

**ANNUAL GENERAL MEETING**

**Time** 11.00 a.m. on Friday, 14 March 2008

**Place** Finnish National Opera, Helsinginkatu 58, 00260 Helsinki

**Present** The shareholders detailed in Appendix 1 of these minutes, representing 160,269,360 shares and votes.

**1 Opening of the meeting**

The meeting was opened by the Chairman of the Board, Mr. Timo Peltola.

The opera singer Jyrki Anttila gave a brief performance prior to the start of the meeting to mark Neste Oil Corporation's 60<sup>th</sup> anniversary.

**2 Election of the Chairman and the announcement of the Secretary**

It was decided to elect Mr. Pekka Merilampi to chair the meeting.

The Chairman invited the Company's General Counsel, Mr. Matti Hautakangas, to act as the meeting's Secretary.

**3 List of votes**

The meeting's list of votes was confirmed as being in accordance with that presented in the relevant appendix, which was attached to the minutes as Appendix 2.

**4 Election of the Examiners of the Minutes and Voting Supervisors**

It was decided to elect Mr. Antti Turunen and Ms. Marianne Tikka as Examiners of the Minutes.

It was decided to elect Ms. Tuula Korhonen and Mr. Jukka Järvelä as Voting Supervisors.

**5 Constitution of a quorum**

It was stated that the Annual General Meeting had been convened in accordance with Article 11 of the Company's Articles of Association by publishing an invitation authorized by the Board of Directors in Helsingin Sanomat and Kauppalehti on 14 February 2008 (Appendices 3 and 4).

It was confirmed that the meeting had been convened and represented a quorum in accordance with the Articles of Association and Finland's Companies Act.

**6 Presentation of the Company's Financial Statements and Consolidated Financial Statements, Annual Report, Auditors' Report, and Statement by the Supervisory Board for 2007**

The Company's Financial Statements and Consolidated Financial Statements and Annual Report for the 2007 financial year were presented (Appendix 5).

It was confirmed that copies of the documents relating to the Financial Statements and the Annual Report had been available for consultation by shareholders at the Company's Head Office from 28 February 2008 onwards. The Company's printed Annual Report for 2007 was published on 27 February 2008, since when it has been available for consultation at the Company's Web site. The original Financial Statements and Annual Report were also available at the meeting.

President & CEO Risto Rinne presented a review of the Company's operations and accounts for the 2007 financial year.

The Auditors' Report for the 2007 financial year was also presented (Appendix 6).

A statement by the Supervisory Board on the Financial Statements, the Annual Report, and the Auditors' Report was presented to participants (Appendix 7).

**7 Adoption of the Financial Statements and Consolidated Financial Statements**

It was decided to adopt the Company's Financial Statements and Consolidated Financial Statements for the financial year ending 31 December 2007.

It was noted that a foreign shareholder represented by Nordea Pankki Suomi Oyj and accounting for 8,405 votes opposed adoption of the Financial Statements, and that foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 13,526 votes also opposed their adoption, while other foreign shareholders accounting for 1,120,863 votes withheld their vote. The shareholders concerned did not call for a general vote and only requested that their views be entered in the meeting's minutes (Appendices 8-9).

**8 Distribution of profit for the year**

It was stated that the Board proposed paying a dividend of €1.00 per share, equivalent to a total of €256 million, and allocating the remainder of distributable funds to retained earnings.

It was decided, in accordance with the Board's proposal, to pay a dividend of €1.00 per share for 2007 and make payment to all shareholders included in the register of shareholders maintained by the Finnish Central Securities Depository on the record date set for payment, which shall be 19 March 2008. Payment will be made on Friday, 28 March 2008.

**9 Discharging the members of the Supervisory Board and the Board of Directors and the President & CEO from liability for 2007**

It was stated that the Auditors in their report had recommended discharging the members of the Supervisory Board and the Board of Directors and the President & CEO from liability for 2007.

