



LASSILA & TIKANOJA

NOTICE OF ANNUAL GENERAL MEETING

Notice is given to the shareholders of Lassila & Tikanoja plc of the Annual General Meeting to be held on Wednesday 31 March 2010 at 4 pm in the Helsinki room of the Finlandia Hall, Mannerheimintie 13 e, Helsinki. The reception of persons who have registered for the meeting and the distribution of the voting tickets will commence at 3 pm.

A. Matters on the agenda of the Annual General Meeting

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize 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 financial statements and consolidated financial statements, the report of the Board of Directors and the Auditor's report for the year 2009**

Review by the CEO

- 7. Adoption of the financial statements and consolidated financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes that a dividend of EUR 0.55 per share be paid for the financial year 2009 on the basis of the balance sheet adopted. The dividend will be paid to a shareholder registered in the Company's shareholder register maintained by Euroclear Finland Ltd on 7 April 2010, which is the record date for the dividend payment. The Board of Directors proposes that the dividend be paid on 14 April 2010.

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

Shareholders representing more than 40% of all shares and votes of Lassila & Tikanoja plc have announced their intention to propose to the Annual General Meeting that the annual fees be kept unchanged and that the following fees be paid: Chairman EUR 46,250, Vice Chairman EUR 30,500 and members EUR 25,750. The fees are proposed to be paid so that each member purchases Company shares worth of 40% of the fee within the next fourteen trading days, free from restrictions on trading, from the Annual General Meeting. In addition, the following meeting fees are proposed: Chairman EUR 1,000, Vice Chairman EUR 700 and members EUR 500 per meeting. The meeting fees would also be paid to the Chairman and to the

members of the committees established by the Board as follows: Chairman EUR 700 and members EUR 500.

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

The shareholders mentioned above have announced to the Company that they will propose to the Annual General Meeting that the number of Board members be confirmed as six (6).

12. Election of members of the Board of Directors

The shareholders mentioned above have announced to the Company that they will propose to the Annual General Meeting that the present Board members Heikki Bergholm, Eero Hautaniemi, Matti Kavetvuo, Hille Korhonen and Juhani Lassila be re-elected to the Board for the term until the close of the next AGM, and that Miikka Maijala be elected as a new member for the same term.

Mr Miikka Maijala was born in 1967 and is a Master of Science in Engineering. He is the CEO and founder owner of Clinius Ltd since 2006. Since 1992, he worked at Instrumentarium Corporation (later GE Healthcare Finland Oy) in various supervisory and executive positions within sales, marketing and financial management. Before the entrepreneurship he was responsible for the marketing and development of X-ray device business of USD 40 million as a Business Segment Manager. Maijala holds 67,272 Lassila & Tikanoja plc shares.

13. Resolution on the remuneration of the auditor

The shareholders mentioned above have announced that they will propose to the Annual General Meeting that the Auditor to be chosen be remunerated in accordance with an invoice presented.

14. Election of Auditor

The shareholders mentioned above have announced that they will propose that PricewaterhouseCoopers Oy, Authorised Public Accountants be elected Auditors of the Company until the close of the next Annual General Meeting.

15. Proposal by the Board of Directors to amend article 11 of the Articles of Association

In consequence of the amendment to the Finnish Companies Act effective from 31 December 2009, the Board of Directors of Lassila & Tikanoja plc will propose to the Annual General Meeting that article 11 of the Articles of Association be amended to state that a notice of a General Meeting should be provided at least three (3) weeks prior to the meeting, but in any case at least nine (9) days before the record date of the General Meeting, referred to in Chapter 4, Article 2, Subsection 2 of the Finnish Companies Act.

16. Authorising the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors of Lassila & Tikanoja plc will propose to the Annual General Meeting that the Board of Directors be authorised to repurchase Company shares under the following terms and conditions:

The Board of Directors shall be authorised to repurchase a maximum of 500,000 Company shares (1.3% of the total number of shares) using the Company's nonrestricted equity.

Shares will be repurchased otherwise than in proportion to the existing shareholdings of the Company's shareholders in public trading on the NASDAQ OMX Helsinki Ltd ("Stock Exchange") at the market price quoted at the time of the repurchase.

