

BENEFON OYJ ANNUAL GENERAL MEETING

The Board of Directors of Benefon Oyj ("Benefon" or the "Company") has decided to convene the Annual General Meeting of the Shareholders on Monday, April 16, 2007 at 13.00. The Annual General Meeting shall be held in "Sininen Talo", at the address Rummunlyöjankatu 2, 24100 Salo. The names of the notified shareholders will be checked and the voting tickets issued beginning at 12.00.

The following matters shall be handled in the meeting:

- 1. Matters belonging to the Annual General Meeting according to Article 14 of the Company's Articles of Association and Chapter 5 Article 3 of the Companies' Act.**
- 2. Accepting the purchase of GeoSolutions B.V. and authorization of the Board of Directors' to decide on increase of share capital.**

By virtue of a share exchange agreement signed on March 23rd, 2007 between the Company and GeoHolding B.V, the Company has agreed to purchase the entire share capital of a company called GeoSolutions B.V ("GeoSolutions") from GeoHolding B.V. A directed share issue of the Company's investment series shares to GeoHolding B.V is agreed as a part of the purchase price, provided that the conditions for closing the acquisition are met and the transaction is concluded.

The Board of Directors of the Company has handled and accepted the share exchange agreement in its meeting of March 23rd, 2007 and decided to propose that the Annual General Meeting would confirm the acquisition of GeoSolutions pursuant to the share exchange agreement by authorizing the Board of Directors to decide on directed share issue and issuance of option rights relating to the acquisition and the terms and conditions thereof. The maximum amount of new investment series shares to be issued with respect to the acquisition contemplated herein shall be 40,250,000 and the Company's share capital shall increase by maximum of EUR 402,500 for the initial acquisition. According to the share exchange agreement the Company is obliged to issue additional shares if GeoSolutions achieves a certain performance target in accordance with the share exchange agreement. The additional shares shall be issued by virtue of authorization below.

Additionally the Board of Directors proposes that the Annual General Meeting would decide to grant an authorization to the Board of Directors to decide on the increase of the Company's share capital by at maximum aggregate amount of EUR 1,500,000 and on issue of new investment series shares, option rights or specific rights which give entitlement to shares as defined in Chapter 10 Article 1 of the Finnish Companies Act in one or more installments such that the maximum number of new investment series shares issued is 150,000,000. The authorization would entitle the Board of Directors to deviate from the pre-emptive right of shareholders and also accept set-off or other consideration in kind as a payment for the shares, option rights or specific rights. The Board of Directors would have the right to decide the terms of any issue by virtue of the authorization for all other parts.

As a conclusion the total amount of new investment series shares to be issued by virtue of the authorization, shall be 190,250,000, composed as proposed above. The authorization would be valid for two (2) years from the date of the Annual General Meeting.

The Board also proposes that the current authorization granted by the Extraordinary General Meeting of February 1st, 2007 is at the same cancelled for the then unused part.

The main terms and conditions of the acquisition are as follows:

The purchase price consists of two parts. Initially the Company purchases the entire share capital of GeoSolutions from GeoHolding B.V. valued at EUR 6,000,000 in exchange for the Company's 30,000,000 new investment series shares to be issued ("Shares") by the Board of Directors by virtue of authorization and directed to GeoHolding B.V. The value of contribution in kind paid against the Shares shall correspond to the value of Shares in the directed share issue. The valuation is based on the terms and conditions of the share exchange agreement, the Board of Directors report concerning the valuation principles and the statement by an auditor of such report.

As an essential part of the share exchange agreement the Company has also agreed to adopt new option right programs and to issue a maximum of 10,250,000 new option rights each option right entitling to subscribe one (1) new investments series share. The option rights under the said option programs shall be subscribed by the senior management, members of the board of directors and key employees of GeoSolutions as specified by the share exchange agreement. The issue of option rights will deviate from the pre-emptive subscription rights of the shareholders. The reason for deviating from the pre-emptive subscription right of the shareholders is that the option rights are essential part of the share exchange agreement with GeoHolding B.V.

In addition as the other part of the purchase price the Company shall issue additional shares to GeoHolding B.V. provided that certain agreed targets or arrangements are met within the first year.

3. Amendment of the management agreement with Octagon Consulting Limited

The Annual General Meeting May 24th, 2006 has confirmed the management agreement entered into with Octagon Consulting Limited which secures commitment of certain key resources of Octagon Consulting Limited to provide management and business development services for the Company. The Board of Directors has decided and accepted in its meeting to amend the management agreement to include special projects such as mergers, acquisitions and divisions. However, due to a fact that the Chairman of the Board Brian Katzen and member of the Board Jeffrey Crevoiserat are both also beneficial owners of Octagon Consulting Limited the Board of Directors has deemed it appropriate bring the amendment to Annual General Meeting for confirmation.

Documents on view

Copies of the documents concerning the financial statements and the proposals of the Board of Directors are available for shareholders to view from April 9th, 2007 onwards at the Company head office in Salo, at the address Meriniitynkatu 11, 24100 Salo, Finland. The Company shall provide copies of the said documents to shareholders upon request against reimbursement of reasonable copying and delivery costs.

Right to participate

Shareholder, who has been registered in the Company's shareholder register, maintained by the Finnish Central Securities Depository Ltd, on April 6th, 2007 has the right to participate in the Annual General Meeting. In order to attend the Meeting, shareholders who hold their shares under a name of a nominee must contact their custodian to be temporarily recorded in the shareholder register. The recording must be made effective no later than April 6th, 2007.

Notice of participation

Shareholder that wishes to participate in the Annual General Meeting must notify his/her participation by April 12th, 2007 at 16.00 at the latest to Company's head office by telephone +358-2-77400 (Minna Suokas), by telefax at +358-2-7332633, in writing to Benefon Oyj, PL 84, 24101 Salo, Finland, or by email to minna.suokas@benefon.fi. Proxies are requested to be delivered by the end of the above registration period.

Salo, March 23rd, 2007

BENEFON OYJ
Board of Directors

For more information, please contact:
Tomi Raita, CEO, tel. +358-2-77400
www.benefon.com

Distribution:
Nordic Exchange
Principal news media