

## **PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND THE ARTICLES OF ASSOCIATION**

The Board of Directors proposes that the Meeting decide to amend the Articles of Association of the company as follows:

Section 2 § of the Articles of Association concerning the scope of the company's activities shall be amended so that the scope of the company's activities shall be to produce and sell consulting and design services. The company may also conduct other industrial or commercial activities or investment activities including owning and managing of real properties and real estate companies as well as leasing activities relating thereto.

Section 3 § of the Articles of Association concerning minimum and maximum share capital shall be deleted.

Section 4 § of the Articles of Association concerning the number of shares shall be deleted.

Section 6 § of the Articles of Association concerning distribution of dividend based on the previous Companies Act shall be deleted.

The last clause of Section 7 § of the Articles of Association concerning the board's term of office shall be deleted.

Section 9 § of the Articles of Association concerning authorisation to sign for the company shall be amended so that the Board of Directors shall be given a right to grant other persons the right to represent the company. In addition, the wording and terminology of the Section shall be clarified and amended to correspond to the terminology of the new Companies Act.

A new statement that the auditing firm must be certified by the Central Chamber of Commerce shall be added to Section 10 § of the Articles of Association concerning auditors.

Section 11 § of the Articles of Association concerning notice to convene a Shareholders' Meeting shall be amended by deleting the reference to stock exchange notice and deleting the last two clauses of the Section. In addition, the Section shall be divided into two separate sections of which one concerns the notice to convene a Shareholders' Meeting and the other the registration to the Meeting.

The material to be examined and the matters to be decided in the Meeting referred to in Section 12 § of the Articles of Association concerning Annual General Meeting of Shareholders shall be amended to correspond better to the provisions and terminology of the Accounting Act. In addition, the numerical order of the matters to be decided in the Annual General Meeting of Shareholders shall be changed.

The terminology of Section 13 § of the Articles of Association concerning the financial period shall be amended.

In addition, the numerical order of the Sections of the Articles of Association shall be changed.

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, 1 February 2008

Pöyry Plc  
The Board of Directors