

---

## **INVITATION TO ETTEPLAN OYJ'S ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The shareholders of Etteplan Oyj ("Company") are invited to the Annual General Meeting of Shareholders. The Meeting will be held on March 30, 2012 starting at 1 p.m. at the premises of the Company at the address Ensimmäinen Savu, 01510 Vantaa, Finland. The reception of the persons who have registered in for the Meeting will commence at 12.30 p.m.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING:**

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Recording the legality of the Meeting and quorum
4. Election of person to scrutinize the minutes and persons to supervise the counting of votes
5. Presentation of the financial statements for 2011, including consolidated financial statements, and Annual Report
  - Review by the President and CEO
6. Presentation of the Auditor's report
7. Adoption of the financial statements of the parent company and consolidated financial statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of the dividend

The Board proposes to the Annual General Meeting that a dividend of EUR 0.10 per share would be paid for the financial year 2011. The remaining funds shall be left to the unrestricted equity. The dividend will be paid to the shareholders registered on the record date in the shareholders' register maintained by Euroclear Finland Ltd (formerly Finnish Central Securities Depository Ltd). The record date of the payment of dividend would be April 4, 2012. The dividend is proposed to be paid on April 13, 2012.

9. Resolution on the discharge from liability of members of the Board of Directors as well as the President and CEO

10. Resolution on the number of members of the Board of Directors as well as resolution on the remuneration of the members of the Board of Directors and the Auditor

The Nomination and Remuneration Committee of the Board of Directors proposes to the Annual General Meeting that the Board of Directors would consist of six members.

---

The Nomination and Remuneration Committee also proposes that the remuneration of the Board of Directors would be EUR 1,700 per month for each member of the Board and EUR 3,400 for the Chairman. Additionally, it is proposed that the Annual General Meeting would resolve that the remuneration per meeting for each member of the Board and its committees would be EUR 600 and for the Chairmen of the Board and its committees EUR 1,200.

The Board proposes that the Auditor be paid a fee according to invoice approved by the Company.

#### 11. Election of the Board of Directors

The Nomination and Remuneration Committee proposes that the Annual General Meeting would re-elect the present members Tapio Hakakari, Heikki Hornborg, Robert Ingman, Pertti Nupponen, Satu Rautavalta and Teuvo Rintamäki to the Board. All proposed members have given their consent to the re-election. More information on the proposed members is available on Etteplan Oyj's website at [www.etteplan.com](http://www.etteplan.com).

Shareholders representing approximately 45 percent of the Company's shares and voting rights have announced to support the proposal.

#### 12. Election of the Auditor

The Board proposes that Authorized Public Accounting Firm PricewaterhouseCoopers Oy, with Authorized Public Accountant Mr. Mika Kaarisalo as the main responsible auditor, be elected as the Company's Auditor.

#### 13. Board of Directors' proposal to authorize the Board to resolve to repurchase the Company's own shares

The Board proposes that the Annual General Meeting authorize the Board of Directors to resolve to repurchase Company's own shares in one or more tranches using the Company's unrestricted equity. A maximum of 2,000,000 Company shares may be repurchased. The Company may deviate from the obligation to repurchase shares in proportion to the shareholders' holdings, i.e., the Board has the right to decide on a directed repurchase of Company shares.

The authorization includes the right for the Board to resolve to repurchase Company shares through a tender offer made to all shareholders on equal terms and conditions and at the price determined by the Board; or in public trading organized by the NASDAQ OMX Helsinki Ltd. at the market price valid at any given time, so that the Company's total holding of own shares does not exceed ten (10) per cent of all the shares in the Company. The minimum price for the shares to be repurchased is the lowest market price quoted for the Company shares in public trading and, correspondingly, the maximum price is the highest market price quoted for the Company shares in public trading during the validity of the authorization.

Should Company shares be repurchased in public trading, such shares will not be purchased in proportion to the current shareholders' holdings. Thus, there must be a substantial financial reason for the Company to repurchase Company shares. The shares may be repurchased in order to be used as consideration in potential acquisitions or in other structural arrangements. The shares may as well be used for carrying out Company's incentive schemes for its personnel. The repurchased shares may be kept by the Company, invalidated or transferred onwards.

The repurchase of shares will reduce the non-restricted equity.

The authorization is valid for 18 months from the date of the resolution of the Annual General Meeting starting on March 30, 2012 and ending on September 29, 2013. The authorization will replace the corresponding previous authorization.

#### 14. Closing of the Meeting

### **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The proposals of the Board of Directors and its Nomination and Remuneration Committee relating to the agenda of the Annual General Meeting as well as this notice are available on Etteplan Oyj's website at [www.etteplan.com](http://www.etteplan.com). Etteplan Oyj's annual report, which includes the Company's financial statements, the Board of Directors' and Auditor's reports, is available on the above-mentioned website no later than on March 9, 2012. Copies of the documents will be sent to shareholders upon request and will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website latest April 13, 2012.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

#### Right to attend and registration

A shareholder who on Monday March 20, 2012, is registered as a shareholder in the Company's shareholder register maintained by Euroclear Finland Ltd (Finnish Central Securities Depository Ltd) is entitled to attend the Annual General Meeting.

A shareholder who wishes to attend in the Annual General Meeting must notify the Company of his/her intention to do so by March 23, 2012 at 4 p.m. Finnish time either by mail to Etteplan Oyj, Annual General Meeting, Terveystie 18, 15860 Hollola, by telephone to number +358 10 307 2006 or by e-mail to [registration@etteplan.com](mailto:registration@etteplan.com).

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant. The personal data given to Etteplan Oyj is used only in connection with the Annual General Meeting and with the processing of related registrations.

---

Pursuant to Chapter 5, Section 25 of the Companies' Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

Written notifications to participate in the Meeting must have arrived to the Company prior to the expiry of the registration period.

#### Proxy representative and powers of attorney

Shareholders may attend the Annual General Meeting and exercise their rights at the Meeting by way of proxy representation. Proxy representatives must produce a dated letter of proxy or demonstrate in some other reliable manner their right to represent the shareholder at the Meeting.

Any proxy documents, identified and dated, should be delivered to the Company to be inspected to the address mentioned above before the deadline to notify the attending of the Meeting.

When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

#### Nominee-registered shareholders

Nominee-registered shareholders are advised to request the necessary instructions regarding entry in the Company's shareholder register, the issuing of proxy documents and registration for the Annual General Meeting from their account holder.

The account management organization of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be temporarily entered into the shareholders' register of the Company at the latest on March 27, 2012 at 10.00 a.m.

#### Other instructions and information

At the date of this Invitation, February 14, 2012, the total number of shares and votes conveyed by these shares in Etteplan Oyj is 20,179,414 of which 471,302 are company held shares. The company held shares do not have voting rights.

Hollola, February 14, 2012

Etteplan Oyj

Board of Directors

Additional information: Juha Näkki, President and CEO, tel. +358 400 606 372