

## Notice to the General Meeting

Notice is given to the shareholders of Konecranes Plc to the Annual General Meeting to be held on Thursday 22 March 2012 at 10.00 a.m. at Hyvinkääsali (address: Jussinkuja 1, 05800 Hyvinkää, Finland). Reception of persons registered for the meeting and distribution of voting tickets will commence at 9.15 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 2011**
  - 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 1.00 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 27 March 2012 are registered as shareholders in the Company's shareholders' register maintained by Euroclear Finland Ltd. The dividend shall be paid on 4 April 2012.

**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 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 2013 be increased by approximately 5 per cent from 2011 as follows: Chairman of the Board EUR 105,000, Vice Chairman of the Board EUR 67,000, and other Board members EUR 42,000. The Committee furthermore proposes that 50 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, the Chairman of the Board, the Vice Chairman of the Board, and other Board members are entitled to a compensation of EUR 1,500 per attended Board committee meeting. The Chairman of the Audit Committee is, however, entitled to a compensation of EUR 3,000 per attended Audit Committee meeting. 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. Stig Gustavson, Mr. Tapani Järvinen, Mr. Matti Kavetvuo, Ms. Nina Kopola, 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 2013. Of the current members of the Board Mr. Kim Gran has announced that he will not be available for re-election. The Nomination and Compensation Committee furthermore proposes that Mr. Bertel Langenskiöld, Managing Director of Hartwall Capital Oy Ab, shall be elected new Board member for the same term of office. All candidates have been presented in the press release given on 1 February 2012 and on the Company's

website [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.

**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. Ernst & Young Oy has informed the Company that APA Heikki Ilkka would act as the auditor with the principal responsibility.

**15. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge 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 and/or on the acceptance as pledge of the Company's own shares as follows.

The amount of own shares to be repurchased and/or accepted as pledge based on this authorization shall not exceed 6,000,000 shares in total, which corresponds to approximately 9.5 per cent of all of the shares in the Company. However, the Company together with its subsidiaries cannot at any moment own and/or hold as pledge 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 and/or accepted as pledge. 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).

Own shares can be repurchased and/or accepted as pledge to limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop the Company's capital structure, to be transferred for financing or realization of possible acquisitions, investments or other arrangements belonging to

the Company's ordinary business, to pay remuneration to Board members, to be used in incentive arrangements or to be cancelled, provided that the repurchase is in the interest of the Company and its shareholders.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 22 September 2013.

**16. Authorizing the Board of Directors to decide on the issuance of shares as well as on the issuance of 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 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 6,000,000 shares, which corresponds to approximately 9.5 per cent 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 issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' preemptive rights (directed issue). The authorization can also be used for incentive arrangements, however, not more than 700,000 shares in total together with the authorization in item 17.

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 22 September 2013. However, the authorization for incentive arrangements is valid until 30 June 2015.

**17. Authorizing the Board of Directors to decide on the transfer 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 transfer of the Company's own shares as follows.

The authorization is limited to a maximum of 6,000,000 shares, which corresponds to approximately 9.5 per cent of all the shares in the Company.

The Board of Directors decides on all the conditions of the transfer of own shares. The transfer of shares may be carried out in deviation from the shareholders' preemptive rights (directed issue). The Board of Directors can also use this authorization to grant special rights concerning the Company's own shares, referred

to in Chapter 10 of the Companies Act. The authorization can also be used for incentive arrangements, however, not more than 700,000 shares in total together with the authorization in item 16.

This authorization is effective until the next Annual General Meeting of Shareholders, however no longer than until 22 September 2013. However, the authorization for incentive arrangements is valid until 30 June 2015.

**18. Launching an employee share savings plan and authorizing the Board of Directors to decide on directed share issue without payment**

The Board of Directors proposes to the General Meeting that an Employee Share Savings Plan be launched in the Konecranes Group and that the Board of Directors be authorized to decide on a directed share issue without payment needed for the implementation of the Plan as follows:

**1. Employee Share Savings Plan**

The Board of Directors of Konecranes Plc proposes that an Employee Share Savings Plan (the Plan) be launched in the Group, as described below in Section 1.1 in more detail. The intention is to offer the Plan to all eligible Konecranes employees except in countries where there are legal, administrative or taxation restraints on participation. Where appropriate, an equivalent cash plan will be offered in these countries. The Konecranes Group has approximately 11,600 employees in 46 countries.

**1.1 General**

The purpose of the Plan is to offer all Group employees an opportunity to save a proportion of their regular salary to be used for the acquisition of the Company's shares (Savings Shares). By encouraging the employees to acquire and hold the Company's shares, the Company aims to strengthen the tie between the Konecranes shareholders and employees. The objective is to increase employees' motivation and involvement in Konecranes business. The Board of Directors considers that the Plan will have a positive impact on the Group's global future development and therefore the Plan is in both the shareholders' and the employees' interests.

Participation in the Plan is voluntary for each employee. An employee will decide whether or not to participate and on the amount he or she is willing to save, within the limits set by the Board of Directors. If an employee possesses insider information on any decision date, the acquisition of his or her Savings Shares will be postponed.

Employees are encouraged to save for the Savings Shares by being offered free shares for Savings Shares (Matching Shares). Matching Shares will be delivered to a participant if the participant holds the Savings Shares for a designated holding period. Matching Shares will not be delivered to participants whose employment has terminated, unless the Board of Directors decides otherwise. The number of Matching Shares will be decreased pro rata, if a participant has sold any Savings Shares before the end of the holding period.

In order to participate, participants will have to agree to abide by the terms of the Plan rules. The intention is that an employee will participate in the Plan for one year at a time (Plan Period) and that Savings Shares will be acquired with the accrued savings quarterly.

