

## NOTICE TO EXEL COMPOSITES PLC ANNUAL GENERAL MEETING

Notice is given to the shareholders of Exel Composites Plc to the Annual General Meeting of Shareholders to be held on Wednesday 31 March 2010 at 10.30 a.m. at Kansallissali, at the address of Aleksanterinkatu 44, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9.30 a.m.

A. Matters on the agenda of the Annual General Meeting and their course of procedure

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to review 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. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2009

Review by the Company's CEO

7. Adoption of the financial statements and consolidated financial statements
8. Resolution on the dispose of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that s dividend of EUR 0.25 per share be paid based on the adopted balance sheet for the financial year ended on 31 December 2009. The dividend will be paid to shareholders registered in the Company's shareholders' register maintained by the Euroclear Finland Ltd on the record date for dividend 7 April 2010. The dividend will be paid on 14 April 2010.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Resolution on the remuneration of the members of the Board of Directors

The Nomination Committee proposes that the annual remuneration for the Board members be unchanged, i.e. that the Chairman of the Board of Directors be paid a yearly remuneration of EUR 32,000 and additionally EUR 1,500 for attendance at Board and committee meetings and other similar Board assignments and the other Board members be paid a yearly remuneration of EUR 14,000 and additionally EUR 1,000 for attendance at Board and committee meetings and other similar Board assignments. The Nomination Committee also proposes that travel expenses and other out-of-pocket expenses arising from the Board work be compensated in accordance with the Company's established practice and travel rules.

11. Resolution on the number of members of the Board of Directors

The Nomination Committee proposes to the Annual General Meeting that five (5) members be elected to the Board of Directors.

## 12. Election of members of the Board of Directors

The Nomination Committee proposes to the Annual General Meeting that the present members Peter Hofvenstam, Göran Jönsson, Vesa Kainu, Reima Kerttula and Heikki Mairinoja be re-elected as members of the Board of Directors for the term of office continuing until the end of next Annual General Meeting. All nominees have given their consent for the position.

The presentation of persons proposed for Exel Composites Plc's Board of Directors can be found on the Company's website at [www.exelcomposites.com](http://www.exelcomposites.com).

## 13. Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor's compensation be paid against an invoice as approved by the Company.

## 14. Election of auditor

The Board of Directors proposes that Ernst & Young Oy, certified by the Central Chamber of Commerce, be re-elected as an auditor of the Company for the term that will continue until the end of the next Annual General Meeting. The proposed auditor has given its consent for the election. Ernst & Young has announced Juha Hilmola, APA, to be the Auditor with principal responsibility.

## 15. Proposal by the Board of Directors to amend section 10 of the Articles of Association

The Board of Director proposes to the Annual general Meeting that section 10 of the Articles of Association be amended so that an invitation to a General Meeting be delivered to shareholders at the latest three (3) weeks before the Meeting, however, at least nine (9) days before the record date of the Meeting by publishing the invitation on the Company's website or dispatching it to each shareholder by registered mail to the address entered in the shareholders' register or otherwise verifiably in writing.

## 16. Authorizing the Board of Directors to decide on the acquisition of the Company's own shares

The Board of Directors proposes that the Annual General Meeting would resolve on authorizing the Board of Directors to decide on the acquisition of a maximum of 600,000 Company's own shares. The authorization shall also contain an entitlement for the Board of Directors to accept the Company's own shares as pledge.

Own shares shall be acquired with unrestricted equity either through a tender offer made to all the shareholders on equal terms and for an equal price determined by the Board of Directors; or other than in proportion to the holdings of the shareholders, if the Company has a weighty financial reason to do so. The shares shall be acquired through public trading of the securities on the NASDAQ OMX Helsinki Ltd. at the market price of the shares by the time of the acquisition.

The shares may be acquired to be used as consideration in possible mergers and acquisitions or other business arrangements, to finance investments, as a part of the Company's incentive program for personnel or to be retained, conveyed or cancelled by the Company.

The authorization entitles the Board of Directors to decide on other terms of the share acquisitions. The share acquisition authorization is valid until the next Annual General Meeting and it revokes the share acquisition authorization given by the Annual General Meeting on 16 April 2009.

17. Authorizing the Board of Directors to decide on the share issue and special rights, option rights and/or convertible bonds

The Board of Directors proposes that the Annual General Meeting would resolve on authorizing the Board of Directors to decide to issue a maximum of 2,400,000 new shares and/or convey a maximum of 600,000 Company's own shares against payment. By virtue of the authorization, the Board of Directors also has the right to grant option rights, convertible bonds and/or special rights referred to in Chapter 10, Section 1 of the Companies Act, which entitle to new shares or the Company's own shares against payment in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to set off the subscription price.

