



**Apetit Plc - Notice to general meeting**

**INVITATION TO THE ANNUAL GENERAL MEETING OF LÄNNEN TEHTAAT PLC**

LÄNNEN TEHTAAT PLC                      STOCK EXCHANGE RELEASE                      6 March 2010

INVITATION TO THE ANNUAL GENERAL MEETING OF LÄNNEN TEHTAAT PLC

Lännen Tehtaat plc's Annual General Meeting on 30 March 2010

The company's shareholders are hereby invited to the Annual General Meeting, which will be held on Tuesday 30 March 2010 at 2.00 p.m. in Lännen Tehtaat plc's 'Myllynkivi' staff restaurant at Iso-Vimma, Säkylä. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 12.00 noon.

A. The following agenda items will be dealt with at the meeting:

1. Opening of the meeting
  2. Election of chairman of the meeting
  3. Election of secretary of the meeting
  4. Recording the legality and quoracy of the meeting
  5. Election of minutes-checkers and vote counters
  6. Approving the agenda and addressing the meeting
  7. Recording the attendance at the meeting and adopting the voting list
  8. Presentation of the financial statements for 2009
  9. Presentation of the auditors' report
  10. Presentation of the opinion of the Supervisory Board concerning the financial statements and the auditors' report
  11. Adoption of the financial statements and consolidated financial statements
  12. Use of the profit declared in the balance sheet and decision on dividend payment
- The Board of Directors proposes that a dividend of EUR 0.76 per share be paid for the financial year 2009 on the basis of the adopted balance sheet. The dividend will be paid to shareholders who are registered in the company's shareholder register kept by Euroclear Finland Ltd on 6 April 2010, which is the record date for the dividend payment. The Board of Directors proposes to the Annual General Meeting that the dividend payment date be 13 April 2010.
13. Resolution on discharging the members of the Supervisory Board and of the Board of Directors and the CEO from liability
  14. Proposal by Scanfil plc, which holds 8.6% of the shares and 8.8% of the votes, for amending the Articles of Association such that the Annual General

Meeting would elect the Board of Directors

15. Scanfil plc's proposal for amending the Articles of Association such that anyone who is 65 years of age or older may not be elected as a member of the Board of Directors or the Supervisory Board

16. Scanfil plc's proposal for amending the Articles of Association such that the members of the Supervisory Board elected by the General Meeting would number 10-15

17. Proposals by Esko Eela, who holds 6.2% of the shares and 6.3% of the votes, 1) for amending the Articles of Association concerning the tasks of the Supervisory Board such that the Supervisory Board would decide, in accordance with the proposals of the Nomination Committee, on the number of members of the Board of Directors, elect the members of the Board and fix the fees and other remunerations payable to the members of the Board, and elect a chairman and a deputy chairman, and 2) concerning the two members of the Nomination Committee elected at the Annual General Meeting, and the members' election

18. Proposal by Lännen Tehtaat plc's Board of Directors for amending the company's Articles of Association in regard to the duties of the Supervisory Board such that the Supervisory Board shall issue an opinion not only on the financial statements and auditors' report but also on the Board of Directors' report.

19. Decision on the number of Supervisory Board members and on their remuneration

20. Election of the members of the Supervisory Board

21. Decision on the number of auditors and on their remuneration

The Board of Directors proposes that two regular auditors be appointed for the company. The Board of Directors also proposes that the auditors' fee be paid in accordance with the auditing invoice approved by the company.

22. Appointment of auditors

The Board of Directors proposes that the company's present auditors, Hannu Pellinen, APA and PricewaterhouseCoopers Oy, Authorized Public Accountants with Tomi Moisio, APA, CPFA as the auditor with principal responsibility, be re-elected as auditors for the period ending with the close of the next Annual General Meeting.

23. Authorisation of the Board of Directors to decide on the issuing of new shares and on the transfer of Lännen Tehtaat shares held by the company (share issue)

The Board of Directors proposes that the Annual General Meeting give it authorisation to decide on issuing shares, which would include the right to issue new shares or transfer Lännen Tehtaat shares held by the company. The authorisation would cover a maximum total of 761,757 shares, and the maximum number of new shares would be 631,757, and the number of Lännen Tehtaat shares held by the company 130,000.

