

LÄNNEN TEHTAAT PLC

MINUTES OF ANNUAL GENERAL MEETING (Translation)

Date and time: 31 March 2011, 2.00 pm
Location: Iso-Vimma, Säkylä
Attendance: The attendance and voting list is given in Appendix 1.

1 § Opening of the meeting

The meeting was opened by Helena Walldén, chairman 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 8 March 2011. The invitation was also published in a stock exchange release on 8 March 2011.

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

Jouni Kylänpää and Veli-Matti Syrilä were elected to check the minutes. Arto Bärlund, Juha Hämäläinen, Markku Mäki-Mantila and Kalle Vähä-Piikkiö were elected as vote-counters.

6 § Approval of the agenda and addressing the meeting

The agenda 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 3,220,242. 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 322,024.

8 § The company's financial statements for the financial year 1 January – 31 December 2010

CEO Matti Karppinen presented the financial statements for 2010 (Appendix 3).

The chairman reported that the financial statements documents had been on display for inspection by shareholders on the company web pages since 10 March 2011, and that copies of the documents had been sent to those shareholders who had specifically requested them.

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 4) 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 5). 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 **resolved** that the parent company and consolidated income statements and balance sheets be adopted in the form proposed for the financial year ended 31 December 2010.

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

The chairman reported that the Board of Directors had proposed payment of a dividend of EUR 0.90 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 5 April 2011, and the dividend payment date is 12 April 2011.

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

14 § The number of Supervisory Board members and their remuneration

It was noted that Ensign Peak Advisors Inc, which represents 25,958 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>
Duquesne Light Company Master trust	175
UPS Group Trust	977
Acadian Global Low Volatility Fund	771
Gaikokukabu Sub Fund 1 LP	331
Texas Christian University	400
The National University of Singapore	471

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 19. 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 allowance for the members, chairman and vice chairman of the Supervisory Board is EUR 250. The meeting allowance for the chairman and vice chairman is also paid for their attendance at meetings of the company's Board of Directors. The meeting allowance is also paid for the members of the Nomination Committee of the Supervisory Board. 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 34 per day and the compensation for travelling expenses EUR 0.46 per kilometre.

15 § Election of members of the Supervisory Board

It was noted that Ensign Peak Advisors Inc, which represents 25,958 shares and votes, and Textron Master Trust, representing 7,000 shares and Sei Global Master Fund Pan European Equity Fund, representing 1,106 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:

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Duquesne Light Company Master trust	175
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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.

Jaakko Halkilahti, Mika Leikkonen, Timo Miettinen, Marja-Liisa Mikola-Luoto, Tuomo Raininko and Mauno Ylinen were **elected** members of the Supervisory Board in the voting on the matter.

It was noted that Tuomas Wallden left the meeting and the new number of shares and votes represented at the meeting was 3,211,542.

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

It was noted that Ensign Peak Advisors Inc, which represents 25,958 shares and votes, and Textron Master Trust, representing 7,000 shares and Sei Global Master Fund Pan European Equity Fund, representing 1,106 shares and votes had announced that they would abstain from voting in the decision-making on this matter.

Heikki Laurinen and Tauno Uitto were **elected** members of the Nomination Committee of the Supervisory Board

17 § Number of auditors appointed and their remuneration

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

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 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 Ltd, 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 30 March 2010, 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 4.25 pm. The chairman reported that the minutes of the meeting would be on display for inspection by shareholders on the company web pages no later than 14 April 2011.

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.

Jouni Kylänpää
minute-checker

Veli-Matti Syrjä
minute-checker