

# STOCK EXCHANGE RELEASE

February 4, 2009 at 12.30 p.m. Finnish time

## Notice to the General Meeting

Notice is given to the shareholders of Konecranes Plc to the Annual General Meeting to be held on Thursday 12 March 2009 at 11.00 a.m. in the Corporate Auditorium located at Konecranes Visitors Center at Koneenkatu 8, 05830 Hyvinkää, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 10.15 a.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 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 annual accounts, the report of the Board of Directors and the auditor's report for the year 2008**
  - Review by the 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 0.90 per share be paid from the distributable assets of the parent company. Dividend will be paid to shareholders who on the record date of the dividend payment 17 March 2009 are registered as shareholders in the Company's shareholders' register maintained by Euroclear Finland Ltd (formerly Finnish Central Securities Depository Ltd). The dividend shall be paid on 25 March 2009.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

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**10. Resolution on the remuneration of the members of the Board of Directors**

The Nomination and Compensation Committee of the Board of Directors proposes to the General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected for a term of office ending at the end of the Annual General Meeting 2010 be the same as in 2008 as follows: Chairman of the Board EUR 100,000, Vice Chairman of the Board EUR 64,000 and other Board members EUR 40,000. The Committee furthermore proposes that 40 per cent of the annual remuneration be paid in Konecranes shares purchased on the market on behalf of the Board members. The remuneration may also be paid by transferring treasury shares based on the authorization given to the Board of Directors by the General Meeting. In case such purchase of shares cannot be carried out due to reasons related to either the Company or a Board member, the annual remuneration shall be paid entirely in cash. In addition, a compensation of EUR 1,500 per meeting is proposed for attendance at Board committee meetings. No remuneration will be paid to Board members employed by the Company. Travel expenses will be compensated against receipt.

**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 shall be eight (8).

**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 of the current Board members Mr. Svante Adde, Mr. Kim Gran, Mr. Stig Gustavson, Mr. Matti Kavetvuo, Ms. Malin Persson and Mr. Mikael Silvennoinen be re-elected Board members for a term of office ending at the end of the Annual General Meeting 2010. The Nomination and Compensation Committee furthermore proposes that Mr. Tapani Järvinen, managing director of Outotec Oyj, and Mr. Tomas Billing, managing director of Nordstjernan AB, shall be elected new Board members for the same term of office. All the candidates have been presented in the press release given on 4 February 2009 and on the Company's internet site [www.konecranes.com](http://www.konecranes.com). All the candidates have given their consent to the election.

**13. Resolution on the remuneration of the auditor**

The Audit Committee of the Board of Directors proposes to the General Meeting that the remuneration for the auditor be paid according to the auditor's reasonable invoice.

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**14. Election of auditor**

According to the Articles of Association, the auditors are elected to office until further notice. The Audit Committee of the Board of Directors proposes to the General Meeting that Ernst & Young Oy continues as the Company's auditor.

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

The Board of Directors proposes to the General Meeting that Section 9 of the Articles of Association of the Company be amended so that notice to the General Meeting shall be issued no later than three weeks prior to the General Meeting.

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

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the Company's own shares as follows:

The amount of own shares to be repurchased shall not exceed 12,000,000 shares, which corresponds to approximately 19.5 % of all of the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own more than 10 per cent of all the shares in the Company. Only the unrestricted equity of the Company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased. Own shares can be repurchased using, *inter alia*, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels the authorization given by the General Meeting on 13 March 2008 to decide on the repurchase of the Company's own shares.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 11 September 2010.

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**17. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act as follows:

The amount of shares to be issued based on this authorization shall not exceed 18,000,000 shares, which corresponds to approximately 29.2 % of all of the shares in the Company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The authorization does not concern decisions regarding stock option programs for the personnel but it can be used to create other share-based incentive programs. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on 13 March 2008 to decide on the transfer of treasury shares, the issuance of shares as well as the issuance of options and other special rights entitling to shares.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 11 September 2010.

**18. Issue of stock options**

The Board of Directors proposes that stock options be issued by the General Meeting of Shareholders to the key personnel of the Company and its subsidiaries. The Company has a weighty financial reason for the issue of stock options, since the stock options are intended to form part of the incentive and commitment program for the key personnel. The maximum total number of stock options issued will be 2,250,000 and the stock options entitle their owners to subscribe for a maximum total of 2,250,000 new shares in the Company or existing shares held by the Company. The share subscription price will be credited to the reserve for invested unrestricted equity in its entirety.

