1 November, 2004

KONE Board Signs Demerger Plan

KONE Corporation's board of directors have on 1 November, 2004 signed the demerger plan regarding demerging KONE into two corporations. The complete demerger plan is enclosed in this release.

The demerger plan includes proposals regarding, among other, the following issues:

- the corporate names of the recipient corporations, their Articles of Association, boards, auditors and share capital
- consideration shares for KONE shareholders
- exchange of KONE 2004 option rights for corresponding option rights in the recipient corporations
- the division of the demerging parent company's assets and liabilities between the parent companies of the new corporations.

A demerger prospectus will be disclosed on 9 December, 2004. This prospectus will include descriptions of the new corporations' operations, their balance sheets, historical pro forma financial information and other details concerning the demerger. A shareholders' meeting will on 17 December, 2004 decide on the demerger.

In addition to the demerger plan, KONE will on 1 November, 2004 publish an invitation to a shareholders' meeting, and a release concerning the affect of the proposed demerger and extension of the accounting period on the KONE 2004 option rights.

Aventum Partners is KONE's financial advisor and lead manager of the demerger in Finland, and Castrén & Snellman Attorneys Ltd is it's legal advisor.

Sender:

KONE Corporation

Tapio Hakakari Director, secretary to the Board of Directors Corporate Communications & IR Minna Mars Senior Vice President,

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KONE Corporation's demerger plan

1. Demerger

The Board of Directors of KONE Corporation ("KONE") proposes a demerger of KONE by transfer of all its assets and liabilities without a liquidation procedure to two public limited corporations (Oyj) to be established and by dissolution of KONE. It is proposed that the two new corporations to be established will be named KONE Corporation ("New KONE") and Cargotec Corporation ("Cargotec").

The demerger will be carried out in accordance with the regulations of Chapter 14 a of the Finnish Companies Act and Chapter 52 c § of the Business Income Tax Act.

As consideration for their shares in KONE ("Consideration) the shareholders of KONE will receive, in proportion to their existing shareholding, shares in the new corporations. The shares in the new corporations will be divided into class A and class B shares.

Following approval of the demerger plan, the demerging corporation's Shareholders' Meeting will establish the new corporations and approve the proposed Articles of Association, respectively, for them, as well as elect a Board of Directors and auditors for the new corporations, and finally decide on remunerations for their Board members and auditors. Furthermore, the Shareholders' Meeting will decide to offer the option holders of KONE option rights of the receiving corporations on corresponding conditions.

2. Demerging Corporation

Corporate name:	Kone Corporation
Corporate ID:	0110139-9
Address:	PO Box 8, 00331 Helsinki / Kartanontie 1, 00300 Helsinki
Domicile:	Helsinki

3. Recipient Corporations to be Established

Corporate name:	KONE Corporation
Address:	PO Box 8, 00331 Helsinki / Kartanontie 1, 00300 Helsinki
Domicile:	Helsinki
Corporate name:	Cargotec Corporation
Address:	PO Box 61, 00501 Helsinki / Sörnäisten rantatie 23, 00500 Helsinki
Domicile:	Helsinki

4. Proposal for Articles of Association of the New Corporations

The proposed new Articles of Association of New KONE and Cargotec are attached hereto as <u>Appendices 1 and 2</u>.

5. Board of Directors and Auditors for the New Corporations

5.1 Appointment and Remuneration of the Board of Directors and Auditors of the New KONE

According to the proposed Articles of Association for New KONE, the Board of Directors will consist of a minimum of five (5) and a maximum of eight (8) board members and a maximum of three (3) deputy board members. According to the proposed Articles of Association, the term of the members ends at the next Annual General Shareholders' Meeting after the election.

The Board of Directors proposes to the Shareholders' Meeting to elect seven (7) members to New KONE's Board of Directors.

It is proposed to the Shareholders' Meeting that the following board members will be elected: Matti Alahuhta, Jean-Pierre Chauvarie, Antti Herlin, Sirkka Hämäläinen-Lindfors, Masayuki Shimono, Iiro Viinanen and Gerhard Wendt.

It is proposed to the Board of Directors of New KONE that it will promote the election of Antti Herlin as Chairman and Sirkka Hämäläinen-Lindfors as Vice Chairman and to appoint Manfred Eiden as Managing Director of New KONE, both nominations effective immediately upon the effective date of the demerger.

It is proposed to the Shareholders' Meeting that two auditors will be elected for the company. The proposed auditors are the authorized public accountants Jukka Ala-Mello and PricewaterhouseCoopers Ltd.

In case a board member resigns or is found legally incompetent before the effective date of the demerger the Shareholders' Meeting of the demerging corporation will hold a by-election. The demerging corporation's Shareholders' Meeting will also elect new auditors if necessary.