It was noted that various foreign shareholders represented by Nordea Pankki Suomi Oyj accounting for 19,336 votes opposed discharging the members of the Supervisory Board and the Board of Directors and the President & CEO from liability, as did various other foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 11,209 votes, while other foreign shareholders represented by the same bank and accounting for 1,004,616 votes withheld their vote. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the subject. They requested that their opposition be entered in the minutes, however (Appendices 8 and 9).

It was also noted that shareholder Pekka Jaakkola opposed discharging the members of the Supervisory Board from liability, but did not call for a vote.

The meeting decided to discharge the members of the Supervisory Board and the Board of Directors and the President & CEO from liability for 2007.

**10 Remuneration of the Supervisory Board, the Board of Directors, and the Auditors**

The current remuneration paid to members of the Supervisory Board and the Board of Directors was confirmed to participants.

Mr. Jarmo Väisänen of the State Ownership Steering Department of the Prime Minister's Office proposed that the remuneration and expenses payable to the Supervisory Board should remain unchanged, in other words that the Chairman should be paid €1,000 per month, the Vice Chairman €600 per month, and members €500

per month, together with €200 per meeting; and that travel costs should be paid in accordance with the Company's travel policy.

The meeting decided to approve Mr. Väisänen's proposal.

It was also decided, on the basis of a proposal by Mr. Väisänen, that the Chairman of the Board of Directors should be paid €66,000 a year, the Vice Chairman €49,200 a year, and members €35,400 a year. A payment of €600 per meeting will also be made, and the same sum to those attending the Board's committee meetings. A payment of double this, or €1,200 per meeting, shall be made to Board members living outside Finland. Travel costs shall be reimbursed in accordance with the Company's travel policy

It was noted that various foreign shareholders represented by Nordea Pankki Suomi Oyj and accounting for 2,788,180 votes opposed the above proposals, while foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 5,413,896 votes opposed the remunerations proposals covering the Supervisory Board and others accounting for 246,299 votes withheld their vote, while others accounting for 5,421,481 votes opposed the proposals covering the Board, and others accounting for 246,299 votes withheld their vote. The shareholders concerned did not present a counter-proposal and did not call for a general vote, although they did request their opposition to be entered in the minutes (Appendices 8 and 9).

It was also noted that shareholders George Jauhiainen and Pekka Jaakkola opposed the proposal made by Mr. Jarmo Väisänen and proposed instead that the remuneration paid to the Board should remain unchanged. Neither called for a general vote on the matter, however.

It was decided that the Auditors' fees should be paid as invoiced.

It was noted that various foreign shareholders represented by Nordea Pankki Suomi Oyj accounting for 2,788,180 votes opposed payment of the Auditors' fees in this way, as did foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 5,421,481 votes, while others accounting for 246,299 votes withheld their vote. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 8 and 9).

## 11

### **The number of members of the Supervisory Board**

It was stated that, according to Article 4 of the Company's Articles of Association, the Supervisory Board shall comprise a minimum of six members and a maximum of 12. The current Supervisory Board has eight members.

On the basis of a proposal by Mr. Jarmo Väisänen, it was decided that the Supervisory Board shall comprise a Chairman, and Vice Chairman, and six other members.

It was noted that foreign shareholders represented by Skandinaviska Enskilda Banken AB and accounting for 7,585 votes opposed the proposal by the State of Finland, as did foreign shareholders represented by Svenska Handelsbanken AB accounting for 390,619 votes. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 9 and 10).

## **12 Election of the Chairman, Vice Chairman, and members of the Supervisory Board**

Participants were reminded that the Annual General Meeting is responsible for electing the Chairman, Vice Chairman, and members of the Supervisory Board. The period of office of members ends at the conclusion of the next General Meeting of Shareholders. A person over the age of 68 cannot be elected to the Supervisory Board.

The membership of the Supervisory Board up until the current meeting was confirmed as having been as follows: Mr. Klaus Hellberg (Chairman), Mr. Markku Laukkanen (Vice Chairman), Mr. Mikael Forss, Ms. Heidi Hautala, Ms. Satu Lähteenmäki, Ms. Marjo Matikainen-Kallström, Mr. Markus Mustajärvi, and Ms. Jutta Urpilainen.

