

LÄNNEN TEHTAAT PLC

MINUTES OF ANNUAL GENERAL MEETING (Translation)

Date and time: 30 March 2010, 2.00 pm

Location: Iso-Vimma, Säskylä

Attendance: The attendance and voting list is given in Appendix 1.

1 § Opening of the meeting

The meeting was opened by Helena Walldén, chair of the Supervisory Board.

2 § Election of chairman of the meeting

Attorney-at-law Juha Manner was unanimously elected as chairman of the meeting.

3 § Election of secretary of the meeting

The chairman invited Asmo Ritala, the Group's Corporate Counsel, to act as secretary of the meeting.

4 § Invitation to the meeting and presence of quorum

It was noted that the invitation to the Annual General Meeting had been published on the company web pages on 5 March 2010. The invitation was also published in a stock exchange release on 5 March 2010.

The chairman stated that the meeting had been convened legally and that a quorum was present for discussing the matters presented in the invitation to the meeting.

5 § Election of minute-checkers and vote-counters

Hannu Heikola and Veli-Pekka Suni were elected to check the minutes. Hannu Heikola, Jouni Kylänpää, Janne Matintalo and Veli-Pekka Suni were elected as vote-counters.

6 § Approval of the agenda and addressing the meeting

Jorma Takanen reported that Scanfil plc had withdrawn the proposals for amending the company's Articles of Association referred to in items 15 and 16 of the invitation to the meeting. The agenda, amended accordingly, was **approved** as the meeting's order of business (Appendix 2).

It was **resolved** that requests to address the meeting should be submitted in writing using the special slips provided, and that the meeting should be addressed from the podium at the front of the hall.

7 § Preparation of the voting list

The chairman reported that a voting list had been prepared showing both the number of shares and the number of votes pertaining to each of the shareholders and their proxies and assistants present at the meeting (Appendix 1).

According to the voting list, the number of shares and votes represented at the meeting was 3,446,145. The total number of shares and the total number of votes conferred by the company's entire share capital is 6,317,576.

On the basis of the voting restriction in article 11 of the Articles of Association, the chairman limited the number of votes that could be cast by an individual shareholder to 344,614.

8 § The company's financial statements for the financial year 1 January – 31 December 2009

CEO Matti Karppinen presented the financial statements for 2009 (Appendix 3).

The chairman reported that the financial statements documents had been on display for inspection by shareholders on the company web pages since 9 March 2010, and that copies of the documents had been sent to those shareholders who had specifically requested them.

Esko Eela addressed the meeting, emphasising the regional importance of the company's operations at Säkylä and presenting views on principles that should be taken into account in planning the company's operations (Appendix 4).

The chairman declared that the financial statements had been presented to the meeting.

9 § Presentation of the auditor's report

The chairman read out the auditor's report (Appendix 5) and noted that the report had been presented to the meeting.

10 § Presentation of the Supervisory Board's statement based on the financial statements and the auditor's report.

The chairman read out the Supervisory Board's statement based on the financial statements and the auditor's report (Appendix 6).

The chairman noted that the Supervisory Board's statement had been presented to the meeting.

11 § Adoption of the parent company and consolidated income statements and balance sheets

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter.

It was **resolved** that the parent company and consolidated income statements and balance sheets be adopted in the form proposed for the financial year ending 31 December 2009.

12 § Measures called for as a result of the profit declared in the adopted parent company and consolidated balance sheets

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter.

The chairman reported that the Board of Directors had proposed payment of a dividend of EUR 0.76 per share to shareholders outside the company and that the remainder be left in unrestricted shareholders' equity. No dividend is paid on Lännen Tehtaat plc shares held by the company.

The record date for dividend payment is 6 April 2010, and the dividend payment date is 13 April 2010.

The Board of Directors' proposal on the distribution of profits was **approved**.

13 § Granting discharge from liability to the members of the Board of Directors and of the Supervisory Board and the CEO

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter.

It was **resolved** that the members of the Board of Directors and of the Supervisory Board and the CEOs be granted discharge from liability.

14 § Proposal by Scanfil plc for amending the Articles of Association such that the Board of Directors is elected by the Annual General Meeting

Scanfil plc's representative, Jorma Takanen, presented to the meeting the justifications concerning the proposal to amend the Articles of Association in respect of the election of the Board of

Directors. Following discussion, Takanen announced that Scanfil plc was withdrawing the proposal.

It was noted that Reijo Jokela left the meeting, after which the new voting total for the meeting was confirmed at 3,436,145 votes.

