

## **NOTICE TO THE GENERAL MEETING**

Notice is given to the shareholders of Konecranes Plc to the Extraordinary General Meeting to be held on Monday 31 August 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. Introduction**

Acquisitions have already for a long time been a key element in Konecranes' strategy. The current market situation may open up new interesting M&A opportunities for the Company. In this environment it may be in the interest of the Company to be able to offer stock-for-stock for target companies or otherwise arrange share issues, should feasible opportunities arise.

In this environment it may also be in the interest of the Company and its shareholders that own shares can be repurchased to develop the Company's capital structure. It may also be in the interest of the Company to be able to accept own shares as pledge.

In order to provide the Company with means to act swiftly should feasible opportunities arise, the Board of Directors proposes to the General Meeting that the Board of Directors be granted authorizations to issue shares and special rights entitling to shares, to repurchase shares and accept own shares as pledge, and to transfer own shares as set forth below. Currently, the Board of Directors does not have any such authorizations.

While this introduction describes the main purpose of the proposed authorizations, this introduction is not intended to be exhaustive and the proposed authorizations shall be interpreted in accordance with their respective wording.

### **B. 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. **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 12,000,000 shares, which corresponds to approximately 19.4 % 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' pre-emptive rights (directed issue). However, the authorization cannot be used for incentive arrangements.

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

7. **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 shall not exceed 6,000,000 shares in total, which corresponds to approximately 9.7 % 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 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 in connection with possible acquisitions 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 11 September 2010.

**8. 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 9.7 % of all of the shares in the Company.

The shares may be transferred in one or several tranches. The Board of Directors is authorized to resolve upon the terms and conditions of the transfer of the Company's own shares. The shares may be transferred with deviation from the shareholders' pre-emptive rights, provided that weighty financial grounds exist for this. 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. However, the authorization cannot be used for incentive arrangements.

This authorization shall be effective until the next Annual General Meeting of Shareholders, however no longer than until 11 September 2010.

## **9. Closing of the meeting**

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

The proposals of the Board of Directors relating to the agenda of the General Meeting, the Company's interim reports for the first and second quarters of 2009, a statement by the Board of Directors on the events that have occurred after the interim report for the second quarter of 2009 that have an essential effect on the state of the Company, this notice as well as other information required by the Finnish Companies Act and the Finnish Securities Markets Act are available on Konecranes Plc's website at [www.konecranes.com/egm2009](http://www.konecranes.com/egm2009). The 2008 annual report of Konecranes Plc, including the Company's annual accounts, the report of the Board of Directors and the Auditor's report for 2008, as well as the minutes from the Annual General Meeting held on March 12, 2009 are available on the above-mentioned website. The proposals of the Board of Directors and the other documents 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 General Meeting will be sent to the shareholders separately.

### **D. 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 19 August 2009 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 wants to participate in the General Meeting, shall register for the meeting no later than on Tuesday 25 August 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/egm2009](http://www.konecranes.com/egm2009)
- b) by e-mail: [egm2009@konecranes.com](mailto:egm2009@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. If a shareholder holds shares on several book-entry accounts, he/she can participate in the Extraordinary General Meeting by way of proxy representation by more than one proxy representative, each representing shares on different book-entry accounts. In such case the shareholder shall further notify the shares represented by each proxy representative.

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 Extraordinary General Meeting, shall make a notification for temporary entry into the Company's shareholders' register in order to participate in the General Meeting. A holder of nominee registered shares can participate in the General Meeting if he/she, on the basis of his/her shareholding, is entitled to be recorded in the shareholders' register on the record date of the General Meeting 19 August 2009. The notification for temporary entry shall be made no later than on Tuesday 25 August 2009. Changes in the shareholding that have occurred after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

A notification by a holder of nominee registered shares for temporary entry into the Company's shareholders' register is perceived as a prior notice of participation in the General Meeting. 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 information**

On the date of this notice 29 July 2009, the total number of shares in Konecranes Plc is 61.831.720 shares and the total number of votes is 61.831.720 votes.

In Hyvinkää 29 July 2009

KONECRANES PLC  
THE BOARD OF DIRECTORS