In his capacity as representative of the State of Finland, Mr. Jarmo Väisänen proposed that the following should be elected to the Supervisory Board: Ms. Heidi Hautala as Chairman, Mr. Hannes Manninen as Vice Chairman, and Mr. Esko Ahonen, Mr. Mikael Forss, Mr. Timo Heinonen, Mr. Markus Mustajärvi, Ms. Jutta Urpilainen, and Ms. Anne-Mari Virolainen.

The meeting decided to approve Mr. Jarmo Väisänen's proposal and elected the above persons as Chairman, Vice Chairman, and members of the Supervisory Board.

It was confirmed that all the people concerned had provided written agreement to their election in advance.

It was noted that various foreign shareholders represented by Nordea Pankki Suomi Oyj accounting for 693,297 votes opposed the State's proposed Chairman, Vice Chairman, and members, as did a foreign shareholder represented by Svenska Handelsbanken AB accounting for 63,975 votes and foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 346,590 votes,

while others accounting for 1,052,843 votes withheld their vote. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 8-10).

**13 The number of members of the Board of Directors**

It was stated that, under Article 5 of the Company's Articles of Association, the Board of Directors shall comprise a minimum of five members and a maximum of eight. The current Board has eight members.

It was further stated that the AGM Nomination Committee had proposed confirming membership of the Board at eight.

The meeting decided to approve membership of the Board at eight.

It was noted that foreign shareholders represented by Svenska Handelsbanken AB accounting for 390,619 votes opposed the Nomination Committee's proposal. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendix 10).

**14 Election of the Chairman, Vice Chairman, and members of the Board of Directors**

It was stated that, under Article 5 of the Company's Articles of Association, the Chairman of the Board of Directors, the Vice Chairman, and the members shall be elected by the Annual General Meeting. The period of office of members ends at the conclusion of the next General Meeting of Shareholders. A person over the age of 68 cannot be elected to the Board.

It was decided, in accordance with a proposal by the AGM Nomination Committee, to re-elect Mr. Timo Peltola as Chairman and Mr. Mikael von Frenckell as Vice Chairman, and Ms. Ainomaija Haarla, Ms. Nina Linander, Mr. Antti Tanskanen, and Ms. Maarit Toivanen-Koivisto as members. Mr. Markku Tapio was elected as a new member.

It was confirmed that all the people concerned had provided written agreement to their election in advance.

It was noted that shareholder Erkki Rissanen opposed the election of Mr. Markku Tapio, although he did not call for a vote on the matter.

It was noted that various foreign shareholders represented by Nordea Pankki Suomi Oyj accounting for 343,355 votes opposed the Nomination Committee's proposal, as did a foreign shareholder represented by Skandinaviska Enskilda Banken AB accounting for

33,272 votes. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 8 and 9).

## **15 Election of the Auditor**

It was stated that, under Article 10 of the Company's Articles of Association, the Company shall have one auditor from a company of authorized public accountants approved by Finland's Central Chamber of Commerce. The period of office of the auditor shall end at the conclusion of the next General Meeting of Shareholders.

It was stated that Ernst & Young Oy have acted as the Company's Auditor, with Authorized Public Account Anna-Maija Simola as Senior Auditor.

On the recommendation of the Audit Committee, the Board proposed that Ernst & Young should be reappointed as the Company's Auditor.

The meeting decided, on the recommendation of the Audit Committee and the Board, to appoint Ernst & Young Oy as the Company's Auditor.

It was confirmed that the Auditor had provided written agreement to their appointment in advance.

It was noted that a foreign shareholder represented by Nordea Pankki Suomi Oyj accounting for 8,405 votes opposed the Board's proposal concerning the appointment of the Company's Auditor, as did foreign shareholders represented by Svenska Handelsbanken AB accounting for 390,619 votes and a foreign shareholder represented by Skandinaviska Enskilda Banken AB accounting for 115 votes. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 8-10).