Proposed remunerations for the board members and auditors are as follows:

- A monthly remuneration of 4,000 euro for the Chairman, 3000 euro for the Deputy Chairman, and, respectively, 2,000 euro for the other board members, unless a board member is otherwise compensated by the corporation in his or her position as an employee or like.
- There will be no separate compensation for attendance at board meetings. Expenses are compensated against invoice.
- Auditors' fees are compensated against invoice.

5.2 Appointment and Remuneration of the Board of Directors and Auditors of Cargotec

According to the proposed Articles of Association of Cargotec, the Board of Directors will consist of a minimum of five (5) and a maximum of eight (8) board members and a maximum of three (3) deputy board members. The term of the members ends at the next Annual General Shareholders' Meeting after the election.

The Board of Directors proposes to the Shareholders' Meeting to elect seven (7) members to the corporation's Board of Directors.

It is proposed to the Shareholders' Meeting that the following board members will be elected: Matti Alahuhta, Jean-Pierre Chauvarie, Antti Herlin, Sirkka Hämäläinen-Lindfors, Masayuki Shimono, Iiro Viinanen and Gerhard Wendt.

It is proposed to the Board of Directors of Cargotec that it will promote the election of Antti Herlin as Chairman and Sirkka Hämäläinen-Lindfors as Vice Chairman and to appoint Carl-Gustaf Bergström as Managing Director of Cargotec, both nominations effective immediately upon the effective date of the demerger.

It is proposed to the Shareholders' Meeting that two auditors will be elected for the company. The proposed auditors are the authorized public accountants Jukka Ala-Mello and PricewaterhouseCoopers Ltd.

In case a board member resigns or is found legally incompetent before the effective date of the demerger the Shareholders' Meeting of the demerging corporation will hold a by-election. The demerging corporation's Shareholders' Meeting will also elect new auditors if necessary.

Proposed remunerations for the board members and auditors are as follows:

A monthly remuneration of 4,000 euro for the Chairman, 3000 euro for the Deputy Chairman, and, respectively, 2,000 euro for the other board members, unless a board member is otherwise compensated by the corporation in his or her the position as an employee or like.

There will be no separate compensation for attendance at board meetings. Expenses are compensated against invoice.

Auditors' fees are compensated against invoice.

6. Shareholders' Consideration and Time of Demerger

6.1 Determination of the Consideration

Shareholders of the demerging corporation are entitled to receive as Consideration shares in the recipient corporations as follows:

- Each class A share of KONE is entitled to one (1) class A share of New KONE and one (1) class A share of Cargotec.
- Each class B share of KONE is entitled to one (1) class B share of New KONE and one (1) class B share of Cargotec.

The nominal value of KONE Corporation's share is one (1) euro. The accounting par value of a share of New KONE is one (1) euro and a share of Cargotec one (1) euro.

Shareholders of KONE will receive the Consideration and in proportion to their existing shareholding. The ownership structure and the division of voting rights of New KONE and

Cargotec after the demerger will reflect the structure of the demerging corporation on the effective date of the demerger. The class A and class B shares differ from each other on the basis of the voting rights and the right to dividend connected to the shares. *6.2 Time of Demerger and Other Terms*

The Consideration is given on the effective date of the demerger.

The Consideration is distributed in the book-entry system so that the shares in KONE entered in its list of shareholders and in the book-entry accounts of its shareholders on the effective date of the demerger are converted into shares in New KONE and Cargotec on terms of trade determined in this demerger plan.

The shares in KONE the share certificates of which have not been entered into the book-entry system in connection with the transfer of the shares of KONE into the book-entry system are deposited in a joint book-entry account opened by the Finnish Central Securities Depositary.

There were 5,715 class B shares deposited in the joint book-entry account as per September 30, 2004. If a shareholder submits his or her share certificates for entry into the relevant book-entry register not later than seven (7) days before the effective date of the demerger

Consideration will be given when the shares have been registered in the book-entry system. The shareholder will receive as Consideration new shares in the proportion set out in this demerger plan and the new shares will be registered in the shareholder's book-entry account. If this is not possible, the shares will be converted in the joint book-entry account.

7. Holders of Option Rights

7.1 Option Program 2004

The Annual General Shareholders' Meeting of KONE held on February 27, 2004 approved the distribution of option rights. The Shareholders' Meeting granted 350,000 option rights divided into 180,000 class A option rights to be subscribed for by the key personnel and 170,000 class B option rights to be subscribed for by KONE's subsidiary Kone Capital Oy. In total 145,130 class A option rights were subscribed for. Kone Capital subscribed for all 170,000 class B option rights for further assignment to the key personnel of the corporation.

The option rights have been issued in the book-entry system and the class A option rights are listed on the main list of the Helsinki Stock Exchange as of April 1, 2004. The class B option rights will be listed on the main list of the Helsinki Stock Exchange approximately as of April 1, 2005.

