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ANNUAL GENERAL MEETING OF TECHNOPOLIS PLC

Time: 26 March 2010 at 13.00

Place: Tekniikantie 12 (Innopoli I), Espoo

Present: The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the meeting were present at the meeting, in person or represented.

Present at the meeting were, in addition, all board members and board member candidates, the CEO, the responsible auditor appointed by the company's auditing firm as well as representatives of the company's senior management.

**1 §
OPENING OF THE MEETING**

The chairman of the board of directors Mr. Pertti Huuskonen opened the meeting.

**2 §
CALLING THE MEETING TO ORDER**

Mr. Manne Airaksinen, Attorney-at-Law, was elected chairman of the general meeting and he called Mr. Jakob Storå, LL.M., to act as secretary.

The chairman explained the procedures for considering the items on the agenda of the meeting.

It was recorded that the meeting was conducted in Finnish.

The chairman gave a description of the voting instructions that had been provided in advance by nominee registered shareholders.

Summary lists of the voting instructions of the above-mentioned nominee registered shareholders were attached to the minutes ([Appendix 2a](#), [Appendix 2b](#) and [Appendix 2c](#)).

**3 §
ELECTION OF PERSONS TO REVIEW THE MINUTES AND TO
SUPERVISE THE COUNTING OF VOTES**

Ms. Ritva Karling and Mr. Esa Koponen were elected to review the minutes.

Ms. Ritva Karling and Mr. Esa Koponen were elected to supervise the counting of votes.

**4 §
RECORDING THE LEGALITY OF THE MEETING**

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It was recorded that the notice to the meeting had been published in Kaleva and Helsingin Sanomat on 4 March 2010. The notice had also been published on the company's website.

It was recorded that the general meeting had been convened in accordance with the articles of association and the Companies Act and that the meeting therefore constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3a](#) and [Appendix 3b](#)).

**5 §
RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION
OF THE LIST OF VOTES**

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 124 shareholders were present either in person, by legal representative or by proxy, was presented ([Appendix 1](#)). 26,730,202 shares and votes were represented at the beginning of the meeting.

It was recorded that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

**6 §
PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF
THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE
YEAR 2009**

The CEO Mr. Keith Silverang gave a presentation on the company's activities in 2009.

The financial statements for the financial year 1 January 2009 – 31 December 2009 and the report by the board of directors were presented.

It was recorded that the financial statements had been available on the company's website prior to the meeting for the period required by the Companies Act.

The financial statements were attached to the minutes ([Appendix 4](#)).

The auditor's report was presented and attached to the minutes ([Appendix 5](#)).

**7 §
ADOPTION OF THE FINANCIAL STATEMENTS**

The general meeting approved the financial statements for the financial year 1 January 2009 – 31 December 2009.

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It was recorded that 100,000 abstaining votes of nominee registered shareholders had been notified under this agenda item.

8 §

RESOLUTION ON THE USE OF THE PROFITS SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDENDS

It was recorded that the accumulated profits of the parent company for 2009 and for previous financial years were EUR 11,531,267 according to the balance sheet of the parent company as at 31 December 2009.

It was recorded that the board of directors had proposed to the general meeting that a dividend of EUR 0.15 per share be paid from the distributable funds of the parent company. Dividends shall be paid to shareholders who on the record date of the dividend payment 31 March 2010 are recorded in the shareholders' register held by Euroclear Finland Ltd. Dividends shall be paid on 9 April 2010.

The proposal of the board of directors was attached to the minutes (Appendix 6).

The general meeting decided in accordance with the proposal of the board of directors that a dividend of EUR 0.15 per share be paid from the distributable funds of the parent company to shareholders who on the record date of the dividend payment 31 March 2010 are recorded in the shareholders' register held by Euroclear Finland Ltd. Dividends shall be paid on 9 April 2010.

It was recorded that 100,000 abstaining votes of nominee registered shareholders had been notified under this agenda item.

9 §

RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

The general meeting decided to discharge the members of the board of directors and the CEO from liability for the financial year 1 January 2009 – 31 December 2009.

It was recorded that 85,000 opposing and 100,000 abstaining votes of nominee registered shareholders had been notified under this agenda item.

10 §

RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that shareholders representing approximately 27.3 per cent of the shares in the company had proposed to the general meeting that duly elected members of the board of directors be paid the following annual remuneration for the term of office expiring at the end of the next annual general meeting:

To the vice chairman of the board of directors EUR 30,000 and

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To the other members of the board of directors EUR 25,000 each.

