

**NOTICE OF ANNUAL GENERAL MEETING**

The shareholders of Talentum Oyj are invited to the Annual General Meeting to be held on March 27, 2008, starting at 2 p.m. in Radisson SAS Royal Hotel, address Runeberginkatu 2, 00100 Helsinki.

**The following matters are to be addressed at the meeting:**

1. Matters pertaining to the Annual General Meeting according to the Finnish Companies Act and Section 10 of the Articles of Association
2. Authorization of the Board of Directors to decide on a Share Issue including the Conveyance of own Shares, and Issue of Special Rights

The Board of Directors proposes to the Annual General Meeting that it would authorize the Board of Directors to decide on a share issue which may be either liable to charge or free of charge, including issuing of new shares and the conveyance of own shares possibly in the company's possession. The Board of Directors proposes to the Annual General Meeting that it would authorize the Board of Directors to decide on an issue of option rights and other special rights which entitle, against payment, to receive new shares or shares possibly in possession of the company. Based on the aforesaid authorizations by virtue of a share issue or issue of special rights, either in one or in several occasions, a maximum of 3,500,000 new shares may be issued and/or own shares possessed by the company may be conveyed, which corresponds to approximately eight per cent of the issued and outstanding shares of the company. The authorizations would remain in force until June 30, 2009. The authorizations do not exclude the right of the Board of Directors to also decide on a directed share issue and directed issue of special rights. Shareholders' pre-emptive subscription rights can be deviated from providing that there is a significant financial reason for the company to do so.

3. Authorization of the Board of Directors to decide on Acquisition of own Shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to decide on acquisition of its own shares. The shares could be acquired for the value decided by the Board of Directors which value is based on the fair value at the time of the acquisition formed to the shares in the public trading. Own shares may be only acquired with free equity. Based on the authorization, either in one or in several occasions, a maximum of 3,500,000 own shares, which correspond to approximately eight per cent of the issued and outstanding shares of the company, could be acquired. The authorization would remain in force until June 30, 2009. The Board of Directors is otherwise authorized to decide on all the conditions regarding the acquisition of own shares including the manner of acquisition of shares. The authorization does not exclude the right of the Board of Directors to also decide on a directed acquisition of own shares providing that there is a significant financial reason for the company to do so.

#### 4. Decreasing of the share premium reserve

The Board proposes that the share premium reserve as shown in the balance sheet as per 31 December 2007 will be decreased by the amount of EUR 89,593,601.28. After the decrease the amount of the share premium reserve in the balance sheet shall be zero. The decreased amount shall be transferred to the invested non-restricted equity fund.

The reduction of the share premium reserve requires public notice to creditors and registration proceeding in accordance with chapter 14, sections 3 - 5 of the Companies Act.

#### **Payment of Dividend**

The Board of Directors proposes to the Annual General Meeting that the company would pay dividend for the financial year 2007 EUR 0.20 per share. The dividend shall be paid to a shareholder that has been entered into the company's shareholders' register on the record date of the dividend payment on April 1, 2008. The Board of Directors proposes to the Annual General Meeting that the dividend shall be paid on April 8, 2008.

## **Board of Directors and Auditor**

The shareholders of Talentum Oyj representing in total approximately 46.9 per cent (approximately 33.7 per cent when taken into account the voting restriction in the Articles of Association) of the voting rights of the shares in the company have announced that they will propose to the Annual General Meeting of Talentum Oyj to be held on March 27, 2008, the number of the Board members to be six and the re-election of the current Board members Tuomo Saarinen, Manne Airaksinen, Harri Kainulainen, Eero Lehti, Kai Mäkelä and Atte Palomäki. In addition, the said shareholders propose to the Annual General Meeting the re-election of Tuomo Saarinen as the Chairman and Manne Airaksinen as the Deputy Chairman of the Board of Directors. The mentioned persons have given their consent to their election.

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers, a firm of authorised public accountants certified by the Central Chamber of Commerce of Finland, be re-elected as the company's auditor.

## **Documents**

The proposals of the Board of Directors with their annexes and the Financial Statements shall be available for shareholders' review on the company's website at [www.talentum.fi](http://www.talentum.fi) as of March 20, 2008, and copies thereof shall be sent to a shareholder upon request.

## **Registration**

The shareholder willing to participate in the Annual General Meeting must notify the company's head office of the participation on March 25, 2008, at 4 p.m. at the latest, either in writing to the address Talentum Oyj, Osakerekisteri, PL 920, 00101 Helsinki, by telephone to the number 040 342 4388 or by email to the address [info@talentum.fi](mailto:info@talentum.fi). The notification must reach the company prior to the expiry of the registration period. The possible proxies are asked to be delivered in connection with the registration.

## **Participation**

A shareholder that has been entered into the company's shareholders' register held by Suomen Arvopaperikeskus Oy on March 17, 2008, at the latest, and that

has notified its participation in the Annual General Meeting in the manner set forth above, has the right to participate in the Annual General Meeting. Shareholders who hold their shares under a name of a nominee must contact their bank, broker or other custodian to be temporarily recorded in the Register of Shareholders by 17 March 2008 in order to participate in the Meeting.

Helsinki, February 11, 2008

TALENTUM OYJ

BOARD OF DIRECTORS

FURTHER INFORMATION

Lasse Rosengren, General Counsel, tel. + 358 (0)40 342 4204

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