According to the option program, one option right entitles to subscribe for three (3) class B shares in KONE (KONBS) for the price of 24.67 euro per share. A total of 435,390 shares can be subscribed for under the class A option rights and a total of 510,000 shares under the class B option rights. The subscription period of class A option rights is from April 1, 2004 to March 31, 2008 and of class B option rights from April 1, 2005 to March 31, 2009. The annual subscription period is from January 2 to November 30. The shares that have been subscribed for under the option rights are entitled to dividends for the financial period during which they

have been subscribed for. Other shareholder rights are effected upon registration of the increase of the share capital in the trade register.

By September 30, 2004 a total of 145,050 B shares in KONE have been subscribed for under the class A option rights. The remaining class A option rights entitle to the subscription of a total of 290,340 class B shares in KONE.

The terms of the option program allow KONE and its Board of Directors to offer, in case of a demerger, an exchange of option rights on the same terms which are applicable to the corporation's shares in a demerger. If the exchange of option rights of the demerging corporation into new corresponding option rights is offered, the clause on redemption of option rights in the Finnish Companies Act becomes inapplicable.

The terms of the option program are attached to this demerger plan as <u>Appendix 3</u>.

7.2 Exchange of Option Rights

The Board of Directors of KONE has decided to offer exchange of the existing option rights to the option holders as follows:

- Each class A option right of KONE can be exchanged into one (1) class A option right of New KONE and one (1) class A option right of Cargotec; and
- each class B option right of KONE can be exchanged into one (1) class B option right of New KONE and one (1) class B option right of Cargotec.

After the exchange the holder of a present option right is entitled to subscribe for three (3) class B shares in New KONE and three (3) class B shares in Cargotec. The current share subscription price of 24.67 euro in accordance with the prevailing option program will be divided on the basis of the market values of New KONE and Cargotec at the time of their listing. The market values will be calculated on the basis of the trade volume weighted average price of the first six (6) trading days of the New KONE and Cargotec, however so that the first trading day is excluded. If the shares are listed as planned on June 1, 2005, the average price and number of shares traded between June 2 and 8, 2005 will be used as calculation basis.

The terms of the new option programs are attached to this demerger plan as <u>Appendices 4 and 5</u>.

As stated in the terms of the option program, option holders do not have the right to demand redemption of option rights at a market price in accordance with Chapter 14 a, Section 3 of the Finnish Companies Act because option holders have been offered the exchange of existing options into new, equivalent ones.

7.3 Time of the Consideration and Other Terms

The conversion of option rights is to be carried out in the book-entry system.

8. Subordinated Loans (capital loans)

The demerging corporation has not issued any subordinated loans as defined in Chapter 14, 4 § 2 paragraph 4 of the Finnish Companies Act.

9. Repurchase and Use of KONE Corporation's Own Shares

On February 27, 2004 the Shareholders' Meeting of KONE authorized the Board of Directors to decide on the acquisition of KONE's own shares by using funds available for profit sharing so that on the basis of the authorization the Board of Directors can acquire a maximum number of 3,173,180 shares, divided into 476,304 class A shares and 2,696,876 class B shares, however, taking into consideration the provisions of the Finnish Companies Act regarding the maximum number of own shares held by the company. The authorization is in force until February 27, 2005.

KONE's own shares have been acquired to be used as payment in acquisitions or other arrangements or in restructuring the corporation's capital, in accordance with the resolution made by the Shareholders' Meeting. The Board of Directors has been authorized to decide to whom and how these shares are assigned.

The Board of Directors of KONE decided on March 22, 2004 to commence acquisition of its own shares on March 29, 2004. On the signing date of the demerger plan, KONE holds 2,696,876 class B shares, which equals to the maximum amount of class B shares authorized by the Shareholders' Meeting. Neither KONE nor any of its subsidiaries holds any class A shares. The aggregate nominal value of the corporation's own class B shares is 2,696,876 euro and their acquisition value as entered into the balance sheet is 116,438,150.21 euro.

The Shareholders' Meeting authorized the Board of Directors to decide to whom the corporation's own shares are assigned. The Board of Directors proposes to the Shareholders' Meeting that the decision concerning the use of the shares will be prolonged until the time of the execution of the demerger.

Any remaining unassigned own shares held by KONE at the time of the execution of the demerger will not entitle to Consideration in the demerger and will consequently become null and void.

10. Special Benefits and Rights upon Demerger

No special benefits or rights are granted to the demerging corporation's Board members, Managing Director or auditors or to an auditor acting as independent adviser mentioned below.

The independent expert is compensated against an approved invoice.

11. Proposal for the Division of Assets and Liabilities

11.1 Division of Assets and Liabilities

It is proposed that the assets and liabilities of KONE are divided between the new corporations as follows:

- Shares, assets and liabilities of the lift and escalator business are transferred to New KONE.
- Shares, assets and liabilities of the container and cargohandling business (Kalmar and Hiab) are transferred to Cargotec.