Shares will be acquired and paid for in accordance with the rules of the Stock Exchange and the Euroclear Finland Ltd.

The purpose of the share repurchase is to develop the Company's capital structure and/or to use the shares to finance potential acquisitions or other business arrangements, as part of the Company's share-based incentive programme, or to finance investments. The Company may retain the repurchased shares, or cancel or transfer them.

The Board of Directors will decide on other terms related to the share repurchase.

The authorisation will be effective for 18 months and it revokes the authorisation for the repurchase of the Company's own shares issued by the Annual General Meeting 2009.

17. Authorising the Board of Directors to decide on the issuance of shares

The Board of Directors of Lassila & Tikanoja plc will propose to the Annual General Meeting that the Board of Directors be authorised to decide on the transfer of Company shares under the following terms and conditions:

The Board of Directors shall be authorised to transfer a maximum of 500,000 Company shares.

The Company shares held by the Company may be transferred either against payment ("Share issue involving payment") or without payment. The amount payable for the shares to be transferred shall be recognised under non-restricted equity.

Shareholders shall have pre-emptive rights to the issued shares in proportion to their current shareholding in the Company. The shareholders' pre-emptive rights may be waived by means of a private placement if the Company has significant financial reasons for doing so, such as using the shares to finance potential acquisitions or other business arrangements, as part of the Company's share-based incentive programme, or to finance investments.

The Board of Directors will decide on other matters related to the share issues.

The share issue authorisation will be effective for 4 years and it revokes the share issue authorisation issued by the Annual General Meeting 2009.

18. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals of the Board of Directors relating to the agenda of the Annual General Meeting as well as this notice are available on Lassila & Tikanoja's company website at www.lassila-tikanoja.com. The annual report of Lassila & Tikanoja plc, including the Company's financial statements, the report of the Board of Directors and the Auditor's report, is available on the above-mentioned website no later than 10 March 2010. The proposals of the Board of Directors and the annual report including financial statements are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from 14 April 2010.

C. Instructions for the participants in the Annual General Meeting

1. The right to participate and registration

Each shareholder, who is registered on 19 March 2010 in the Company's shareholder register held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the Company's shareholder register.

A shareholder, who wants to participate in the Annual General Meeting, shall register for the meeting no later than 26 March 2010 at 4 pm by giving a prior notice of participation. Such notice can be given:

- a) via the company website www.lassila-tikanoja.com
- b) by e-mail taru.maatta@lassila-tikanoja.fi
- c) by telephone +358 10 636 2882 / Taru Määttä
- d) by telefax +358 10 636 2899 or
- e) by regular mail to Lassila & Tikanoja plc, Taru Määttä, P.O. Box 28, 00441 Helsinki.

In connection with the registration, a shareholder shall notify his/her name, personal identification number/company identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Lassila & Tikanoja plc is used only in connection with the Annual General Meeting and with the processing of related registrations.

Pursuant to chapter 5, section 25 of the Finnish Companies Act, a shareholder who is present at the Annual 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 Annual 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 in a reliable manner demonstrate his/her right to represent the shareholder at the meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at 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 should be delivered in originals to Lassila & Tikanoja plc, Taru Määttä, P.O. Box 28, 00441 Helsinki before the last date for registration.

3. Holders of nominee registered shares

A holder of nominee registered shares, who wants to participate in the Annual General Meeting, shall be temporarily entered into the Company's shareholder register on 26 March 2010 at 10 am at the latest. Such shareholders are entitled to participate in the Annual General Meeting if they, based on their shareholding, have the right to be entered in the shareholder register on the Annual General Meeting record date, 19 March 2010. The temporary registration in the Company's shareholder register concerning nominee registered shareholders is considered registration for the Annual General Meeting.

The account operator of the custodian bank may notify the holder of a nominee registered share to be temporarily entered in the company's shareholder register. A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the Company's shareholder register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank.

4. Other information

On the date of this notice of the Annual General Meeting 2 March 2010, the total number of shares and votes in Lassila & Tikanoja plc is 38,798,874.

Helsinki, 2 March 2010

LASSILA & TIKANOJA PLC
THE BOARD OF DIRECTORS