

# MCB FINANCE GROUP PLC

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of MCB Finance Group Plc (the "**Company**") will be held at 10 a.m. on Thursday 21 May 2009 at the Company's offices on Eerikinkatu 2, 00100 Helsinki, Finland for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed, in the case of Resolutions 1 to 8 (inclusive) as ordinary resolutions and in the case of Resolution 9 as a special resolution. This means that for Resolutions 1 – 8 (inclusive) to be passed, a majority of the votes cast must be in favour of the Resolution and that for Resolution 9 to be passed, not less than three-quarters of the votes cast must be in favour of the resolution.

### ORDINARY RESOLUTIONS

1. **THAT** the accounts of the Company for the year ended 31 December 2008, together with the report of the directors of the Company and the report of the auditors thereon be received, considered and approved.
2. **THAT** Mazars LLP be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company before which the Company's statutory accounts are laid and that the directors of the Company from time to time be authorised to fix the remuneration of the Company's auditors for that period.
3. **THAT** Dr Anton Mayr, who retires and, being eligible to offer himself for re-election, be re-elected as a Director of the Company pursuant to Article 88.
4. **THAT** Henry Nilert, who retires and, being eligible to offer himself for re-election, be re-elected as a Director of the Company pursuant to Article 88.
5. **THAT** Richard Parkinson, who retires and, being eligible to offer himself for re-election, be re-elected as a Director of the Company pursuant to Article 88.
6. **THAT** Bertil Rydevik, who retires and, being eligible to offer himself for re-election, be re-elected as a Director of the Company pursuant to Article 88.
7. **THAT** Rami Ryhanen, who retires and, being eligible to offer himself for re-election, be re-elected as a Director of the Company pursuant to Article 88.
8. **THAT** the directors of the Company from time to time be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "**Act**") to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to the aggregate nominal amount of £579,800 provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the directors of the Company pursuant to section 80 of the Act and shall expire on the earlier of the conclusion of the next annual general meeting and 21 August 2010 (the "**Authority Period**") unless such authority is renewed, varied, or revoked by the Company in general meeting (save that the Company may, at any time before the expiry of the Authority Period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the Authority Period and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired).

## SPECIAL RESOLUTION

9. **THAT**, subject to and conditional upon the passing of Resolution 8 above, the directors of the Company be and are hereby empowered, in substitution for any existing power or authority pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash as if the pre-emption provisions in section 89(1) of the Act did not apply to such allotments (the "**Section 95 Empowerment**"):
- (a) in connection with an offer of such securities (whether by way of a rights issue, open offer or otherwise) to holders of relevant equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with equity securities which represent fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction; and
  - (b) otherwise than pursuant to paragraph (a) above, up to a maximum aggregate nominal amount of £260,913,

provided that the Section 95 Empowerment shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of 21 August 2010 and the conclusion of the next annual general meeting of the Company (the "**Section 95 Period**") but so that the Company may at any time prior to the expiry of the Section 95 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 95 Period and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

29 April 2009

By Order of the Board  
Henry Nilert  
Company Secretary

Registered Office:  
65 Duke Street  
London  
W1K 5NT

## NOTES

1. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy is provided with the notice posted to shareholders and instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be)). To be valid, the form of proxy enclosed with this notice must be completed and executed in accordance with the instructions printed thereon and must be received by the Company at its registered office at 65 Duke Street, London W1K 5NT no later than 10.00 a.m. on 19 May 2009. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person. If someone else signs the form of proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notarially certified copy of such power or authority) to the Company together with the form of proxy.
3. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - a. if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - b. if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (a) above.