Based on this general rule, Cargotec will receive:

- the shares in the following companies: KONE Holding Sverige AB, Kone Cargotec Oy, Kalmar UK Holding AB and Partek Cargotec Holding Netherlands B.V., and all possible assets accrued from the companies after the signing of the demerger plan,
- credits outstanding and debts to companies belonging to the Cargotec business
- financial assets in accordance with <u>Appendix</u> 6,
- long-term debts as detailed in <u>Appendix 6</u> or the debts that have replaced these debts before the execution of the demerger,
- interest rate swaps related to the debts that will be transferred to Cargotec,
- pledges, liens and corresponding undertakings/commitments given as guarantee for the liabilities of the demerging corporation's business operations that will be transferred to Cargotec, and
- intellectual property pertaining to the business that will be transferred to Cargotec.

Other known assets and liabilities are transferred to New KONE. Also the registered auxiliary firm-names of KONE will be transferred to New KONE.

Assets unrelated to the aforementioned businesses are endeavored to be sold before the effective date of the demerger. The seller's liabilities possibly connected to these assets will be transferred to the recipient corporations in proportion to their market values at the time of the listing in a manner that will be explained below.

Division of assets and liabilities is detailed in <u>Appendix 6</u>. The division is based on KONE's interim accounts of September 30, 2004, however, so that the incorporation of the Finnish lift and escalator businesses into KONE Elevators Oy and KONE Industrial Oy executed on October 1, 2004 has been taken into account. Before the execution of the demerger the following measures with an effect on the balance sheet items to be transferred have been or will be taken:

- (i) Proposal to the Shareholders' meeting convening at the end of the current financial year to distribute dividends to shareholders of the demerging corporation, thereby decreasing the non-tied equity that will be transferred to New KONE;
- (ii) Potential assignment or nullification of the corporation's own shares;
- (iii) The merger of the subsidiary Tracfin Holding Oy into the demerging corporation, after which the shares in Consolis Oy Ab that KONE has received in the merger, will be transferred to Cargotec in the demerger; and
- (iv) The capital investments that will be made in the companies belonging to the Cargotec group in accordance with <u>Appendix 6</u> in order to make the own capital and other structure such that all the assets, debts and liabilities connected to the container and cargo-handling business can be transferred to Cargotec or companies belonging to the same group as Cargotec.

If the dividend for the current financial year according to previous item (i) has not been distributed to the shareholders before the execution of the demerger, all assets reserved for the payment of the dividend and the debt incurred thereby are transferred to New KONE, which will carry out the distribution of the dividend on behalf of the demerging corporation.

The assignment of own shares in accordance with section (ii) affects the equity of New KONE.

If the merger referred to in point (iii) cannot be carried out before the execution of the demerger the shares of Tracfin Holding Oy will be transferred to New KONE and the fact that the shares of Consolis Oy Ab cannot be transferred will be compensated to Cargotec by assigning an amount of financial assets corresponding to the value of the shares.

At the effective date of the demerger, tax receivables and payables on KONE's balance sheet are transferred to New KONE. Possible tax liabilities that exceed the tax payables on the balance sheet are divided to the recipient corporations in the proportion of their market value upon listing as detailed below.

All possible unidentified debts and liabilities of KONE Corporation that can not clearly and indisputably be deemed to belong to the business operations of either of the recipient corporations will be transferred to the recipient corporations in proportion to their respective market value upon listing.

The market values are calculated based on the trade volume weighted average price of the first six (6) trading days of the shares in New KONE and Cargotec, excluding the first trading day. If the shares are listed as planned on June 1, 2005, the average price and number of shares traded between June 2 - 8, 2005 will be used as calculation basis.

This same principle will apply to the possible unidentified assets.

The recipient corporations share equally all costs of the finalization of the demerger process.

11.2 Issues Affecting Appreciation and Division of Assets

All assets are appreciated at book value in the demerger. Values of assets and liabilities transferable as such to the respective balance sheet of the new corporations are detailed in <u>Appendix 6</u>. There are no specific appreciation difficulties relating to the division of assets and liabilities.

12. Proposal for Share Capital of the New Recipient Corporations

The total restricted capital of the demerging corporation on September 30, 2004 was 286,626,714.54 euro, of which 63,608,670 euro is share capital. There are 9,526,089 class A shares and 54,082,581 class B shares.

The share capital on the effective date of the demerger depends on the number of shares subscribed for under the current option rights and on whether the corporation holds any of its own shares that will become null and void in the demerger.

According to Section 6.1 above, the share capital of the two recipient corporations will equal the share capital of the demerging corporation at the time of the demerger.

The rest of the demerging corporation's restricted capital will be transferred to the respective share premium accounts of the recipient corporations in accordance with Appendix 6.

12.1 New KONE

The minimum share capital of New KONE will be 60,911,794 euro and the maximum 64,409,010 euro. The final share capital and number of shares depend on the number of shares in KONE subscribed for based on the existing option rights and on whether the demerging corporation holds any of its own shares which will become null and void in the demerger.

