

Aspocomp Group Plc, Notice to convene EGM, 28 November 2011 at 9.30 a.m.

NOTICE TO THE EXTRAORDINARY GENERAL MEETING

Notice is given to the shareholders of Aspocomp Group Plc to the Extraordinary General Meeting to be held on Tuesday, 20 December 2011 at 9 a.m. (EET) at the premises of Fondia Ltd., address Lönnrotinkatu 5, 4th floor, Helsinki. The reception of persons who have registered for the meeting will commence at 8.30 a.m. (EET)

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

At the Extraordinary 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. Board proposal regarding reverse share split under Chapter 15 Section 9 of the Companies Act and the related share redemption in a proportion other than shareholders' holdings

The Board proposes to the Extraordinary General Meeting that the number of company shares be decreased, without decreasing the share capital, by means of a reverse share split which merges ten (10) existing shares into one (1) new share for the purposes set out in Chapter 15 Section 9 of the Companies Act and in observance of the procedure specified therein. Prior to the reverse share split, the company will cancel shares that the company holds in such a manner that the total amount of shares in the company is divisible by ten (10). The purpose of the reverse share split is to improve share trading conditions and price formation, and to increase the value of individual shares. The Board therefore holds that the company has a weighty financial reason for the proposed reverse share split and related share redemption.

The reverse share split is proposed to be accomplished by redeeming from each shareholder a number of shares determined in accordance with a redemption ratio of 9/10, i.e. nine (9) out of every ten (10) shares will be redeemed. The shares in excess of the nearest integer divisible by ten (10) will additionally be redeemed from shareholders whose holding is not divisible by ten at the record date of the reverse share split (rounding). The number of shares shall be evaluated separately for each book-entry account.

The redemption will be carried out without compensation, with the exception of the payment based on rounding as referred to in Chapter 15 Section 9 of the Companies Act. The redemption will be carried out as specified in the section referred to above in a proportion other than the shareholders' holdings. Shares redeemed in connection with the reverse share split will be cancelled, with the exception of excess shares that are redeemed due to the rounding, combined with each other and sold. Subsequent to the reverse share split, the Company will

without delay, on behalf of the shareholders concerned, sell in public trading as referred to in Chapter 1 Section 3 of the Securities Markets Act, the combined excess shares redeemable due to the aforementioned rounding.

The funds derived from the share sales would be paid to shareholders in proportion to the differences arrived at by subtracting from the number of shares redeemable from each shareholder the number of shares redeemable in the absence of rounding. Interest at the reference rate valid from time to time as provided in Section 12 of the Interest Act will be paid on the funds for the period between the share redemption date and the date of remittance of the funds.

On the date of the notice to the Extraordinary General Meeting 2,976 shares of the Company are entered into a joint account referred to in Chapter 4 Section 10 of the Companies Act. In connection with the reverse share split the joint account is handled as a single book-entry account and the payment based on rounding as referred to in Chapter 15 Section 9 of the Companies Act will be deposited in accordance with Chapter 15 Section 9 paragraph 2 of the Companies Act. In case entry into the book-entry system is required in relation to the shares in the joint account in the future, one (1) share shall be assigned from the joint account against ten (10) old shares. The amount of compensation payable based on possible rounding is determined based on the compensations paid in connection with the reverse share split and the share redemption date shall be the date when the request for entry into the book-entry system was presented. The compensation payable based on the rounding shall be paid in the manner decided by the Board either from the deposit mentioned above, from the proceeds received by selling a share from the joint account on behalf of the person requesting entry into the book-entry system or from the assets of the Company.

The record date of the reverse share split, according to which the right to funds derived from shares sold on the basis of rounding is determined, is Thursday 29 December 2011. The redeemed shares will be cancelled and the number of shares after the reverse share split will be entered in the Trade Register on Thursday 29 December 2011. The implementation of the reverse share split and related redemption will register in the shareholders' book-entry accounts and trading in the post-reverse split shares will commence on Friday 30 December 2011, upon completion of the reverse share split. The funds derived from shares sold on the basis of rounding will be paid to shareholders on or about Thursday 5 January 2012 providing that the sale of all the shares can be accomplished in a single day (30 December 2011). If not, the payment of fractions will take place on the fourth (4th) day following the execution of the final sale.

Should this reverse share split proposal be approved and implemented, the Board is authorized to resolve to modify the terms and conditions of the company's option and other special rights so as to cater for the reverse share split.

Implementation of the arrangement will not require any actions from the shareholders.

7. Proposal by the Board of Directors to authorize the Board to issue shares and special rights entitling to shares

The Board of Directors proposes that the Extraordinary General Meeting authorize the Board of Directors to decide upon issuance of new shares and conveyance of the company's own shares held by the company, in one or several tranches.

The share issue and the conveyance of own shares can be carried out against

payment or without consideration to all shareholders in proportion to their shareholdings or by deviation from the shareholders' pre-emptive subscription right through a directed share issue, provided that the company has a weighty financial reason for the deviation, such as use of the shares as payment in possible acquisitions, other arrangements pertaining to the business, financing of investments or use of the shares as a part of the company's incentive schemes. A directed share issue may be carried out without consideration only provided that the company, taking into account the interest of all its shareholders, has a particularly weighty financial reason thereto.

The authorization will also include the right to issue option rights and other special rights, in the meaning of Chapter 10 Section 1 of the Companies Act, which against consideration entitle to the company's new shares or the company's own shares held by the company either by payment of the subscription price in cash or by setting off the subscription price with a claim of the subscriber.

