

PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD OF DIRECTORS TO ACQUIRE THE COMPANY'S OWN SHARES

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide to acquire the company's own shares with distributable funds on the terms given below. The share acquisition reduces the company's non-restricted distributable shareholders' equity.

The company's own shares can be acquired in order to strengthen the company's capital structure, to be used as payment in corporate acquisitions or when the company acquires assets related to its business and as part of the company's incentive programmes in a manner and to the extent decided by the Board of Directors, and to be transferred for other purposes, or to be cancelled.

An aggregate of 5 800 000 shares may be acquired.

Shares may be acquired in accordance with the decision by the Board of Directors either through public trading or by public offer at their market price at the time of purchase. As the acquisition takes place in public, neither the order of acquisition nor the effect of the acquisition on the distribution of ownership and voting rights in the company nor the distribution of ownership and votes among persons belonging to the inner circle of the company is known in advance.

The authorisation shall be in force until the next Annual General Meeting.

The decision by the Meeting shall be supported by shareholders with at least two-thirds of the votes cast and the shares represented at the meeting.

Vantaa, February 1, 2007

Pöyry Plc
The Board of Directors