

## NOTICE TO ANNUAL GENERAL MEETING

Notice is given to the shareholders of Pöyry PLC to the Annual General Meeting to be held on Thursday, 11 March 2010 at 4.00 p.m. at Hall A in the Finlandia Hall, Mannerheimintie 13 e, 00100 Helsinki, Finland (entrances M1 and K1). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.00 p.m.

### A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2009

Review by the President and CEO

7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.10 per share be distributed for the year 2009. The Board of Directors proposes that the dividend be paid on 23 March 2010. The dividend is payable to shareholders entered into the shareholder register maintained by Euroclear Finland Ltd. on the record date determined by the Board of Directors, 16 March 2010.

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes that the annual fees for the members of the Board of Directors for the term until the close of the following Annual General Meeting be EUR 40 000 for a member, EUR 50 000 for the Vice Chairman and EUR 60 000 for the Chairman of the Board, and the annual fee for the members of the committees of the Board of Directors be EUR 15 000. In addition, the Committee proposes that the Meeting authorise the Board of Directors to resolve on an additional fee of not more than EUR 15 000 per annum for each of the foreign residents of the Board of Directors as well as on an additional fee of not more than EUR 5 000 per annum for the foreign residents of the committees of the Board of Directors. The authorisation shall be in force until the following Annual General Meeting.

11. Resolution on the number of members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes to the General Meeting that the number of members of the Board of Directors be seven.

12. Election of members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes to the General Meeting that the present Board members Mr. Henrik Ehrnrooth, Mr. Heikki Lehtonen, Mr. Pekka Ala-Pietilä, Mr. Alexis Fries, Mr. Michael Obermayer and Ms. Karen de Segundo be re-elected for the term until the close of the following Annual General Meeting. The Committee also proposes that Mr. Georg Ehrnrooth be elected as a new member of the Board of Directors for the same term.

Mr. Georg Ehrnrooth is Chairman of the Board of Directors and CEO of several companies and foundations. He has several years of experience in banking and investment.

Mr. Harri Piehl has informed that he will not be available for re-election.

13. Resolution on the remuneration of the auditor

The Audit Committee of the Board of Directors proposes to the General Meeting that the auditor be reimbursed according to the auditor's invoice and in compliance with the purchase policy approved by the Audit Committee.

14. Election of auditor

According to the Articles of Association of the Company, the Company's auditor has been elected until further notice. Thus, KPMG Oy Ab continues as the Company's auditor and Mr. Sixten Nyman as the responsible auditor.

15. Proposal by the Board of Directors to amend the Articles of Association

The Board of Directors proposes that Section 8 of the Articles of Association regarding the notice to the General Meeting be amended to read as follows:

"The notice to the General Meeting shall be delivered to the shareholders at the earliest three (3) months and at the latest twenty-one (21) days prior to the General Meeting by releasing the notice on the Company's website and, if so decided by the Board of Directors, by publishing the notice in one newspaper with a wide circulation determined by the Board of Directors. The notice shall nonetheless be delivered to the shareholders at the latest nine (9) days prior to the record date of the General Meeting."

16. Proposal by the Board of Directors to authorise the Board of Directors to decide on the acquisition of the Company's own shares

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the acquisition of a maximum of 5 800 000 of the Company's own shares by using distributable funds. Such share acquisition reduces the Company's distributable unrestricted shareholders' equity.

The shares may be acquired in order to develop 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.

The shares may be acquired in accordance with the Board of Directors' decision either through public trading, in which case the shares would be acquired in another proportion than that of the current shareholders, or by a public offer at market prices at the time of purchase.

The Board of Directors is authorised to resolve on all other terms and conditions. It is proposed that the authorisation be effective for a period of 18 months. The authorisation granted to the Board of Directors regarding acquisition of the Company's own shares in the previous Annual General Meeting shall expire simultaneously.

17. Proposal by the Board of Directors to authorise the Board of Directors to decide on making a donation to the Aalto University

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on making a donation of a maximum of EUR 300 000 to the Aalto University on terms and conditions to be determined by the Board of Directors separately.

18. Closing of the meeting

## **B. Documents of the General Meeting**

This notice as well as more detailed information on the proposals of the Board of Directors mentioned above under points 15-17 relating to the agenda of the General Meeting are available on Pöyry PLC's website at [www.poyry.com/agm2010](http://www.poyry.com/agm2010). The annual report of Pöyry PLC, including the Company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the above-mentioned website no later than 18 February 2010. The proposals of the Board of Directors and the annual accounts are also available at the General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website as of 25 March 2010.

## **C. Instructions for the participants in the General Meeting**

### **1. The right to participate and registration**

Each shareholder who on the record date of the General Meeting, 1 March 2010, is registered in the shareholder register of the Company held by Euroclear Finland Ltd. has the right to participate in the General Meeting. Shareholders whose shares are registered on his/her personal book-entry account are registered in the shareholder register of the Company. Shareholders wanting to participate in the General Meeting must register for the meeting no later than Monday 8 March 2010 at 10.00 a.m. by giving a prior notice of participation. Such notice can be given:

- a) by filling in the registration form on the Pöyry PLC website at [www.poyry.com/agm2010](http://www.poyry.com/agm2010);
- b) by telephone +358 10 33 22224 (Helena Küttner) Monday through Friday between 9 a.m. and 4 p.m. Finnish time;

c) by telefax +358 10 33 21816; or

d) by letter to Pöyry PLC, Legal Department/AGM, Jaakonkatu 3, FI-01620 Vantaa, Finland.

In connection with the registration, the shareholder shall notify his/her name, personal identification number or date of birth, telephone number and the name of a possible assistant or proxy representative and the personal identification number of the proxy representative. The personal data given to Pöyry PLC is used only in connection with the 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.

### **2. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise demonstrate in a reliable manner his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Any proxy documents are requested to be delivered in originals to the Company before the last date for registration.

### **3. Holders of nominee registered shares**

If a holder of nominee registered shares is entitled to be recorded in the Company's shareholder register on the record date of the General Meeting 1 March 2010, the shareholder may in accordance with the instructions of his/her custodian bank request that he/she is notified for temporary registration in the shareholder register of the Company for participation in the General Meeting at the latest on 8 March 2010 at 10.00 a.m. A holder of nominee registered shares is considered to be registered for the General Meeting when he/she is notified for temporary registration in the shareholder register as described above. A holder of nominee registered shares is advised to request necessary instructions regarding the temporary registration in the shareholder register of the Company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank sufficiently in advance.

### **4. Other instructions and information**

The General Meeting will be conducted in Finnish.

On the date of this notice to the General Meeting, 2 February 2010, the total number of shares in Pöyry PLC is 58 971 398 shares and the total number of votes is 58 589 537 votes.

Vantaa, 1 February 2010

PÖYRY PLC  
The Board of Directors