A maximum of 42,725,645 new shares or own shares held by the company can be issued/conveyed in the share issue and/or on the basis of the option rights and/or the special rights. Should the reverse split proposed to the Extraordinary General Meeting be approved, the number of shares shall be amended accordingly.

In addition, the Board of Directors proposes that the authorization includes the right to decide on a share issue without consideration to the company itself so that the amount of own shares held by the company after the share issue is a maximum of one tenth (1/10) of all shares of the company. Pursuant to Chapter 15 Section 11 Subsection 1 of the Companies Act, all own shares held by the company and its subsidiaries are included in this amount.

The Board of Directors shall have the right to decide upon other matters relating to the share issues.

The authorization shall be valid until 23 April 2013.

The authorization shall cancel prior authorizations.

Should the reverse share split proposal be approved, the number of shares under the authorization proposed to the Extraordinary General Meeting concerning the right to issue shares and the right to issue option rights and special rights entitling to shares shall be amended so that, subsequent to the reverse share split, the authorization shall apply to a maximum of 4,272,564 shares.

8. Proposal by the Board of Directors on the termination of stock option program 2008

The Board of Directors proposes to the Extraordinary General Meeting that the CEO option program resolved to be adopted on 23 April 2008 shall be terminated and removed from the Trade Register. No option rights under such option program have been granted.

9. Proposal by the Board of Directors to cover the loss shown on the balance sheet with funds from unrestricted equity and to reduce the company's restricted equity to cover losses

The Board of Directors proposes to the Extraordinary General Meeting that the available unrestricted equity of the Company shall be used in full to cover the loss shown on the balance sheet and, in addition, that the company's share

capital and share premium fund shall be reduced to cover losses as follows:

- The profit of 311,907.42 euros shown on the company's annual accounts of 31 December 2010, the company's reserve for invested unrestricted equity, 22,016,328.27 euros, and the company's special reserve, 45,989,038.00 euros, shall be used to cover losses from earlier financial periods.

- The company's share premium fund, 27,917,948.11 euros, shall be used in full and the company's share capital shall be reduced by 19,082,052.00 euros to cover losses from earlier financial periods.

After the proposed measures referred to above, the company's share capital would amount to 1,000,000 euros and the losses from earlier financial periods shown on the balance sheet would be -4,412,067.01 euros. The amounts of the share premium fund, the reserve for invested unrestricted equity and the special reserve would correspondingly be 0.00 euros.

The purpose of the aforementioned arrangements, through which the company's unrestricted and restricted equity are used to cover losses shown on the balance sheet, is to speed up the company's dividend distribution prospects and to clarify the company's balance structure. Using the company's restricted equity to cover losses will lead to an asset distribution restriction of three (3) years, i.e. the company is not allowed to distribute its unrestricted equity during a period of three (3) years from the registration of the reduction without complying with a procedure for creditor protection set out in the Companies Act.

10. Other matters

11. Closing of the meeting

B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

The aforementioned proposals of the Board of Directors relating to the agenda of the Extraordinary General Meeting, the statement of the Board of Directors of events having occurred following the interim report of 1 January - 30 September 2011 and having a material effect on the position of the company as well as this notice are available on the company's website at www.aspocomp.com/agm starting from 28 November 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, as well as the interim reports of the company prepared after the latest financial period are available on the company's website at www.aspocomp.com/investors and select "Reports" and "Interim and Annual Reports". The proposals of the Board of Directors are also available at the meeting.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING

1. The right to participate and registration

Each shareholder, who is registered on 8 December 2011 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Extraordinary 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 Extraordinary General Meeting, shall register for the meeting during the period 28 November 2011 - 15 December 2011. The registration should be available in the Company at the latest on Thursday, 15 December 2011 by 4 p.m. (EET).

Such notice can be given:

- a) by e-mail yhtiokokous@aspocomp.com;
- b) by telephone +358 40 820 3352 on weekdays at 8 a.m. - 4 p.m. (EET);
- c) by fax +358 9 782 904; or
- d) regular mail to Aspocomp Group Plc, Sinikalliontie 11, 02630

In connection with the registration, a shareholder shall notify his/her name, personal 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 Aspocomp Group Plc. is used only in connection with the Extraordinary 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 Extraordinary General Meeting by virtue of such shares, based on which he/she on the record date of the meeting, i.e. on 8 December 2011, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 15 December 2011 by 10.00 a.m. (EET). As regards nominee registered shares this constitutes due registration for the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, into the temporary shareholders' register of the company at the latest 15 December 2011 by 10 a.m. (EET).

3. Proxy representative and powers of attorney

A shareholder may participate in the Extraordinary 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 Extraordinary General Meeting. When a shareholder participates in the Extraordinary 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 Extraordinary General Meeting.

Possible proxy documents should be delivered in originals to Aspocomp Group Plc, Sinikalliontie 11, 02630 Espoo before the last date for registration.

4. .Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Extraordinary 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 to the Extraordinary General Meeting 28 November 2011, the total number of shares in Aspocomp Group Plc is 62,179,485 the total number of votes is 62,179,485. The company has 134,600 shares of the total amount of shares in its possession.

In Espoo, 28 November 2011

ASPOCOMP GROUP PLC

THE BOARD OF DIRECTORS

For further information please contact Sami Holopainen, CEO, tel. (09) 59 181, sami.holopainen(at)aspocomp.com.

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 electronics industry, among others in telecommunications networks, handheld devices, automobiles and many type of industrial applications.