15 §

Esko Eela's proposal for amending the Articles of Association concerning the tasks of the Supervisory Board and the two members of the Supervisory Board's Nomination Committee to be elected by the Annual General Meeting

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter. It was also noted that the following shareholders had announced that they oppose the resolution on this matter:

<u>Shareholder</u>	<u>Shares and votes</u>
Ensign Peak Advisors Inc	25 958
Lockfold Communications LTD	552
Pfizer Ireland Pension Plan	354
Producers- Writers Guild of America Pension Plan	779
Shell Pensions Trust Limited as Trustee of Shell	1 523
Texas Christian University	400
The National University of Singapore	471
Sei Global Master Fund Pan European	411
AARP Employees Pension Fund	348
Acadian Global Low Volatility Fund	586
Carnegie Mellon University	1 144
Duquesne Light Company Master Fund	475
Mother Church Pension Benefit Trust	537
State of Wisconsin Investment Board	395
Textron Master Trust	7 000
The Great Eastern Life Insurance Company LTD	492
UPS Group Trust	977

The shareholders have, nevertheless, announced that they do not require a vote and full vote counting, provided that the chairman of the Annual General Meeting can, on the basis of voting instructions supplied in advance and views presented at the meeting, clearly state that at the time in question the majority of votes and the majority of the shares represented at the meeting support the proposal put to the Annual General Meeting.

The chairman presented to the Annual General Meeting Esko Eela's proposal for amending the company's Articles of Association (Appendix 7). Under the proposal, section 9, subsection 2, paragraphs 1 and 2, and section 11, subsection 2, paragraphs 9-11 of the Articles of Association concerning the tasks of the Supervisory Board would be amended as follows:

Existing section 9, subsection 2, paragraphs 1 and 2 of the Articles

of Association

In addition, the Supervisory Board shall:

1. decide 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,
2. elect a chairman and a deputy chairman from among the members of the Board,

Proposed new section 9, subsection 2, paragraphs 1 and 2 of the Articles of Association

In addition, the Supervisory Board shall:

1. 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,
2. elect, in accordance with the proposals of the Nomination Committee, a chairman and a deputy chairman from among the members of the Board,

Existing section 11, subsection 2, paragraphs 9 - 11 of the Articles of Association

At the Annual General Meeting, the following shall be

elected

9. the members of the Supervisory Board,
10. the auditors,

dealt with

11. any other matters mentioned in the invitation to the meeting.

Proposed new section 11, subsection 2, paragraphs 9 - 12 of the Articles of Association

At the Annual General Meeting, the following shall be

elected

9. the members of the Supervisory Board,
10. two members of the Supervisory Board's Nomination Committee preparing the selection of members to the Board of Directors, with the Committee also including the Supervisory Board's chairman and deputy chairman and the chairman of the Board of Directors,
11. the auditors,

dealt with

12. any other matters mentioned in the invitation to the meeting.

The chairman stated that, taking into consideration the above-mentioned votes of shareholders who abstained from voting and opposed the proposal, the Annual General Meeting otherwise give its support to the proposal. The Annual General Meeting **resolved** to approve the amendment of sections 9 and 11 of the Articles of Association in accordance with the proposal. Timo Miettinen and Antti Rauhamaa were **elected** members of the Nomination Committee in the voting on the matter.

16 §

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

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter. The chairman presented to the Annual General Meeting a proposal for amending the company's Articles of Association (Appendix 8). Under the proposal, section 9, subsection 2, paragraph 3 of the Articles of Association concerning the duties of the Supervisory Board would be amended as follows:

Existing section 9, subsection 2, paragraph 3 of the Articles of Association

In addition, the Supervisory Board shall:

3. issue an opinion on the financial statements and auditor's report.

Proposed new section 9, subsection 2, paragraph 3 of the Articles of Association

In addition, the Supervisory Board shall:

3. issue an opinion on the financial statements, auditor's report and Board of Directors' report.

The Annual General Meeting **resolved** to approve the amendment of section 9 of the Articles of Association in accordance with the proposal.

17 §

The number of Supervisory Board members and their remuneration

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, and Textron Master Trust, representing 7,000 shares and votes, had announced that they would abstain from voting in the decision-making on this matter. It was also noted that the following shareholders had announced

that they oppose the resolution on this matter:

<u>Shareholder</u>	<u>Shares and votes</u>
Ensign Peak Advisors Inc	25 958
Lockfold Communications LTD	552
Pfizer Ireland Pension Plan	354
Producers- Writers Guild of America Pension Plan	779
Shell Pensions Trust Limited as Trustee of Shell	1 523
Texas Christian University	400
The National University of Singapore	471
Sei Global Master Fund Pan European	411
AARP Employees Pension Fund	348
Acadian Global Low Volatility Fund	586
Carnegie Mellon University	1 144
Duquesne Light Company Master Fund	475
Mother Church Pension Benefit Trust	537
State of Wisconsin Investment Board	395
The Great Eastern Life Insurance Company LTD	492
UPS Group Trust	977

The shareholders have, nevertheless, announced that they do not require a vote and full vote counting, provided that the chairman of the Annual General Meeting can, on the basis of voting instructions supplied in advance and views presented at the meeting, clearly state that at the time in question the majority of votes and the majority of the shares represented at the meeting support the proposal put to the Annual General Meeting.

It was **resolved** that the number of Supervisory Board members be confirmed as 20. In addition, the Supervisory Board has four members chosen by the personnel representatives, and each of these members has a personal deputy.