The share subscription price for stock options will be based on the prevailing market price of the Konecranes Plc share on the NASDAQ OMX Helsinki Ltd. in April 2009, April 2010 and April 2011. The share subscription period for stock options

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2009A, will be 1 April 2012—30 April 2014, for stock options 2009B, 1 April 2013—30 April 2015 and for stock options 2009C, 1 April 2014—30 April 2016.

## 19. Closing of the meeting

### B. Documents of the General Meeting

The proposals of the Board of Directors and its committees relating to the agenda of the General Meeting as well as this notice are available on Konecranes Plc's website at [www.konecranes.com/agm2009](http://www.konecranes.com/agm2009). The annual report of Konecranes 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 27 February 2009. 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. No notice to the Annual General Meeting will be sent to the shareholders separately.

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

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

Each shareholder, who is registered on the record date of the General Meeting 2 March 2009 in the shareholders' register of the Company held by Euroclear Finland Ltd (former Finnish Central Securities Depository Ltd.), has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than on Friday 6 March 2009 at 4.45 p.m. by giving a prior notice of participation. Such notice can be given:

- a) on the Company's website: [www.konecranes.com/agm2009](http://www.konecranes.com/agm2009)
- b) by e-mail: [agm2009@konecranes.com](mailto:agm2009@konecranes.com)
- c) by telephone: +358 20 427 2017 (Mari Rasilainen)  
(from abroad) and  
020 427 2017 (Mari Rasilainen) (from Finland)  
from Monday to Friday 8 a.m. – 4 p.m.
- d) by telefax: +358 20 427 2105 (from abroad) or  
020 427 2105 (from Finland); or
- e) by regular mail to: Konecranes Plc, Mari Rasilainen,  
P.O.Box 661, FI-05801 Hyvinkää, Finland.

In connection with the registration, a shareholder shall notify his/her name, address, telephone number and the name of a possible assistant.

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Pursuant to chapter 5, section 25 of the Finnish 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 General 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 in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. Possible proxy documents should be delivered in originals to Konecranes Plc, Mari Rasilainen, P.O. Box 661, FI-05801 Hyvinkää, Finland 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, must be entered into the shareholders' register of the Company on the record date of the General Meeting 2 March 2009. A holder of nominee registered shares is advised to request necessary instructions regarding the registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. Further information on these matters can also be found on the Company's website [www.konecranes.com](http://www.konecranes.com).

## 4. Other instructions and information

On the date of this notice 4 February 2009, the total number of shares in Konecranes Plc is 61,612,320 shares and the total number of votes is 61,612,320 votes.

In Hyvinkää 4 February 2009

KONECRANES PLC  
THE BOARD OF DIRECTORS

ENCLOSURE: Terms and Conditions of the Stock Options 2009

KONECRANES PLC STOCK OPTIONS 2009

The Board of Directors of Konecranes Plc (the Board of Directors) has resolved to propose to the Annual General Meeting of Shareholders of Konecranes Plc to be held on 12 March 2009 that stock options be issued to the key personnel of Konecranes Plc

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(the Company) and its subsidiaries (jointly the Group), on the following terms and conditions:

## I STOCK OPTION TERMS AND CONDITIONS

### 1. Number of Stock Options

The maximum total number of stock options issued is 2,250,000, and they entitle their owners to subscribe for a maximum total of 2,250,000 new shares in the Company or existing shares held by the Company (the share). The Board of Directors shall resolve whether new shares in the Company or existing shares held by the Company are given to the subscriber.

### 2. Stock Options

Of the stock options, 750,000 are marked with the symbol 2009A, 750,000 are marked with the symbol 2009B and 750,000 are marked with the symbol 2009C.

The people, to whom stock options are issued, shall be notified in writing by the Board of Directors about the offer of stock options. The stock options shall be delivered to the recipient when he/she has accepted the offer of the Board of Directors.

By returning the notification to the Company, the recipient of the stock options shall authorize the Company or its assignee to register the stock options on the book-entry account informed by the recipient in the notification, in case the Board of Directors decides to incorporate the stock options into the book-entry securities system maintained by Euroclear Finland Ltd (formerly the Finnish Central Securities Depository) (APK).

The recipient of the stock options shall have a valid book-entry account in a book-entry account operator set out in the rules of the APK at the latest when returning aforesaid notification to the Company.

### 3. Right to Stock Options

The stock options shall be issued gratuitously to the Group key personnel. The Company has a weighty financial reason for the issue of stock options, since the stock options are intended to



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form part of the Group's incentive and commitment program for the Group key personnel.

## 4. Distribution of Stock Options

The Board of Directors shall decide upon the distribution of the stock options to the key personnel employed by or to be recruited by the Group. The Board of Directors shall also decide upon the further distribution of the stock options returned later to the Company.

