

MCB FINANCE GROUP PLC

(a company incorporated in England and Wales and registered with number 06032184)

Bertil Rydevik, Non-Executive Chairman
Rami Ryhanen, Chief Executive Officer
Henry Nilert, Chief Financial Officer
Dr Anton Mayr, Non-Executive Director
Richard Parkinson, Non-Executive Director
Philippe Duleyrie, Non-Executive Director

MCB Finance Group
65 Duke Street
London W1K 5NT
United Kingdom

29 April 2009

Dear Shareholder

Notice of Annual General Meeting

We enclose the following documents in connection with the annual general meeting of the Company ("AGM") to be held at 10am on Thursday 21 May 2009 at the Company's offices on Eerikinkatu 2, 00100 Helsinki, Finland:

1. notice of annual general meeting;
2. form of proxy; and
3. accounts of the Company for the year ended 31 December 2008.

At the AGM, Resolutions will be proposed as explained below.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, a majority of the votes cast must be in favour of the Resolution. Resolution 9 is proposed as a special resolution. This means that for that Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1 – Receiving the accounts

A Resolution will be proposed to receive and consider the Company's annual accounts for the financial year ended 31 December 2008, together with the directors' report and the auditors' report on those accounts (which are enclosed).

Resolution 2 – Reappointment of auditors

A Resolution will be proposed to re-appoint Mazars LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting before which statutory accounts are laid before the Company and that their remuneration be determined by the directors of the Company.

Resolution 3 – Re-election of Director

A resolution will be proposed to re-appoint Dr Anton Mayr, who is retiring in accordance with Article 88 of the Articles and, being eligible, offers himself for re-election as a director of the Company.

Resolution 4 – Re-election of Director

A resolution will be proposed to re-appoint Henry Nilert, who is retiring in accordance with Article 88 of the Articles and, being eligible, offers himself for re-election as a director of the Company.

Resolution 5 – Re-election of Director

A resolution will be proposed to re-appoint Richard Parkinson, who is retiring in accordance with Article 88 of the Articles and, being eligible, offers himself for re-election as a director of the Company.

Resolution 6 – Re-election of Director

A resolution will be proposed to re-appoint Bertil Rydevik, who is retiring in accordance with Article 88 of the Articles and, being eligible, offers himself for re-election as a director of the Company.

Resolution 7 – Re-election of Director

A resolution will be proposed to re-appoint Rami Ryhanen, who is retiring in accordance with Article 88 of the Articles and, being eligible, offers himself for re-election as a director of the Company.

Resolution 8 – Authority to allot relevant securities

A resolution will be proposed giving the directors of the Company authority to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of Act) of the Company up to an aggregate nominal amount of £579,800. Such authority, unless renewed, varied or revoked, shall expire at the conclusion of the next annual general meeting or 21 August 2010 (whichever is the earlier).

Resolution 9 – Disapplication of statutory pre-emption rights

A resolution will be proposed to empower the directors of the Company to allot equity securities for cash as if the pre-emption provisions in section 89(1) of the Act did not apply in respect of:

- (a) the allotment of equity securities in connection with any offer by way of rights or open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate to the respective numbers of relevant equity securities held by them; and
- (b) the allotment of equity securities otherwise than pursuant to paragraph (a) above, up to a maximum aggregate nominal amount of £260,913. This represents 15% of the Company's currently issued share capital of 17,394,247 ordinary shares with a nominal value of 10p each.

Whilst the directors of the Company have no immediate plans to issue shares, they consider that a limited dis-application of pre-emptive rights under section 95 of the Act is desirable to provide the Company with the necessary flexibility to take advantage of financing opportunities should they arise.

The authority conferred under this Resolution, unless renewed, varied or revoked, shall expire at the conclusion of the next annual general meeting or 21 August 2010 (whichever is the earlier).

Action to be taken

A form of proxy for use by Shareholders at the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's registered office, 65 Duke Street, London W1K 5NT, as soon as possible and in any event so as to be received no later than 10:00 a.m. on Tuesday, 19 May 2009. The completion and return of the form of proxy will not preclude you from attending the AGM, speaking and voting in person should you wish to do so.

Recommendation

Your directors consider that all the Resolutions in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and they recommend that you vote in favour of them as the directors of the Company intend to do in respect of their own beneficial holdings of 2,826,723 ordinary shares representing 16.25% per cent of the current issued share capital of the Company.

Yours faithfully

Bertil Rydevik

Non-Executive Chairman