The subscription price for each new share would be at least the share's nominal value, or EUR 2. The transfer price for Lännen Tehtaat shares held by the company would be at least the market value of the share at the time of transfer, which is determined by the price quoted in public trading on NASDAX OMX Helsinki Ltd. The Board of Directors would also have the right to issue shares against consideration other than cash. In the case of share-based incentive systems, shares could also be issued without consideration.

The authorisation would include the right to deviate from the shareholders'

pre-emptive subscription right (targeted issue) if the company has an important financial reason to do so, such as development of the company's capital structure, financing and implementing corporate acquisitions or other arrangements, or implementing a share-based incentive system. It is proposed that the authorisation would be valid until the next Annual General Meeting.

Closing of the meeting

#### B. Documents of the General Meeting

The proposals of the Board of Directors and the invitation to the meeting are available on Lännen Tehtaat's website at [www.lannen.fi/en](http://www.lannen.fi/en). The company's financial statements will be available on the above-mentioned website no later than 9 March 2010 onwards. Copies of these documents will be sent to shareholders upon request and they will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website as from 13 April 2010.

#### C. Instructions for participants in the Annual General Meeting

Right to participate and registration

Shareholders whose shares have been registered in the register of shareholders kept by Euroclear Finland Ltd not later than 18 March 2010 have the right to attend the Annual General Meeting.

Shareholders wishing to participate in the Annual General Meeting must notify the company of this no later than 4.00 p.m. on Friday 26 March 2010 either in writing (address: Lännen Tehtaat plc, PO Box 100, FI-27801 Säkyä, Finland), by fax (+358 10 402 4022), by phone (+358 10 402 4002/Arja Antikainen) or by e-mail ([arja.antikainen@lannen.fi](mailto:arja.antikainen@lannen.fi)). If notice is given by letter, this must arrive before the expiry of the notification period. Any proxy documents should be delivered to the above-mentioned address before the expiry of notification period.

Pursuant to chapter 5, section 25 of the Limited Liability Companies Act, shareholders who are present at the Annual General Meeting have the right to request information on matters considered at the meeting.

Proxies and proxy documents

Shareholders may participate in and exercise their rights at the Annual General Meeting by means of proxy representation. A shareholder's proxy must produce a dated proxy document or must otherwise demonstrate reliably his/her right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the meeting by means of several proxies, who represent the shareholder with shares in different book-entry accounts, the shares with which each proxy represents the shareholder must be notified in connection with the registration for the Annual General Meeting.

Any proxy documents should be delivered as originals to Lännen Tehtaat plc no later than the expiry of the notification period at 4.00 p.m. on 26 March 2010.

Holders of nominee registered shares

Holders of nominee registered shares are advised to request from their asset manager without delay the necessary instructions regarding registration in the company's shareholder register, the provision of proxy documents and registration for the Annual General Meeting. The asset manager's account management organisation will register a holder of nominee registered shares who wants to participate in the meeting, for temporary entry in the company's shareholder register no later than 10.00 a.m. on 25 March 2010.

Other instructions and information

On the date of this notice, Lännen Tehtaat plc's total number of shares and votes is 6,317,576.

The company's Annual Report will be published on 9 March 2010 in Finnish and English on Lännen Tehtaat plc's website, at [www.lannen.fi](http://www.lannen.fi). The English version is a translation of the Finnish. A printed version of the Annual Report can be ordered during the week beginning 15 March 2010 by phoning +358 10 402 4002 on weekdays (8 a.m.-4 p.m.), or by e-mail from [arja.antikainen@lannen.fi](mailto:arja.antikainen@lannen.fi). At the same time you can also ask to be put on the regular mailing list for annual reports.

Säkylä, 5 March 2010

LÄNNEN TEHTAAT PLC  
Board of Directors

Copies to:  
NASDAQ OMX Helsinki Ltd  
[www.lannen.fi](http://www.lannen.fi)

Attachments:

[yhtiojarjestys\\_muutokset\\_lt\\_hallitus\\_en.pdf](#)  
[yhtiojarjestys\\_muutokset\\_eela\\_en.pdf](#)  
[yhtiojarjestys\\_muutokset\\_scanfil\\_en.pdf](#)

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