The stock options shall not constitute a part of employment or service contract of a stock option recipient, and they shall not be regarded as salary or fringe benefit. Stock option recipients shall have no right to receive compensation on any grounds, on the basis of stock options, during employment or service or thereafter. Stock option recipients shall be liable for all taxes and tax-related consequences arising from receiving or exercising stock options.

## 5. Assignment and Forfeiture of Stock Options

The Company shall hold the stock options on behalf of the stock option owner until the beginning of the share subscription period. The stock options may freely be assigned and pledged, when the relevant share subscription period has begun. The Board of Directors may, however, permit the assignment or pledge of stock options also before such date. Should the stock option owner assign or pledge his/her stock options, such person shall be obliged to inform the Company about the assignment or pledge in writing, without delay.

Should a stock option owner cease to be employed by or in the service of a company belonging to the Group, for any reason other than the death or the statutory retirement or contractual retirement of a stock option owner, such person shall gratuitously, without delay, forfeit to the Company or its assignee, such stock options for which the share subscription period specified in Section II.2 has not begun, on the last day of such person's employment or service. Should the rights and obligations arising from the stock option owner's employment or service be transferred to a new owner or holder, upon the employer's transfer of business, the proceedings shall be similar. The Board of Directors may, however, in these cases, decide that the stock option owner is entitled to keep such stock options, or a part of them.



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The Board of Directors may decide on incorporating the stock options into the book-entry securities system. Should the stock options having been incorporated into the book-entry securities system, the Company shall have the right to request and get transferred all forfeited stock options from the stock option owner's book-entry account on the book-entry account appointed by the Company, without the consent of the stock option owner. In addition, the Company shall be entitled to register restrictions on the assignability and other respective restrictions concerning the stock options on the stock option owner's book-entry account, without the consent of the stock option owner.

In case of death of the stock option owner, the stock options shall be transferred to the deceased's successors who shall be entitled to exercise the stock options in accordance with these terms and conditions. When exercising stock options or upon the Company's request otherwise, the successors of the deceased stock option owner shall submit evidence about their right to the stock options to the Company. The Company may refuse to accept the share subscription based on said stock options until the Company is provided with sufficient evidence regarding the successors' rights.

## II SHARE SUBSCRIPTION TERMS AND CONDITIONS

### 1. Right to subscribe for Shares

Each stock option entitles its owner to subscribe for one (1) new share in the Company or an existing share held by the Company. The share subscription price shall be credited in its entirety to the reserve for invested unrestricted equity.

### 2. Share Subscription and Payment

The share subscription period shall be

- for stock option 2009A 1 April 2012—30 April 2014
- for stock option 2009B 1 April 2013—30 April 2015
- for stock option 2009C 1 April 2014—30 April 2016.

Should the last day of the share subscription period not be a banking day, the share subscription may be made on a banking day following the last share subscription day.

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Share subscriptions shall take place at the head office of the Company or possibly at another location and in the manner informed later. Upon subscription, payment for the shares subscribed for, shall be made to the bank account designated by the Company. The Board of Directors shall decide on all measures concerning the share subscription.

### 3. Share Subscription Price

The share subscription price shall be:

- for stock option 2009A, the trade volume weighted average quotation of the share on the NASDAQ OMX Helsinki Ltd. during 1 April —30 April 2009
- for stock option 2009B, the trade volume weighted average quotation of the share on the NASDAQ OMX Helsinki Ltd. during 1 April —30 April 2010
- for stock option 2009C, the trade volume weighted average quotation of the share on the NASDAQ OMX Helsinki Ltd. during 1 April —30 April 2011.

Should the dividend ex date fall on the period for determination of the share subscription price, such dividend shall be added to the trading prices of the share trading made as from the dividend ex date, when calculating the trade volume weighted average quotation of the share. Should the Company distribute assets from reserves of unrestricted equity, or distribute share capital to the shareholders, the proceedings shall be similar.

The share subscription price of the stock options may be decreased in certain cases mentioned in Section 7 below. The share subscription price shall, nevertheless, always amount to at least EUR 0.01.

### 4. Registration of Shares

Shares subscribed for and fully paid shall be registered on the book-entry account of the subscriber.

### 5. Shareholder Rights

The dividend rights of the new shares and other shareholder rights shall commence when the shares have been entered in the Trade Register.

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Should existing shares, held by the Company, be given to the subscriber of shares, the subscriber shall be given the right to dividend and other shareholder rights after the shares having been subscribed and paid.

