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ANNUAL GENERAL MEETING 26 February, 2007



# Agenda

- 1. Opening of the meeting
- 2. Election of chairman and secretary for the meeting
- 3. List of votes



- 4. Election of one person to audit the minutes and persons to control the counting of the votes
- 5. Legitimacy and quorum of the meeting



6. Presentation of Financial Statements 2006 of both group and parent company including the Board Report as well as the Auditor's report.

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# FINANCIAL REVIEW 2006

Matti Alahuhta, President &CEO



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7. Approval of the Financial Statements, Income Statement, the Balance Sheet, the Consolidated Income Statement and Consolidated Balance Sheet



### 8. Board of Directors' Dividend Proposal

The Board of Directors proposes to the Annual General Meeting that a dividend of:

- EUR 0.99 for each class A share
- EUR 1.00 be paid for each outstanding class B share

Total of proposed dividends: EUR 125,537,353.22

Date for dividend distribution: 1 March, 2007

Date of dividend payments: 8 March, 2007



Discharge Board Members and President &CEO from liability



#### 10. Number of Board Members

The Nomination and Compensation Committee of the Board of Directors proposes that seven (7) ordinary members be elected and one (1) deputy member be elected.



#### 11. Remuneration of the Board of Directors

The Nomination and Compensation Committee proposes the following remunerations:

- a monthly salary of EUR 4,000 for the Chairman of the Board
- a monthly salary of EUR 3,000 for the Vice Chairman
- a monthly salary of EUR 2,000 for Board Members
- a monthly salary of EUR 1,000 for Deputy Board Member
- a compensation of EUR 500 for attendance at Board and Committee meetings



# 12. Election of the Board Members and deputy Members

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Matti Alahuhta
Member of the
Board since 2003.



Reino Hanhinen Member of the Board since 2005.



Antti Herlin
Member of the
Board since 1991.



Sirkka Hämäläinen-Lindfors Member of the Board since 2004.







Sirpa Pietikäinen Member of the Board since 2006.



Masayuki Shimono Member of the Board since 2004.



**liro Viinanen**Member of the
Board since 1997.

# The Nomination and Compensation Committee's Proposal for Deputy Board Members





b. 19xx, title

Worked as a...

**Jussi Herlin** 



#### 13. Number of Auditors

The Audit Committee of the Board of Directors proposes that two (2) Auditors be elected.



#### 14. Remuneration of Auditors

The Audit Committee proposes that the Auditors be reimbursed according to their invoice based on the performed Audit Proposal process.



#### 15. Election of Auditors

Audit Committee's proposal for auditors

Authorized public accountant PricewaterhouseCoopers Ltd Authorized public accountant Heikki Lassila





#### The authorization covers:

- 1,905,000 class A shares and
- 10,880,000 class B shares

#### The shares may be repurchased in order to:

- develop the capital structure of the company
- finance or carry out possible acquisitions
- implement the company's share-based incentive plans
- be transferred for other purposes or be cancelled

# 17. The Board of Directors' Authorization to Distribute Shares Repurchased by KONE



#### The authorization covers:

- 1,905,000 class A shares and
- 10,880,000 class B shares

#### The repurchased shares may be:

- used as compensation in acquisitions and in other arrangements
- employed in implementing the Company's share-based incentive plans in the manner and to the extent decided by the Board of Directors
- sold in public trading on the Helsinki Stock Exchange to finance possible acquisitions

# 18. The Board of Directors' Authorization to Grant Option Rights to Key Personnel and a Wholly Owned Subsidiary



The Board of Directors proposes that Annual General Meeting authorizes the Board of Directors to decide to grant option rights in deviation from the shareholders' pre-emptive subscription right to key personnel and to wholly owned subsidiary Kone Capital Oy.

On the basis of this authorization, the Board of Directors may decide to grant option rights, which entitle to subscribe a maximum of 2,000,000 new class B shares. The company has a weighty financial reason to grant option rights, because the option rights are intended to form a part of the group's incentive and commitment plan for key personnel.

This authorization will remain in force for one year following the decision of the Annual General Meeting.



# 19. Other possible matters

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