Aspocomp Group Plc., Stock Exchange Release, 25 March 2011 at 12:00 p.m.

#### NOTICE OF ANNUAL GENERAL MEETING

The shareholders of Aspocomp Group Plc. are hereby invited to the Annual General Meeting that will be held on Wednesday, 20 April 2011 at 2 p.m. (EET) at Palace Gourmet, Conference Room. The address is Eteläranta 10,  $10^{\rm th}$  floor, Helsinki, Finland. The registration of persons who have signed up for the meeting will commence at 1.30 p.m. (EET).

## A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

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

- 1. Opening of the meeting
- 2. Calling the meeting to order
- 3. Election of persons to check 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 consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2010
- Review by the CEO
- 7. Adoption of the annual accounts and the consolidated annual accounts
- 8. Resolution on the use of the profit shown on the balance sheet

The Board of Directors proposes to the Annual General Meeting that no dividend shall be paid to the shareholders for the financial year 1 January 2010 - 31 December 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

The Board of Directors proposes to the General Meeting that the directors' fees remain unchanged so that the chairman of the Board of Directors be paid EUR 24,000 per year and the other members be paid EUR 12,000 per year. The Board of Directors proposes that 60% of the annual remuneration be paid in cash and that the other 40% be paid in shares of the company. According to the proposal, shares corresponding to 40% of the annual remuneration of the members of the Board of Directors could be conveyed from the 200,000 shares currently in the possession of the company on the basis of the share issue authorization of the Annual General Meeting of 2008. The shares would be issued to the members of the Board of Directors within two weeks following the publication of the result for the second quarter of the year 2011. The number of the remuneration shares is proposed to be determined based on the weighted average market quotation of the company's share on the date of the publication of the result for the second quarter of the year 2011 and the following four days to the effect that any trades prior

to the publication date shall not be taken into consideration.

The Board of Directors further proposes that EUR 1,000 per meeting would be paid to the chairman and EUR 500 per meeting to the other members. The Board of Directors also proposes that the members of the Board of Directors be reimbursed for reasonable travel and lodging costs. However, when the meetings are held in the greater Helsinki area, those members of the Board of Directors who reside in the greater Helsinki area would not receive compensation for travel and lodging costs.

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

The Board of Directors proposes to the Annual General Meeting that three members be elected to the Board of Directors.

12. Election of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the following current members of the Board of Directors be re-elected: Mr. Johan Hammarén, Mr. Tuomo Lähdesmäki, and Mr. Kari Vuorialho. All three have given their consent.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to the auditor's invoice.

14. Election of the auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers, Authorized Public Accountants be re-elected as the company's auditor. PricewaterhouseCoopers Oy has notified that Mr. Markku Katajisto, Authorized Public Accountant, will act as the principal auditor.

15. Proposal by the Board of Directors on the termination of stock option program 2006

The Annual General Meeting of Aspocomp Group Plc. of 10 April 2006 resolved to issue 930,000 stock options, divided into stock option programs 2006A, 2006B and 2006C, to key employees of the company and to a fully owned subsidiary of the company. No options in the abovementioned stock option programs have been exercised and they have all been returned to the possession of the company. The Board of Directors proposes to the Annual General Meeting that the stock option programs 2006A, 2006B and 2006C be terminated.

16. Closing of the meeting

## B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The aforementioned proposals of the Board of Directors relating to the agenda of the Annual General Meeting as well as this notice are available on the company's website at <a href="www.aspocomp.com/agm">www.aspocomp.com/agm</a> starting from 25 March 2011. The annual report of the company, including the company's annual accounts, the consolidated annual accounts, the report of the Board of Directors and the auditor's report, has been available on the company's website at <a href="www.aspocomp.com/reports">www.aspocomp.com/reports</a> as of 11 March 2011. The proposals of the Board of Directors and the annual report including the annual accounts will also be available at the meeting. Copies of those documents and of this notice will be sent to shareholders upon request. The minutes of the

Annual General Meeting will be available at <a href="www.aspocomp.com/agm">www.aspocomp.com/agm</a> no later than 4 May 2011.

#### C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. The right to participate and registration

Each shareholder who is registered on 8 April 2011 in the shareholders' register of the company 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 shareholders' register of the company.

A shareholder who wants to participate in the Annual General Meeting shall register for the meeting between 25 March 2011 and 15 April 2011. The company must receive the notice of registration no later than on Friday, 15 April 2011 by  $4~\rm p.m.$  (EET).

Such notice can be given:

- a) by e-mail: agm@aspocomp.com
- b) by telephone: +358 40 820 3352 on weekdays at 9 a.m. 4 p.m. (EET)
- c) by fax: +358 (9) 782 904; or
- d) by regular mail: Aspocomp Group Plc., Sinikalliontie 11, 02630 Espoo, Finland.

When registering, a shareholder shall provide his/her name, personal identification number, address, telephone number and the name of his/her assistant or proxy representative, if any, and the personal identification number of said proxy representative. The personal data given to Aspocomp Group Plc. is used only in connection with the Annual General Meeting and with the processing of related registrations.

# 2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of shares that, on the record date of the meeting, i.e. 8 April 2011, would entitle him/her to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. In addition, the right to participate in the Annual General Meeting requires that the shareholder has been registered on the basis of such shares into the temporary shareholders' register held by Euroclear Finland Ltd. no later than 15 April 2011 by 10.00 a.m. (EET). As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee-registered shares who wants to participate in the Annual General Meeting into the temporary shareholders' register of the company no later than 15 April 2011 by 10 a.m. (EET).

### 3. 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 Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Original copies of any proxy documents should be submitted to Aspocomp Group Plc., Sinikalliontie 11, 02630 Espoo, Finland before the registration deadline.

## 4. Other instructions and information

Pursuant to Chapter 5, Section 25 of the 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.

On the date of the notice of Annual General Meeting, 25 March 2011, the total number of shares in Aspocomp Group Plc. is 49,905,130 and the total number of votes is 49,905,130. The company has 200,000 of the total amount of shares in its possession.

In Espoo, 25 March 2011

ASPOCOMP GROUP PLC.

THE BOARD OF DIRECTORS

For further information, please contact Sami Holopainen, CEO, tel.  $+358\ 9$  59 181.

www.aspocomp.com

Aspocomp: Flexibility of product design

Aspocomp Group Plc provides services for the design and manufacture of high-tech PCBs. Aspocomp's products are used in the electronics industry, for instance in telecommunications networks, automobiles and many types of industrial applications.