50 per cent of the annual remuneration shall be paid in Technopolis Plc shares to be acquired from the market. The shares will be acquired during the three weeks following the publication of the interim report for the period 1 January-31 March 2010 on 29 April 2010. A member of the board of directors may not transfer shares received as annual remuneration before the term of office as a member of the board of directors has expired. To increase long-term share holding of the board members is in the interest of all shareholders

Said shareholders had furthermore proposed that for participation in the meetings of the board of directors and its committees each member of the board of directors shall be paid, in addition to the annual remuneration, a fee of EUR 600 for each board or committee meeting and that the travel expenses of the members of the board of directors shall be compensated in accordance with the company's travel compensation procedures.

It was noted that the annual general meeting of the company has on 27 March 2008 elected Mr. Pertti Huuskonen full-time chairman of the board of directors for a term of office commencing on 15 September 2008 and expiring at the end of the annual general meeting of 2010. The board of directors of the company has, in accordance with the resolution of the above-mentioned general meeting, concluded a separate contract ("Remuneration Contract") with Mr. Huuskonen concerning his remuneration and benefits for the above-mentioned term of office. Based on the authorization of the company's annual general meeting of 26 March 2009 the company's board of directors has continued the Remuneration Contract of Mr. Huuskonen under its original terms by one additional year so that it will expire at the end of the annual general meeting of 2011. If the annual general meeting of 2010 does not re-elect Mr. Huuskonen as the full-time chairman for the term commencing at that time, or if his chairmanship ends before the annual general meeting of 2011, he will be available for the company as a full-time advisor until the annual general meeting of 2011.

Based on the above said shareholders had proposed that if Mr. Huuskonen will be elected as the full-time chairman of the board Mr. Huuskonen will be paid remuneration in accordance with the agreement on the continuation of the Remuneration Contract. The monetary remuneration of Mr. Huuskonen would amount to EUR 339,000 per year. In addition to the monetary remuneration Mr. Huuskonen would be entitled to fringe and other benefits comprising a company car and telephone as well as other benefits that are offered to the full-time personnel of the Technopolis Group. The company would arrange for the chairman's pension security by insuring him in accordance with the Employee Pension Act

The proposal of the said shareholders was attached to the minutes (Appendix 7).

The general meeting decided in accordance with the proposal of said shareholders that if Mr. Huuskonen will be elected as the full-time chairman of the board Mr. Huuskonen will be paid remuneration in accordance with the agreement on the

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continuation of the Remuneration Contract. To the other members of the board of directors shall be paid annual remuneration and meeting fees for the term of office expiring at the end of the next annual general meeting in accordance with the proposal, however, in such way that 50 per cent of the annual remuneration shall be paid in Technopolis Plc shares to be acquired from the market. The travel expenses of the members of the board of directors shall be compensated in accordance with the company's travel compensation procedures.

It was recorded that 100,000 abstaining votes of nominee registered shareholders had been notified under this agenda item.

11 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that according to the articles of association the number of members of the board of directors shall be no less than four (4) and no more than seven (7).

It was recorded that shareholders representing approximately 27.3 per cent of the shares in the company had proposed to the general meeting that the board of directors shall comprise six (6) members.

The proposal of the said shareholders was attached to the minutes (Appendix 8).

The general meeting decided in accordance with the proposal of said shareholders that the board of directors shall comprise six (6) members.

It was recorded that 16,238 opposing and 100,000 abstaining votes of nominee registered shareholders had been notified under this agenda item.

12 §

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that according to the articles of association the term of the members of the board of directors shall expire no later than at the end of the annual general meeting held in the second financial year after their election.

It was recorded that shareholders representing approximately 27.3 per cent of the shares in the company had proposed to the general meeting that for a term of office expiring at the end of the next annual general meeting,

Ms. Teija Andersen
Mr. Pertti Huuskonen,
Mr. Matti Pennanen,
Mr. Timo Ritakallio, and
Mr. Erkki Veikkolainen

be re-elected members of the board of directors, and that

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Mr. Pekka Korhonen

be elected a new member of the board of directors.

The above-mentioned shareholders had furthermore proposed propose that Mr. Pertti Huuskonen be elected full-time chairman of the board of directors and Mr. Matti Pennanen be elected vice chairman of the board of directors for the same term of office.

The proposal of the said shareholders was attached to the minutes (Appendix 9).

It was recorded that each board member candidate has given consent to the election.

The general meeting decided in accordance with the proposal of said shareholders that for a term of office expiring at the end of the next annual general meeting,

Mr. Pertti Huuskonen, full-time chairman
Mr. Matti Pennanen, vice chairman of the board of directors
Ms. Teija Andersen,
Mr. Pekka Korhonen,
Mr. Timo Ritakallio, and
Mr. Erkki Veikkolainen

be elected members of the board of directors.