## 6. Share Issues, Stock Options or other Special Rights before Share Subscription

Should the Company, before the share subscription, decide on an issue of shares or an issue of new stock options or other special rights, a stock option owner shall have the same right as, or an equal right to, that of a shareholder. Equality is reached in the manner determined by the Board of Directors by adjusting the number of shares available for subscription, the share subscription prices or both of these. The issue of shares, stock options or other special rights pursuant to Chapter 10 in the Companies Act, to the Group personnel shall, however, have no effect on the terms and conditions of these stock options, in any case.

## 7. Rights in Certain Cases

Should the Company distribute dividends or assets from reserves of unrestricted equity, from the share subscription price of the stock options, shall be deducted the amount of the dividend or the amount of the distributable unrestricted equity decided after the beginning of the period for determination of the share subscription price but before share subscription, as per the dividend record date or the record date of the repayment of equity.

Should the Company reduce its share capital by distributing share capital to the shareholders, from the share subscription price of the stock options, shall be deducted the amount of the distributable share capital decided after the beginning of the period for determination of the share subscription price but before share subscription, as per the record date of the repayment of share capital.

Should the Company be placed in liquidation before the share subscription, the stock option owner shall be given an opportunity to exercise his/her share subscription right, within a period of time determined by the Board of Directors. Should the Company be deleted from the register, before the share subscription, the stock option owner shall have the same right as, or an equal right to, that of a shareholder.

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Should the Company resolve to merge with another company as a merging company or merge with a new company to be formed in a combination merger, or should the Company resolve to be demerged entirely, the stock option owners shall, prior to the merger or demerger, be given the right to subscribe for shares with their stock options, within a period of time determined by the Board of Directors. Alternatively, the Board of Directors may give a stock option owner the right to convert the stock options into stock options issued by the other company, in the manner determined in the draft terms of merger or demerger, or in the manner otherwise determined by the Board of Directors, or the right to sell stock options prior to the merger or demerger. After such period, no share subscription right or conversion right shall exist. The same proceeding shall apply to cross-border mergers or demergers, or should the Company, after having registered itself as an European Company (Societas Europae), or otherwise, register a transfer of its domicile from Finland into another member state of the European Economic Area. The Board of Directors shall decide on the impact of potential partial demerger on the stock options. In the above situations, the stock option owners shall have no right to require that the Company redeem the stock options from them at their market value.

Acquisition or redemption of the Company's own shares or acquisition of stock options or other special rights shall have no impact on the position of the stock option owner. Should the Company, however, resolve to acquire or redeem its own shares from all shareholders, the stock option owners shall be made an equivalent offer.

Should anyone make a public offer for all the shares, stock options and other special rights issued by the Company, or should a shareholder be obliged to make a tender offer for said instruments, pursuant to the Company's Articles of Association or the Securities Market Act, or should a shareholder be entitled and obliged to redeem the shares of the other shareholders, pursuant to the Companies Act, the stock option owner may, irrespective of Section 1.5, assign all the stock options held by him or her, to the offeror or the party obliged or entitled to redemption. Should a shareholder have a right to redeem the shares of the other shareholders, pursuant to the Companies Act, the stock option owner shall have an obligation corresponding to the shareholders to assign all the stock options held by him or her, to the

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shareholder using his or her redemption right. The Board of Directors may, in any situation referred to in this paragraph, grant to the stock option owner a right to use the subscription right, within a time period set by the Board of Directors. After such period, the stock option owner shall have no further subscription right.

### III OTHER MATTERS

These terms and conditions shall be governed by the laws of Finland. Disputes arising in relation to the stock options shall be finally settled by arbitration in accordance with the Arbitration Rules of the Central Chamber of Commerce.

The Board of Directors may decide on the technical amendments resulting from incorporation of stock options into the book-entry securities system, to these terms and conditions, as well as on other amendments and specifications to these terms and conditions which are not considered as essential. Other matters related to the stock options shall be decided on by the Board of Directors, and it may also give stipulations binding on the stock option owners.

Should the stock option owner act against these terms and conditions, or against the instructions given by the Company on the basis of these terms and conditions, or against applicable law, or against the regulations of the authorities, the Company shall be entitled to gratuitously withdraw the stock options which have not been assigned, or with which shares have not been subscribed for, from the stock option owner.

The Company may maintain a register of the stock option owners to which the stock option owner's personal details, the number of the stock option classified by series, the address and e-mail address of the stock option owner and the number of the stock option owner's book-entry account are recorded. The stock option owner shall immediately inform the Company of the changes in these particulars. The Company may send all announcements regarding the stock options by e-mail.

These terms and conditions have been prepared in Swedish, Finnish and in English. In the case of any discrepancy between the Swedish, Finnish and English versions, the Swedish shall prevail.