



WULFF-GROUP PLC: THE BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING ON APRIL 23, 2010.

AMENDMENT THE ARTICLES OF ASSOCIATION

The Board of Directors proposes to the Annual General Meeting that the first paragraph of the 9 § will be amended due to a change in the legislation. The new article will state that the invitations to the General Meetings are delivered at least 21 days prior to the General Meeting, but not later than nine days before the General Meeting record date.

The proposed new 9 §:

“The invitations to the General Meetings are delivered to the shareholders at the earliest two months and not later than 21 days prior to the General Meeting, but not later than nine days before the General Meeting record date, by publishing the invitation in at least one newspaper specified by the Board of Directors or by submitting the invitation in writing to each shareholder to the address indicated in the list of shareholders.

To be entitled to participate in a General Meeting, the shareholder shall notify the company of participation by the date indicated in the invitation, which may be at the earliest five days before the meeting.

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

The Board of Directors proposes that the Annual General Meeting shall authorize the Board of Directors to resolve on the acquisition of maximum 300 000 own shares. The authorization is effective until the next Annual General Meeting. The authorization encompasses the acquisitions of the own shares through the public trading arranged by NASDAQ OMX Helsinki Oy in pursuance of its rules or through a purchase offer made to the shareholders. The consideration paid for the acquired shares must be based on the market price. To carry out treasury share acquisitions, derivative, stock loan and other agreements may be made on the capital market in accordance with the relevant laws and regulations.

The authorization entitles the Board of Directors to deviate from the pre-emptive rights of shareholders (directed acquisition) in accordance with the law. The company can acquire treasury shares to carry out acquisitions or other business-related arrangements, to improve the company's capital structure, to support the implementation of the company's incentive scheme or to be cancelled or disposed of. The Board of Directors has the right to decide on other matters related to the acquisition of treasury shares.

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND THE SPECIAL ENTITLEMENT OF THE SHARES

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on the issue of new shares, disposal of treasury shares and/or the issue of special rights referred to in Chapter 10, Section 1 of the Companies Act in the following way:

The Board of Directors proposes that the authorisation entitle the Board to issue a maximum of 1,300,000 shares based on a single decision or several decisions. This maximum number encompasses the share issue and the shares issued on the basis of special rights. The proposed maximum number of shares is

approximately 20% of the company's currently outstanding stock. The share issue may be subject to or exempt from fees and may be carried out for the company itself as provided in the law.

The Board proposes that the authorisation remain in force until the next Annual General Meeting. The authorisation entitles the Board to deviate from shareholders' pre-emptive rights as provided in the law (private placement). The authorisation can be used to carry out acquisitions or other business-related arrangements, to finance investments, to improve the company's capital structure, to support the implementation of the company's incentive scheme or for other purposes as decided by the Board.

The Board proposes that the authorisation include the right to decide on the way in which the subscription price is entered in the company's balance sheet. The subscription price can be paid in cash or as a non-cash contribution, either partly or in full, or by offsetting the subscription price with a receivable of the subscriber. The Board of Directors has the right to decide on other matters related to the share issue.

In Vantaa on March 22, 2010

WULFF-GROUP PLC
BOARD OF DIRECTORS