12.2 Cargotec

The minimum share capital of Cargotec will be 60,911,794 euro and the maximum 64,409,010 euro. The final share capital and number of shares depends on the number of shares in KONE Corporation subscribed for based on the existing option rights and on whether the demerging corporation holds any of its own shares which will become null and void in the demerger.

13. Purpose of Demerger

The purpose of the demerger is to divide KONE's businesses into two new corporations, one consisting of the lift, escalator and automatic doors businesses and the other of the material handling business. The Board of Directors of KONE believes that dividing KONE into two internally synergetic corporations will make them more effective, provide them with growth potential and improve shareholders' ability to evaluate them as investments.

14. Planned Registration Time of the Execution of Demerger

The demerger is executed on the day of registration thereof in the trade register.

The planned time of registration of the demerger is May 31, 2005.

15. Listing

New KONE and Cargotec are applying for listing of their class B shares on the main list of the Helsinki Stock Exchange approximately as of June 1, 2005.

New KONE and Cargotec are applying for listing of their class A and B options on the Helsinki Stock Exchange approximately as of June 3, 2005.

16. Other Terms and Conditions

(a) After the signing of the demerger plan the demerging corporation will not make any new resolutions affecting the corporation's share capital or any resolutions on emission of either option rights or convertible loans.

(b) Employees of the demerging corporation are transferred to the respective new corporations upon execution of the demerger with the same benefits and compensations as before.

(c) The demerger is contingent on relevant authority approvals and permissions and on there not being any legal impediment to the execution of the demerger.

(d) The Board of Directors of KONE summons the Shareholders' Meetings of both new corporations to convene on 17.6.2005 to decide on the acquisition of the recipient corporations' own shares.

17. Approval of Demerger Plan in the Shareholders' Meeting

This demerger plan is presented for approval to the Extraordinary Shareholders' meeting of KONE Corporation to be held on December 17, 2004.

This demerger plan is executed in five (5) identical copies, one (1) for KONE, one (1) for New KONE, one (1) for Cargotec and two (2) for the authorities.

Helsinki, November 1, 2004

KONE Corporation

Board of Directors

Antti Herlin

Jean-Pierre Chauvarie

Masayuki Shimono

Gerhard Wendt

Appendices to the demerger plan

- Articles of Association of New KONE (Appendix 1)

- Articles of Association of Cargotec (Appendix 2)

- Terms of the 2004 option program (Appendix 3)

- Terms of the option program of New KONE (Appendix 4)

- Terms of the option program of Cargotec (Appendix 5)

- Proposal for the division of assets and liabilities (Appendix 6)

After registration of the demerger plan, the following documents will be attached to it:

- Copy of the interim accounts of September 30, 2004 of the demerging corporation

- Copies of the statement of accounts and related documents for the financial year ending December 31, 2003 and those of the two preceding years of the demerging corporation

Matti Alahuhta

Iiro Viinanen

Sirkka Hämäläinen-Lindfors

- Statement of the Board of Directors on events occurred after the interim accounts significantly affecting the position of the corporation.

- Statement of the auditors on the interim accounts for January 1 – September 30, 2004 and on the statement of the Board of Directors

- Statement by the independent expert on the demerger plan

Appendix 1. Articles of Association of KONE Oyj

§ 1 Business Name and Domicile

The business name of the company is KONE Oyj and in English, KONE Corporation. Its domicile is Helsinki.

§ 2 Line of Activity

The company's line of activity is the metal industry, primarily the mechanical engineering and electrical engineering industries, trade in the products of the metal industry, and industrial and business activities related to these. In addition, the company can engage in the practice of buying, selling, owning and administration of property and securities.

§ 3 Share Capital and Number of Shares

The minimum capital of the company is sixty million (60,000,000) euros, and its maximum capital two hundred and sixty million (260,000,000) euros, within which limits the share capital may be increased or decreased without amendment of the Articles of Association. The company has a minimum of one (1) and a maximum of (260,000,000) shares. The shares have no nominal value.

§ 4 Classes of Shares

The shares of the company are divided into class A and class B shares, of which there are in total at maximum 260,000,000. The number of class A shares is at maximum 260,000,000 and the number of class B shares at maximum 260,000,000.

Increase of the Share Capital

In a new issue, either shares of both classes or only B-series shares may be issued in accordance with a decision of a General Meeting of Shareholders.

In a new issue in which shares of both classes of shares are issued, as well as in a bonus issue, the increase of the share capital is divided in the previous proportion between the two classes of shares, in which case the class A shares entitle to subscribe only to class A shares and the class B shares only to class B shares.

Dividend on Class B Shares

In a distribution of dividends, the dividend paid on the class B shares is higher than that on the class A shares. The difference between the dividends paid on the different classes of shares is at minimum one (1) percent and at maximum two and one half (2.5) percent, calculated from the accounting par value of the share.