It was **resolved** that the fees for Supervisory Board members be confirmed as follows:

The meeting attendance allowance for the members, chairman and vice chairman of the Supervisory Board is EUR 250. The meeting attendance allowance for the chairman and vice chairman is also paid for their attendance at meetings of the Nomination Committee of the Supervisory Board and company's Board of Directors. The annual remuneration of the chairman is EUR 7,500 and of the vice chairman EUR 5,000. It was noted that daily allowances and compensation for travelling expenses had been paid in accordance with Lännen Tehtaat plc's general rules on travel. The amount of daily allowance is currently EUR 36 per day and the compensation for travelling expenses EUR 0.45 per kilometre.

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, Sei Global Master Fund Pan European, representing 411 shares and votes and Textron Master Trust, representing 7,000 shares and votes, had announced that they would abstain from voting in the decision-making on this matter. It was also noted that the following shareholders had announced that they oppose the resolution on this matter:

<u>Shareholder</u>	<u>Shares and votes</u>
Ensign Peak Advisors Inc	25 958
Lockfold Communications LTD	552
Pfizer Ireland Pension Plan	354
Producers- Writers Guild of America Pension Plan	779
Shell Pensions Trust Limited as Trustee of Shell	1 523
Texas Christian University	400
The National University of Singapore	471
AARP Employees Pension Fund	348
Acadian Global Low Volatility Fund	586
Carnegie Mellon University	1 144
Duquesne Light Company Master Fund	475
Mother Church Pension Benefit Trust	537
State of Wisconsin Investment Board	395
The Great Eastern Life Insurance Company LTD	492
UPS Group Trust	977

It was **resolved** that the seats on the Supervisory Board vacated by members completing their term be filled one member at a time.

It was **resolved** that the following members of the Supervisory Board completing their term be re-elected: Heikki Aaltonen, Jussi Hantula, Börje Helenelund, Risto Korpela, Mikko Kurittu, Samu Pere and Esa Ruohola.

19 § Number of auditors appointed and their remuneration

It was noted that HSBC Private Bank (Guernsey) Ltd., representing 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter.

The chairman reported that the company's Board of Directors had proposed that two regular auditors be appointed for the company.

It was **resolved** that two regular auditors be appointed.

The chairman reported that the company's Board of Directors had proposed that the auditors' fee be paid in accordance with the auditing invoice approved by the company.

It was **resolved** that the auditors' fee be paid in accordance with the auditing invoice approved by the company, as proposed by the Board of Directors.

20 § Election of auditors

It was noted that HSBC Private Bank (Guernsey) Ltd., representing 2,775 shares and votes, had announced that it would abstain from voting in the decision-making on this matter.

The chairman reported that the company's Board of Directors had proposed that Hannu Pellinen, APA, and PricewaterhouseCoopers Oy, Authorised Public Accountants, with Tomi Moisio, APA, CPFA as the auditor with principal responsibility, be re-elected as the company's auditors.

The Annual General Meeting **resolved** that Hannu Pellinen, APA, and PricewaterhouseCoopers Oy, Authorised Public Accountants, with Tomi Moisio, APA, CPFA as the auditor with principal responsibility, be elected as the company's auditors.

21 § **Proposal for granting the Board of Directors authorisation to decide on issuing new shares and on the transfer of Lännen Tehtaat plc shares held by the company through a share issue**

It was noted that HSBC Private Bank (Guernsey) Ltd., which represents 2,775 shares and votes, and Sei Global Master Fund Pan European, representing 411 shares and votes, had announced that they would abstain from voting in the decision-making on this matter.

It was reported that the Board of Directors proposes that the meeting authorise the Board of Directors to decide on issuing new shares and on the transfer of Lännen Tehtaat plc shares held by the company through a share issue in one or more lots totalling a maximum of 761,757 shares under the following conditions:

The share issue authorisation concerns all of the Lännen Tehtaat plc shares held by the company, i.e. 130,000 shares. The maximum number of new shares that can be issued is 631,757.

The subscription price for each new share must be at least its nominal value, EUR 2. The transfer price for Lännen Tehtaat plc shares held by the company must be at least the current value of the share at the time of transfer, determined by the price quoted in public trading on the NASDAQ OMX Helsinki exchange, but when implementing share-based incentive plans shares can also be issued without consideration.

The authorisation concerns 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 developing the company's capital structure, financing and executing corporate acquisitions or other arrangements, or

implementing a share-based incentive system. This authorisation also includes the right to offer shares not only against money payment but also against capital consideration in kind or under other specified terms or by exercising right of set-off; and the right to decide on the subscription price of shares and other conditions of and matters related to the share issue.

The authorisation is valid until the next Annual General Meeting. The authorisation revokes the earlier authorisation to issue shares, given on 2 April 2009, and the authorisation to transfer Lännen Tehtaat plc shares, given on the same date.

It was **resolved** that the Board of Directors be granted authorisation to decide on a share issue in accordance with the proposal of the Board of Directors.

22 § Closing of the meeting

As all the items on the agenda had been discussed, the chairman closed the meeting at 4.30 pm. The chairman reported that the minutes of the meeting would be on display for inspection by shareholders no later than 13 April 2010.

In witness whereof:

Juha Manner
chairman

Asmo Ritala
secretary

We have examined the above minutes and found that they accord with the events of the meeting.

Hannu Heikola
minute-checker

Veli-Pekka Suni
minute-checker