New shares may be issued and/or the Company's own shares may be conveyed to the Company's shareholders in proportion to their current shareholdings in the Company or by waiving the shareholder's pre-emption right, through a directed share issue if the Company has a weighty financial reason to do so such as using the shares as consideration in possible mergers and acquisitions and other business arrangements, to finance investments or as a part of the Company's incentive program for personnel.

The amount payable for issued new shares or conveyed own shares shall be either entirely or partially entered into the invested unrestricted equity fund as to be decided by the Board of Directors.

The authorization entitles the Board of Directors to decide on other terms of the share issues. The share issue authorization is valid until 31 March 2013 and it revokes the share issue authorization given by the Annual General Meeting on 16 April 2009.

18. Appointment of a Nomination Committee

The Board of Directors proposes that the Annual General Meeting shall resolve to appoint a Nomination Committee to prepare proposals concerning Board members and their remunerations for the following Annual General Meeting. The Nomination Committee would consist of the representatives of the four largest shareholders and of the Chairman of the Board of Directors, acting as an expert member. The shareholders whose share of the total votes of all the shares of the Company is largest on the 1st day of November preceding the Annual General Meeting would have the right to appoint the members representing the shareholders. Should a shareholder not wish to use its right to nominate, this right would be passed on to the next largest shareholder. The largest shareholders would be determined on the basis of the ownership information registered in the book-entry system.

The Nomination Committee would be convened by the Chairman of the Board of Directors, and the Committee would choose a chairman from among its own members.

The Nomination Committee should give its proposal to the Board of Directors of the Company at the latest by 15th of February preceding the Annual General Meeting.

19. Closing of the Annual General Meeting

B. Documents of the Annual General Meeting

The proposals of the Board of Directors as well as this notice are available on Exel Composites Plc's website at [www.exelcomposites.com](http://www.exelcomposites.com). The annual report of Exel Composites Plc, including the Company's financial statement, consolidated financial statements, the report of the Board of Directors and the auditor's

report, is available on the above-mentioned website no later than 10 March 2010. The proposals of the Board of Directors as well as the financial statements are also available at the Annual General Meeting, and copies of these documents and/or of this notice will be sent to shareholders upon request. The minutes of the Meeting will be available on the above-mentioned website as from 14 April 2010.

## B. Instructions for the participants in the Annual General Meeting

### 1. The right to participate and registration

Each shareholder, who is registered on Friday 19 March 2010 in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the Annual 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 Annual General Meeting, should register for the meeting no later than Wednesday 24 March 2010 at 4 p.m. by giving a prior notice of participation to the Company. Such notice can be given either:

- a) on the Company's website [www.exelcomposites.com/agm](http://www.exelcomposites.com/agm);
- b) by email to [investor@exelcomposites.com](mailto:investor@exelcomposites.com);
- c) by telephone at +358 20 7541 221 from Mondays to Fridays between 9 a.m. and 4 p.m.;
- c) by telefax +358 20 7541 202; or
- d) by regular mail to the address Exel Composites Plc, P.O. Box 29, 52701 Mäntyharju, Finland. When giving the notice by regular mail the notice should be delivered to the Company before the deadline for registration.

In connection with the registration, a shareholder should notify his/her name, address, telephone number and the name of a possible assistant or authorized representative and the personal identification number of the authorized representative. The personal data given to Exel Composites Plc is used only in connection with the Annual General Meeting and with processing of related registrations.

Pursuant to chapter 5, section 25 of the Finnish Company's Act, a shareholder who is present at the shareholders' meeting has the right to request information with respect to the matters to be considered at the meeting.

### 2. Authorized representatives

A shareholder may participate in the Annual General Meeting via an authorized representative.

A representative shall produce a dated authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the general meeting by means of several representatives representing the shareholder with shares at different securities accounts, the shares by which each representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible power of attorneys should be delivered in originals to Exel Composites Plc, P.O. Box 29, 52701 Mäntyharju, Finland 24 March 2010 at the latest.

### 3. Holders of nominee registered shares

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of authorization documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the general meeting, to be temporarily entered in the shareholders' register of the Company at the latest on Friday 26 March 2010 at 10.00 a.m.

#### 4. Other information

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Exel Composites Plc is 11.896.843

In Vantaa, on 4th day of March 2010

EXEL COMPOSITES PLC  
The Board of Directors

#### Further information:

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