Right to Vote pertaining to Shares

In a General Meeting of Shareholders, each class A share shall entitle its holder to one vote and each full ten class B shares shall entitle their holder to one vote, but each shareholder shall have at minimum one vote.

Conversion of an Class A Share to a Class B Share

Upon an offer by the Board of Directors, the holder of a class A share shall have the right to present a claim that the class A share owned by him be converted to a class B share at a ratio of 1:1. The offer by the Board of Directors is to be communicated to the holders of class A shares by letter to their addresses registered in the company's Register of Shareholders. Any claim regarding conversion shall be presented in writing to the company's Board of Directors. Those shares, the conversion of which is desired, shall be specified in the claim. After the period of the offer has expired, the Board of Directors shall forthwith carry out the conversions based on the claims presented. Thereafter, a notification of the conversion shall forthwith be made to the Trade Register for registration. The conversion has been put into effect when the registration has been made.

§ 5 Paperless Book-Entry Securities System

The shares of the company arein the paperless book-entry securities system.

The right to receive funds distributed from the company and the right to subscribe when the share capital is being increased shall he held only by:

- one who, on the matching day, has been entered as a shareholder into the Register of Shareholders;
- one whose right to receive a remittance has, on the matching day, been entered into the securities account of a shareholder entered into the Register of Shareholders, and has been entered into the Register of Shareholders; or
- if a share has been nominee registered, the one onto whose securities account the share has been entered on the matching day and the manager of whose shares has, on the matching day, been entered as manager of the shares into the Register of Shareholders.

§ 6 Board of Directors

The Board of Directors of the company shall include at minimum five (5) and at maximum eight (8) other regular members, as well as at maximum three (3) alternate members.

The Board of Directors shall jointly choose the Chairman of the Board and the Deputy Chairman.

The term of office of the Board of Directors shall expire at the end of the first Annual General Meeting of Shareholders following the election.

The Board of Directors is deemed to have a quorum present when more than a half of its members are present.

§7 Managing Director

The Board of Directors of the company shall appoint a Managing Director.

§ 8 Signing of the Business Name

The business name of the company is signed by the Chairman of the Board of Directors and by

the President, either one of them alone, and by the members and alternate members of the Board of Directors, any two of them jointly.

§ 9 Powers of Procuration

The Board of Directors shall decide on the granting of powers of procuration.

§ 10 Audit

The company shall have at least one (1) and a maximum of three (3) Auditors. The Auditors shall be authorized public accountants.

The assignment of the Auditors shall expire at the end of the first Annual General Meeting of Shareholders following the election.

§ 11 Summons to a General Meeting

A Summons to a General Meeting of Shareholders shall be published in at least two daily newspapers, decided upon by the Board of Directors and appearing in the Helsinki region, no earlier than two months before the last date according to § 12 for the declaration of the intention to attend, and no later than one week before the fixed date referred to in Chapter 3 a, Section 11, paragraph 1, of the Companies Act.

§ 12 Declaration of Intention to Attend a General Meeting

In order to be permitted to participate in a General Meeting of Shareholders, a shareholder shall, no later than the date designated by the Board of Directors and mentioned in the summons to the Meeting, which date may be no earlier than ten (10) days before the Meeting, declare to the company her/his intention to attend.

§ 13 General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held annually within three months after the closing of the accounting period, on a day designated by the Board of Directors.

At the Meeting shall be:

presented

- the financial statements, which shall comprise the Income Statement, the Balance Sheet, and the Annual Report, as well as the consolidated financial statements comprising the Consolidated Income Statement and the Consolidated Balance Sheet;
- the Auditors' Report, as well as the Auditors' Report concerning the whole group of companies;

decided

the approval of the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and the Consolidated Balance Sheet;

- any measures occasioned by the profit or loss according to the approved Consolidated Balance Sheet;
- granting release from liability to the members of the Board of Directors and to the President;
- the number of members and, if needed, deputy members of the Board of Directors, and their remunerations;
- the number of Auditors, and their remunerations; and

elected

- the Board of Directors' regular members and, if needed, deputy members;
- one or several Auditors.

§ 14 Financial Period

The financial period of the company is the calendar year.

§ 15 Arbitration

Any disputes between the company on the one hand and the Board of Directors, any member of the Board of Directors, the President, any Auditor, or any shareholder on the other hand, regarding the application of the Companies Act or the present Articles of Association, shall be settled by arbitration procedure, as prescribed in the Companies Act and in the Act regarding Arbitration.

Appendix 2. Articles of Association of Cargotec Oyj

§ 1 Business Name and Domicile

The business name of the company is Cargotec Oyj and in English, Cargotec Corporation. Its domicile is Helsinki.