## **16 Proposal by the State of Finland to establish an AGM Nomination Committee**

It was stated that the Prime Minister's Office, representing the Finnish State, had proposed that the AGM establish a Nomination Committee to prepare proposals covering the members of the Board of Directors and their remuneration for consideration by the next AGM. The proposal was included in its entirety in the invitation to the meeting.

The proposal indicated that the Nomination Committee should comprise the Chairman of the Board, as an expert member, together with representatives of the company's three largest shareholders. The right to appoint the shareholder representatives on this Committee will

lie with the three shareholders holding the largest number of votes associated with all the company's shares on 3 November preceding the AGM.

In the event that a shareholder does not wish to exercise his right to appoint a representative, it was proposed that this right shall pass to the next-largest shareholder. The company's largest shareholders shall be determined on the basis of the information on holdings registered in the book-entry system, with the proviso that the holdings of a shareholder required under securities legislation to flag certain changes in his holdings, and with shares spread across a number of funds, for example, shall be combined if the shareholder informs the company of his wishes to this effect in writing by 31 October 2008.

Under the proposal, the Chairman of the Board of Directors shall be responsible for convening the Committee, and the Committee's members will appoint a Chairman from among themselves. The Nominations Committee will present their proposal to the Board of Directors by 2 February prior to the AGM at the latest.

It was decided, in accordance with the State of Finland's proposal, to appoint a Nomination Committee to prepare proposals covering the members of the Board of Directors and their remuneration for consideration by the next AGM.

It was noted that foreign shareholders represented by Nordea Pankki Suomi Oyj accounting for 3,576,313 votes opposed the State of Finland's proposal to appoint a Nomination Committee, as did foreign shareholders represented by Svenska Handelsbanken AB accounting for 3,974,034 votes and foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 6,905,790 votes, while others represented by the same bank accounting for 144,646 votes withheld their vote. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 8-10).

#### **17 Proposal by shareholder George Jauhiainen to abolish the Supervisory Board**

It was stated that shareholder George Jauhiainen had forwarded a proposal to the Company calling for the abolishment of the Supervisory Board (Appendix 11).

George Jauhiainen repeated his proposal at the meeting and called for a vote to be taken on the subject in the event that the proposal was not approved unanimously.

It was noted that foreign shareholders represented by Nordea Pankki Suomi Oyj accounting for 5,640,889 votes opposed Mr. George



Jauhiainen's proposal to abolish the Supervisory Board, as did foreign shareholders represented by Svenska Handelsbanken AB accounting for 410,682 votes and foreign shareholders represented by Skandinaviska Enskilda Banken AB accounting for 9,096,705 votes, while others represented by the same bank accounting for 107,603 votes withheld their vote. The shareholders concerned did not present a counter-proposal and did not call for a general vote on the question, although they did request their opposition to be entered in the minutes (Appendices 8-10).

Mr. Jarmo Väisänen, representing the State of Finland, said that the State continued to consider the Supervisory Board necessary and therefore opposed Mr. George Jauhiainen's proposal.

A vote was taken on the matter. A total of 159,205,952 votes were cast, of which 10,206,217 votes were in favor of Mr. Jauhiainen's proposal (6.41%) and 148,999,735 opposed the proposal (93.59%) (Appendix 12).

It was noted that Mr. Jauhiainen's proposal was therefore rejected on the basis of the vote.

## **18 Minutes of the meeting**

It was stated that the minutes of the meeting will be available for consultation by shareholders in two weeks' time at the Company's Head Office at Keilaranta 21, 02150 Espoo.

## **19 Conclusion of the meeting**

It was stated that the matters on the agenda had been discussed, and the Chairman declared the meeting closed.

In fidem:

Pekka Merilampi  
Chairman

Matti Hautakangas  
Secretary

Reviewed and approved:

Antti Turunen  
Examiner of the Minutes

Marianne Tikka  
Examiner of the Minutes