



19 February 2009

PROPOSAL ON AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE SHARE ISSUE AND THE ISSUANCE OF OPTION RIGHTS, CONVERTIBLE BONDS AND/OR SPECIAL RIGHTS

The Board of Directors proposes to the Annual General Meeting to be held on 2 April 2009 that the Board of Directors be authorised to decide on the issue of new shares and the conveyance of the Company's own shares and to grant special rights referred to in Chapter 10, section 1 of the Companies Act, on the following terms and conditions:

Maximum number of shares

The Board is entitled to decide on the issue of a maximum of 21.739.465 new shares and on the conveyance of a maximum of 10.869.732 own shares held by the Company.

Special rights

By virtue of the authorisation, 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.

Share issue

New shares may be issued and own shares may be conveyed against payment.

Shareholder's pre-emption right and directed share issue

New shares may be issued and own shares may be conveyed:

- to the Company's shareholders in proportion to their current shareholdings in the Company; or
- waiving the shareholder's pre-emption right, through a directed share issue or conveyance 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 or to finance investments.

Recognition of the subscription price

The Board of Directors has the right to decide that the amount payable for issued new shares or conveyed own shares shall be either entirely or partially entered into the invested unrestricted equity fund.



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Other terms and period of validity

The Board of Directors shall decide on other terms of the share issue.

The share issue authorisation is valid for one year from the decision of the Annual General Meeting.

Vantaa, 19 February 2009

Ramirent Plc
The Board of Directors