§ 2 Line of Activity

The company's line of activity is the metal industry, primarily the mechanical engineering and electrical engineering industries, trade in the products of the metal industry, and industrial and business activities related to these. In addition, the company can engage in the practice of buying, selling, owning and administration of property and securities.

§ 3 Share Capital and Number of Shares

The minimum capital of the company is sixty million (60,000,000) euros, and its maximum capital two hundred and sixty million (260,000,000) euros, within which limits the share capital may be increased or decreased without amendment of the Articles of Association. The company has a minimum of one (1) and a maximum of (260,000,000) shares. The shares have no nominal value.

§ 4 Classes of Shares

The shares of the company are divided into class A and class B shares, of which there are in total at maximum 260,000,000. The number of class A shares is at maximum 260,000,000 and the number of class B shares at maximum 260,000,000.

Increase of the Share Capital

In a new issue, either shares of both classes or only B-series shares may be issued in accordance with a decision of a General Meeting of Shareholders.

In a new issue in which shares of both classes of shares are issued, as well as in a bonus issue, the increase of the share capital is divided in the previous proportion between the two classes of shares, in which case the class A shares entitle to subscribe only to class A shares and the class B shares only to class B shares.

Dividend on Class B Shares

In a distribution of dividends, the dividend paid on the class B shares is higher than that on the class A shares. The difference between the dividends paid on the different classes of shares is at minimum one (1) percent and at maximum two and one half (2.5) percent, calculated from the accounting par value of the share.

Right to Vote pertaining to Shares

In a General Meeting of Shareholders, each class A share shall entitle its holder to one vote and each full ten class B shares shall entitle their holder to one vote, but each shareholder shall have at minimum one vote.

Conversion of an Class A Share to a Class B Share

Upon an offer by the Board of Directors, the holder of a class A share shall have the right to present a claim that the class A share owned by him be converted to a class B share at a ratio of 1:1. The offer by the Board of Directors is to be communicated to the holders of class A shares by letter to their addresses registered in the company's Register of Shareholders. Any claim regarding conversion shall be presented in writing to the company's Board of Directors. Those shares, the conversion of which is desired, shall be specified in the claim. After the period of the offer has expired, the Board of Directors shall forthwith carry out the conversions based on the claims presented. Thereafter, a notification of the conversion shall forthwith be made to the Trade Register for registration. The conversion has been put into effect when the registration has been made.

§ 5 Paperless Book-Entry Securities System

The shares of the company are in the paperless book-entry securities system.

The right to receive funds distributed from the company and the right to subscribe when the share capital is being increased shall he held only by:

- one who, on the matching day, has been entered as a shareholder into the Register of Shareholders;
- one whose right to receive a remittance has, on the matching day, been entered into the securities account of a shareholder entered into the Register of Shareholders, and has been entered into the Register of Shareholders; or
- if a share has been nominee registered, the one onto whose securities account the share has been entered on the matching day and the manager of whose shares has, on the matching day, been entered as manager of the shares into the Register of Shareholders.

§ 6 Board of Directors

The Board of Directors of the company shall include at minimum five (5) and at maximum eight (8) other regular members, as well as at maximum three (3) alternate members.

The Board of Directors shall jointly choose the Chairman of the Board and the Deputy Chairman.

The term of office of the Board of Directors shall expire at the end of the first Annual General Meeting of Shareholders following the election.

The Board of Directors is deemed to have a quorum present when more than a half of its members are present.

§7 Managing Director

The Board of Directors of the company shall appoint a Managing Director.

§ 8 Signing of the Business Name

The business name of the company is signed by the Chairman of the Board of Directors and by

the President, either one of them alone, and by the members and alternate members of the Board of Directors, any two of them jointly.

§ 9 Powers of Procuration

The Board of Directors shall decide on the granting of powers of procuration.

§ 10 Audit

The company shall have at least one (1) and a maximum of three (3) Auditors. The Auditors shall be authorized public accountants.

The assignment of the Auditors shall expire at the end of the first Annual General Meeting of Shareholders following the election.

§ 11 Summons to a General Meeting

A Summons to a General Meeting of Shareholders shall be published in at least two daily newspapers, decided upon by the Board of Directors and appearing in the Helsinki region, no earlier than two months before the last date according to § 12 for the declaration of the intention to attend, and no later than one week before the fixed date referred to in Chapter 3 a, Section 11, paragraph 1, of the Companies Act.

§ 12 Declaration of Intention to Attend a General Meeting

In order to be permitted to participate in a General Meeting of Shareholders, a shareholder shall, no later than the date designated by the Board of Directors and mentioned in the summons to the Meeting, which date may be no earlier than ten (10) days before the Meeting, declare to the company her/his intention to attend.

§ 13 General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held annually within three months after the closing of the accounting period, on a day designated by the Board of Directors.

