

## ANNUAL GENERAL MEETING OF MARTELA OYJ

Shareholders of Martela Oyj are invited to the Annual General Meeting, which will be held on Tuesday, 1 April 2008, starting at 3.00 p.m. at Takkatie 1, FIN-00370 Helsinki.

The following matters will be on the agenda:

1. The matters to be discussed at annual general meetings under §13 of the Articles of Association
2. Amendment of the Articles of Association. Principal contents of the amendment:
  - §1 The company's business name is Martela Oyj, Martela Corporation in English, and it is domiciled in Helsinki.
  - §3 Provisions concerning minimum and maximum capital and number of shares, or the first two paragraphs of §3, will be removed
  - §4 It will be confirmed that the company's shares are part of the book-entry securities system.  
Other items under the section will be removed as unnecessary.
  - §8 Amended as follows:
    - §8 Right of representation  
The Chairman of the Board of Directors and the Managing Director both alone and the members of the Board two together have the right to represent the company.  
The Board may authorize designated persons to represent the company.
  - §9 Auditing  
Amended as follows:  
The company has one auditor, which must be a public accountancy approved by the Central Chamber of Commerce.  
The term of the auditor includes the financial year in which the auditor is elected and will conclude at the end of the first subsequent AGM.
  - §11 Notice of meeting  
Amended as follows:  
Notices of annual general meetings are delivered by newspaper advertisement in at least one newspaper published daily in Helsinki as decided by the Board of Directors.  
The notices must be published at least three (3) months before the last day of registration referred to in §12 and at least 7 days before said day of registration.  
A new item "registration for annual general meetings" is added and is as follows:
  - §12 Registration for annual general meetings  
In order to gain the right to attend an annual general meeting, shareholders must register with the company within the period indicated in the notice of meeting, which may be no earlier than ten (10) days before the meeting.
  - §13 Annual General Meeting  
The numbering will be amended to §13. The content will be revised to comply with the Limited Liability Companies Act as follows:  
The Annual General Meeting must be held within six months of the end of the financial year.  
At the meeting  
the following will be presented:
    1. financial statements and the report of the Board of Directors;
    2. the auditor's report;  
decided:
    3. approval of the financial statements;
    4. use of the profit shown on the balance sheet;
    5. discharge of the members of the Board and the Managing Director from further liability;
    6. the fees of the members of the Board and the auditor;
    7. the number of members on the Board;  
elected:
    8. members of the Board;
    9. auditor;  
and discussed:
    10. other matters mentioned in the notice of meeting.

The chairman of the annual general meeting will decide on the manner in which voting shall be conducted.

3. The Board's proposal that the Annual General Meeting authorize the Board to decide on acquisition of the company's own shares with non-restricted equity under the following terms:

- 3.1 Under the authorisation, the Board may decide to acquire a maximum of 415,560 of the company's A series shares.
- 3.2 The shares shall be acquired through public trading on the OMX Nordic Exchange Helsinki ('Stock Exchange').
- 3.3 When needed, the shares may be acquired for use in conjunction with corporate mergers and acquisitions and other corporate arrangements if the Board deems this to be in the interest of the shareholders in light of the company's per share key figures, or if the Board deems it to be an economical way to use liquid assets, or for some other purpose.
- 3.4. Shares acquired for the company may remain in the company's possession, cancelled or assigned further.
- 3.5 The authorization will be valid to the end of the 2009 Annual General Meeting.
- 3.6 The Board will decide on other matters concerning the acquisition of the company's own shares.

4. The Board's proposal that the Annual General Meeting authorize the Board to decide on the assignment of the company's own shares acquired under the decisions referred to under item 3 above under the following terms:

- 4.1 The authorization is for a maximum of 415,560 of the company's own A series shares acquired for the company.
- 4.2 The Board will be authorized to decide to whom and in what order shares will be assigned.
- 4.3 The shares may be assigned as consideration when the company acquires assets associated with its business operations and as consideration in any merger or acquisition, in the manner and to the extent decided by the Board of Directors. The assignment of shares can also be carried out in public trading on the OMX Nordic Exchange Helsinki.
- 4.4 Shares held by the company may be assigned for a fee or free of charge.
- 4.5 The authorization will be valid to the end of the 2009 Annual General Meeting.
- 4.6 The Board will decide on other matters concerning the assignment of the company's own shares.

#### Board members and auditors

The shareholders, who represent a total of over 50 per cent of the company's votes, have informed the company that they will propose that the following current members are elected to the Board:

Heikki Ala-Iilkka, Tapio Hakakari, Jori Keckman, Heikki Martela, Pekka Martela and Jaakko

Palsanen. Said shareholders have also announced that they will propose that KPMG Oy, Authorised Public Accountants be elected as the company's auditor until the end of the subsequent AGM.

#### Registration for the annual general meeting

To be entitled to attend the AGM, shareholders must be registered in the shareholder register maintained at the Finnish Central Securities Depository Ltd by Thursday 20 March 2008, unless otherwise provided by law.

Shareholders wishing to attend the AGM should register by Thursday, 27 March at 16.30 o'clock with Johanna Suhonen either by mail to Martela Oyj, P.O.Box, FIN-00371, Helsinki, telephone to +358 (0)10 345 5301, telefax +358 (0)10 345 5345 or e-mail to johanna.suhonen@martela.fi. Letters must arrive before the end of the registration period. Please send any powers-of-attorney to the above address before the end of the registration period.

#### Payment of dividend

The Board of Directors has decided to propose to the AGM that a dividend of EUR 0.50 per share be distributed for 2007. Shareholders registered in the shareholder register maintained at the Finnish Central Securities Depository Ltd on the record date for dividend payment, Friday, 4 April 2008, will be entitled to the dividend as proposed by the Board. The Board proposes that dividend be paid on 11 April 2008.

#### Financial statement documents and Board proposals

Documents concerning the financial statements and other documents as required by the Limited Liability Companies Act are available to shareholders at the company head office, Martela Oyj, Takkatie 1, FIN-00370, Helsinki. Copies of the documents will be sent to shareholders by request. The Martela 2007 Annual Report is available at the company's web site ([www.martela.fi](http://www.martela.fi)).

Helsinki, 19 February 2008  
Board of Directors