



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

### **Annual General Meeting on 28 March 2012 at 2 p.m.**

The company's shareholders are hereby invited to the Annual General Meeting, which will be held on Wednesday 28 March 2012 at 2.00 p.m. in Lännen Tehtaat plc's 'Myllynkivi' staff restaurant at Iso-Vimma, Säskylä. 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 and the Board of Directors' report for 2011
9. Presentation of the auditors' report
10. Presentation of the opinion of the Supervisory Board concerning the financial statements, the Board of Directors' report 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 0.85 per share be paid for the financial year 2011 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 2 April 2012, 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 11 April 2012.

13. Resolution on discharging the members of the Supervisory Board and of the Board of Directors and the CEO from liability

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

15. Election of the members of the Supervisory Board

16. Election of the two members of the Supervisory Board's Nomination Committee

17. 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.

18. Appointment of auditors

The Board of Directors proposes that the company's present auditors, Hannu Pellinen, APA and PricewaterhouseCoopers Oy, Authorised 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.

19. 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 AGM authorize the Board of Directors to decide on share issue including the right to issue new shares or to transfer Lännen Tehtaat shares held by the company. The authorization is proposed to include a maximum total of 761,757 shares. The maximum number of new shares that can be issued is 631,757, and the number of Lännen Tehtaat shares held by the company 130,000.

The subscription price for each of the new shares must be at least the nominal share value of EUR 2. The transfer price for Lännen Tehtaat shares held by the company must be at least the current value of the share at the time of transfer, which is determined by the price quoted in public trading on the NASDAX OMX Helsinki Ltd. The authorization includes the right to offer shares also against consideration other than in cash. In the case of share-based incentive systems, shares can be issued without remuneration.

The authorization includes the right to deviate from the shareholders' pre-emptive subscription right (targeted issue) if the company has a substantial 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 authorization be valid until the Annual General Meeting 2015.

20. 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 6 March 2012 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 11 April 2012.

### **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 16 March 2012 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 23 March 2012 either on the company web pages at [www.lannen.fi/en](http://www.lannen.fi/en), in writing to Lännen Tehtaat plc, P.O. Box 100, FI-27801 Säkyä, Finland, by fax +358 10 402 4023, by phone +358 10 402 4044/Maija Lipasti or by e-mail [maija.lipasti@lannen.fi](mailto:maija.lipasti@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 23 March 2012.

#### **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 23 March 2012.

#### **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, including the financial statements, the Board of Directors' report and the statement of the Supervisory Board, will be published on week 10 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 via Lännen Tehtaat plc's website at the internet address stated above. Mailing of the printed Annual Reports will begin in week 11.

Säkylä, 5 March 2012

LÄNNEN TEHTAAT PLC  
Board of Directors