

PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND THE TERMS AND CONDITIONS OF THE 2004 STOCK OPTIONS

The Board of Directors proposes to the Annual General Meeting of the Shareholders that the terms and conditions of the 2004 stock options shall be amended and that the subscription prices of the share subscriptions made after the date of the Annual General Meeting of the Shareholders on the basis of the stock options 2004 shall be recorded in the invested non-restricted equity fund.

The terms and conditions of the 2004 stock options have been accepted at the Annual General Meeting of the Shareholders on March 3, 2004. In the end of 2007, the total amount of share subscription prices of unexercised 2004 stock options was a maximum of EUR 15 069 616.

The Board of Directors proposes the following amendments to the terms and conditions of the 2004 stock options:

- Section II.1: the references concerning accounting par value shall be deleted and reference concerning recording of subscription prices in the invested non-restricted equity fund shall be added.
- Section II.3: the reference concerning the share subscription prices deducted by the amount of the dividend of the year 2005 shall be deleted; and
- Section II.5: the Section shall be amended to correspond to the situation under the current Companies Act so that the shareholder rights commence when the shares have been entered into the Trade Register; and
- Section II.7: the second last paragraph concerning the amendment of the share subscription terms and conditions in case the number of shares is changed shall be amended to correspond to the situation under the current Companies Act.

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

The proposal for amended terms and conditions for the 2004 stock options is attached.

Vantaa, 1 February 2008

Pöyry Plc
The Board of Directors