The number of Savings Shares to be acquired is determined on the basis of the amount of accrued savings during the quarter. Savings Shares will be acquired at the market price, after the end of each quarter on the date determined by the Board of Directors (Acquisition Date), and they will be delivered to the participant within 14 days from the Acquisition Date. Savings Shares will be acquired from the market through a broker, and they will be transferred directly to the participant's book-entry account, or to the Company to be further transferred to the participant. As Savings Shares will be acquired with each participant's own funds, the share acquisition is not considered as an acquisition of the Company's treasury shares.

Matching Shares will be transferred to each participant in accordance with the Plan rules. This Matching Share transfer requires an authorization granted to the Board of Directors by the General Meeting and a decision on a directed share issue without payment by the Board of Directors.

A participant may suspend his or her savings during the Plan Period. Savings Shares will then be acquired with the accrued savings. The participant will retain his or her right to Matching Shares in relation to those Savings Shares.

The Company may decide to pay the Matching Shares either wholly or partly in cash; in particular to enable the payment of taxes and tax-related payments arising from the receipt of Matching Shares.

The Company may terminate the Plan at the end of any Plan Period.

## **1.2. Detailed Terms for Plan Period 2012—2013**

The intention is that the first Plan Period of the Plan will begin on 1 July 2012 and end on 30 June 2013. The maximum amount which can be saved to acquire Savings Shares is 5 per cent of each participant's monthly gross salary. The total amount of all savings from the first Plan Period may not exceed EUR 8.5 million. The intention is that the holding period for the Savings Shares will end on 15 February

2016. Matching Shares will be delivered to participants if they have not disposed of the Savings Shares and if their employment with a company belonging to the Group has not been terminated on the last day of the holding period. The participant is entitled to receive one free Matching Share for every two acquired Savings Shares.

## **2. Directed Share Issue without Payment**

The prerequisite for the implementation of the Plan is that new shares in the Company may be issued or own shares held by the Company may be transferred to the participants without payment. Therefore, the Board of Directors proposes that the General Meeting would authorize the Board of Directors to decide on a share issue without payment directed to the participants of the Plan.

## **3. Proposal by the Board of Directors**

The Board of Directors proposes that the General Meeting approve the Plan to be launched in the Group and authorize the Board of Directors to decide on the detailed terms and conditions of the Plan, on the Plan Periods and on their detailed terms and conditions, and to implement the Plan at its discretion, considering especially the legislation and other regulations applied to the Plan in each country where the Group operates.

Furthermore, the Board of Directors proposes that it be authorized to decide on the issue of new shares or on the transfer of own shares held by the Company to such participants of the Plan who, according to the terms and conditions of the Plan, are entitled to receive free shares, as well as to decide on the share issue without payment also to the Company itself. The Board of Directors proposes that the proposed authorization includes a right in this Plan to transfer own shares held by the Company, the use of which has earlier been limited to other purposes than incentive plans. The number of new shares to be issued or own shares held by the Company to be transferred may be a maximum total of 500,000 shares, which corresponds to 0.8 per cent of all of the Company's shares.

The Board of Directors considers that there is an especially weighty financial reason for the directed share issue without payment, both for the Company and in regard to the interests of all shareholders, since the Plan is intended to form part of the incentive and commitment program for the Group personnel.

The Board of Directors is entitled to decide on other matters concerning the share issue. The authorization concerning the share issue is valid until 1 March 2017.

## **19. Closing of the meeting**



## **B. Documents of the General Meeting**

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Konecranes Plc's website at [www.konecranes.com/agm2012](http://www.konecranes.com/agm2012). The annual report, the report of the Board of Directors, and the Auditor's report of Konecranes Plc are available on the above-mentioned website no later than 1 March 2012. The proposals for decisions and the other above-mentioned documents 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 5 April 2012.

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

### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on 12 March 2012 in the shareholders' register of the Company held by Euroclear Finland 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 is registered in the shareholders' register of the Company and who wants to participate in the General Meeting, shall register for the meeting no later than on Monday 19 March 2012 at 4.00 p.m. by giving a prior notice of participation, which shall be received by the Company no later than on the above-mentioned date. Such notice can be given:

- a) on the Company's website: [www.konecranes.com/agm2012](http://www.konecranes.com/agm2012);
- b) by e-mail: [agm2012@konecranes.com](mailto:agm2012@konecranes.com);
- c) by telephone: +358 20 427 2017 (Laura Kiiski) (from abroad) or 020 427 2017 (Laura Kiiski) (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, Laura Kiiski, P.O. Box 661, FI-05801 Hyvinkää, Finland.

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 Konecranes Plc is used only in connection with the General Meeting and with the processing of related registrations.



The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General meeting, i.e. on 12 March 2012, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the 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 19 March 2012 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

Further information on these matters can also be found on the Company's website [www.konecranes.com/agm2012](http://www.konecranes.com/agm2012).

## **3. 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. 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.

Possible proxy documents should be delivered in originals to Konecranes Plc, Laura Kiiski, P.O. Box 661, FI-05801 Hyvinkää, Finland, before the last date for registration.

## **4. Other information**

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 meeting.

On the date of this notice to the General Meeting, 15 February 2012, the total number of shares in Konecranes Plc is 63,241,427 shares and the total number of votes is 63,241,427 votes. The Company together with its subsidiaries holds 6,042,456 treasury shares, in respect of which voting rights cannot be used at the General Meeting.

In Hyvinkää, 15 February 2012

Konecranes Plc  
THE BOARD OF DIRECTORS