It was recorded that 552,529 opposing and 169,139 abstaining votes of nominee registered shareholders had been notified under this agenda item.

**13 §
RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was recorded that shareholders representing approximately 27.3 per cent of the shares in the company had proposed to the general meeting that the remuneration to the auditor to be elected will be paid against the auditor's reasonable invoice.

The proposal of the said shareholders was attached to the minutes (Appendix 10).

The general meeting decided in accordance with the proposal of said shareholders that the remuneration to the auditor be paid against the auditor's reasonable invoice.

It was recorded that 3,010,471 opposing and 102,819 abstaining votes of nominee registered shareholders had been notified under this agenda item.

**14 §
ELECTION OF THE AUDITOR**

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It was recorded that according to the articles of association the company has one (1) auditor. If the auditor is not an auditing firm, one (1) deputy auditor shall additionally be elected. Both the auditor and a possible deputy auditor shall be authorized by the Central Chamber of Commerce of Finland. The terms of office of the auditor and the deputy auditor expire at the end of the annual general meeting that first follows their election.

It was recorded that shareholders representing approximately 27.3 per cent of the shares in the company had proposed to the general meeting that KPMG Oy Ab be re-elected auditor of the company for a term of office expiring at the end of the next annual general meeting.

The proposal of the said shareholders was attached to the minutes ([Appendix 11](#)).

It was recorded that the proposed auditor had given consent to the election.

The general meeting decided in accordance with the proposal of said shareholders that KPMG Oy Ab be re-elected auditor of the company for a term of office expiring at the end of the next annual general meeting. KPMG Oy Ab has stated that Mr. Tapi Raappana will act as responsible auditor.

It was recorded that 3,010,471 opposing and 102,819 abstaining votes of nominee registered shareholders had been notified under this agenda item.

**15 §
PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND THE ARTICLES
OF ASSOCIATION**

It was recorded that the board of directors had proposed to the general meeting that section 3 of the articles of association of the company be amended such that the term of a Board member shall expire at the end of the next annual general meeting following the election. The board of directors had furthermore proposed that section 8 of the articles of association be amended such that notice to the general meeting shall be delivered no later than three weeks before the date of the general meeting, however no less than 9 days prior to the record date of the general meeting. According to the proposal, section 8 would in addition be amended such that notice to the general meeting may alternatively be delivered by publishing the notice on the company's website.

The proposal of the board of directors was attached to the minutes ([Appendix 12](#)).

The general meeting decided that the articles of association of the company be amended in accordance with the proposal of the board of directors.

It was recorded that 100,000 abstaining votes of nominee registered shareholders had been notified under this agenda item.

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CLOSING OF THE MEETING

It was recorded that all decisions of the general meeting were unanimous unless otherwise indicated in the minutes.

The chairman stated that all items on the agenda had been considered and that the minutes of the meeting will be available on the company's website as from 9 April 2010.

The chairman closed the meeting at 14.05.

[signatures on the next page]

Chairman of the general meeting:

Manne Airaksinen

Manne Airaksinen

In fidem:

Jakob Storå

Jakob Storå

Minutes reviewed and approved:

Ritva Karling

Ritva Karling

Esa Koponen

Esa Koponen

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APPENDICES

- Appendix 1 List of votes
- Appendix 2a Voting instructions of nominee registered shareholders represented by Skandinaviska Enskilda Banken AB (publ) and power of attorney
- Appendix 2b Voting instructions of nominee registered shareholders represented by Nordea Pankki Suomi Oyj and power of attorney
- Appendix 2c Voting instructions of nominee registered shareholders represented by Svenska Handelsbanken AB (publ) and power of attorney
- Appendix 3a Notice to the general meeting/Kaleva
- Appendix 3b Notice to the general meeting/Helsingin Sanomat
- Appendix 4 Financial statements
- Appendix 5 Auditor's report
- Appendix 6 Proposal by the board of directors as to the use of the profits shown on the balance sheet and the payment of dividend
- Appendix 7 Proposal by certain shareholders as to the remuneration of the members of the board of directors
- Appendix 8 Proposal by certain shareholders as to the number of members of the board of directors
- Appendix 9 Proposal by certain shareholders as to the election of members of the board of directors
- Appendix 10 Proposal by certain shareholders as to the remuneration of the auditor
- Appendix 11 Proposal by certain shareholders as to the election of the auditor
- Appendix 12 Proposal by the board of directors to amend the articles of association