) to the company's shareholders in proportion to their holding, 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 business arrangements, to finance investments or as part of the company's incentive scheme. The directed issue can be a bonus issue only if there is an especially weighty reason for the company to do so, taking the interests of all shareholders into account.

# Authorising the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Options and Other Special Rights Entitling to Shares 3/4

- The authorisation would also include the right to grant special rights, as specified in Chapter 10, Article 1 of the Companies Act, to receive new shares in the company or shares held by the company against payment such that either the share subscription price will be paid in cash or the subscriber's receivables will be offset against the subscription price.
- A maximum of 13,000,000 new shares can be issued and/or granted on the basis of special rights. In addition a maximum of 4,000,000 own shares held by the company can be conveyed in share issues or conveyed and/or received on the basis of special rights.

# Authorising the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Options and Other Special Rights Entitling to Shares 4/4

- In addition, the authorisation would include the right to decide on a bonus issue to the company itself such that the number of shares issued to the company would amount to no more than one tenth (1/10) of all the company's total share capital. Own shares held by the company or its subsidiaries will be included in this amount as specified in Chapter 15, Article 11, Paragraph 1 of the Companies Act. The regulations regarding a company's own shares shall apply to new registered shares.
- The Board of Directors would have the right to decide on other details related to the issue of shares.
- The authorization would be valid until the Annual General Meeting in 2011.

# Proposal by the Board of Directors to Amend the Articles of Association 1/6

- The Board of Directors proposes that the current Articles of Association be amended such that Article 3, which concerns the minimum and maximum share capital, Article 4, which concerns the minimum and maximum number of shares, be deleted. In addition, the numbering of Articles 5 to 13 of the Articles of Association would be changed, and the new articles 3,7,10 and 11 would be amended to read as follows:

# Proposal by the Board of Directors to Amend the Articles of Association 2/6

- “Article 3 Book-entry securities system
  - The company’s shares shall belong to the book-entry securities system.
- Article 7 Right to represent the company
  - The company shall be represented by the Chairman of the Board and the Managing director, both acting alone, and by the Board of Directors as a whole, or by two board members acting together. The Board of Directors may authorise other named persons to represent the company such that they shall represent the company either two together or with a Board member or the Managing Director .

# Proposal by the Board of Directors to Amend the Articles of Association 3/6

## Article 10 Invitations to general meetings

- The Invitation to the Annual General Meeting and Extraordinary General Meeting shall be published at the Company's Internet pages at the earliest two (2) months and at the latest twenty-one (21) days before the meeting. The Board of Directors may also decide to inform about the general meetings in one or more newspapers.

# Proposal by the Board of Directors to Amend the Articles of Association 4/6

## Article 11 Annual General Meeting

- The Annual General Meeting shall be held within six (6) months of the expiry date of the financial period. The Annual General Meeting can be held in Helsinki in addition to the company's place of domicile. In order to be allowed to participate in the Annual General Meeting, shareholders are required to register for the meeting no later than the date mentioned in the invitation to the meeting, which must not be earlier than ten (10) days prior to the meeting.

# Proposal by the Board of Directors to Amend the Articles of Association 5/6

- At the meeting, the following shall be:
  - Presented
    - the financial statements, the consolidated financial statements and annual report;
    - the auditors' report;
  - decided
    - adoption of the financial statements and consolidated financial statements;
    - use of the profits shown in the balance sheet;
    - to discharge of the Board members and the Managing Director from liability;
    - fees of the Board members and the principles of compensation of travel costs, and remuneration of auditor;
    - the number of Board members;

# Proposal by the Board of Directors to Amend the Articles of Association 6/6

- elected
  - members of the Board of Directors;
  - the auditor;
- dealt with
  - other matters noted in the invitation to the meeting.”

## Closing of the Meeting

Thank you for your interest