At the Meeting shall be:

presented

- the financial statements, which shall comprise the Income Statement, the Balance Sheet, and the Annual Report, as well as the consolidated financial statements comprising the Consolidated Income Statement and the Consolidated Balance Sheet;
- the Auditors' Report, as well as the Auditors' Report concerning the whole group of companies;

decided

the approval of the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and the Consolidated Balance Sheet;

- any measures occasioned by the profit or loss according to the approved Consolidated Balance Sheet;
- granting release from liability to the members of the Board of Directors and to the President;
- the number of members and, if needed, deputy members of the Board of Directors, and their remunerations;
- the number of Auditors, and their remunerations; and

elected

- the Board of Directors' regular members and, if needed, deputy members;
- one or several Auditors.

§ 14 Financial Period

The financial period of the company is the calendar year.

§ 15 Arbitration

Any disputes between the company on the one hand and the Board of Directors, any member of the Board of Directors, the President, any Auditor, or any shareholder on the other hand, regarding the application of the Companies Act or the present Articles of Association, shall be settled by arbitration procedure, as prescribed in the Companies Act and in the Act regarding Arbitration.

Appendix 3. The Terms and Conditions of the Option Program of KONE Corporation

1 Number of Option Rights

A maximum number of 350,000 option rights shall be given. The option rights entitle to subscribe for a maximum number of 1,050,000 class B shares in KONE Corporation (the "Company").

2 Classification of Option Rights

The option rights have been marked with either letter A or B. The number of A option rights is 180,000, and the number of B option rights is 170,000. A and B option rights are divided into 5 categories as defined below. In addition to the right to subscribe for shares the holders of A option rights are entitled to a separate cash bonus. The receiving of option rights and the exercising of the subscription right is subject to the profit level of the KONE Group as described in Article 11 below.

3 Who Can Subscribe

Deviating from the Shareholders' pre-emptive right to subscription, the option rights are offered for subscription to key personnel of the KONE Group determined by the Board of Directors. KONE Capital Oy (the "Subsidiary Company"), a wholly owned subsidiary of KONE Corporation, shall also have the right to subscription. KONE Capital Oy can later transfer the option rights to persons designated by the Company and employed by the KONE Group. The Company shall decide upon the number of option rights to be offered to each key person and to the Subsidiary Company. The Board of Directors has given temporary option certificates to the key persons entitled to option rights.

Deviation from the shareholders' pre-emptive right to subscription is proposed, as the option program constitutes a part of an incentive plan of the Group and a weighty financial reason for the Company thus exists.

4 Subscription and Entering into Book-entry System

Persons having the right to subscribe for option rights shall be sent a letter regarding the right to subscription.

The subscription period in respect of the option rights is from 1 March 2004 to 19 March 2004.

The subscription of the A option rights shall be carried out by returning the temporary option certificate entitling to the subscription of the option rights to the Company by the end of the subscription period, or, in the event the temporary option certificate is missing, an acceptable clarification of the right to the option rights. The option rights shall be entered into the book entry account of the subscriber.

The B option rights will be issued to be subscribed for by the Subsidiary Company and they will be entered into the book-entry account of the Subsidiary Company. The Subsidiary

Company shall exchange the option rights to the temporary option certificates entitling to them, once the subscription period with the B option rights commences. The Subsidiary Company shall transfer the option rights only to the key persons determined by the Board of Directors or to another company belonging to the same Group.

The option rights will be given free of charge.

The option rights shall be issued in the book-entry system. The Board of Directors will decide on the relevant procedure.

In the event the holder of a temporary option certificate does not use the right to subscribe for option rights, the right to the option rights shall lapse.

5 Approval of Subscriptions

The Board of Directors of KONE Corporation shall decide on the approval of subscriptions.

6 Option rights

KONE Corporation shall issue a maximum of 350,000 option rights. Each option right entitles to subscribe for three (3) class B shares in KONE Corporation.

7 Cash Bonus

Each A option right entitles to a separate cash bonus of 40 euros provided that the income targets listed in Article 11 have been reached. The cash bonus will be paid during April, 2004.

8 Prohibition of Transfer and Termination of Employment

The temporary option certificates and the rights related thereto shall not be transferred or pledged to a third party without the permission of the Board of Directors of the Company.

Should the employment of a holder of a temporary option certificate entitling to option rights in the KONE Group be terminated prior to the commencement of the share subscription period, he or she shall lose the right to obtain option rights and, thus, the right to subscribe for shares and cash bonus. The temporary option certificates must be returned to the Company immediately without compensation.

Should the reason for termination of employment be retirement, disability or death, the Board of Directors of the Company may accept the exercise of the temporary option certificate to subscribe for option rights on a case-by-case basis.

9 Transfer of Option Rights

The option rights are freely transferable once entered into the book-entry account of the option right holder.

TERMS AND CONDITIONS OF SHARE SUBSCRIPTION

10 Right to Subscription for New Shares

Each option right shall give its holder the right to subscribe for three (3) class B shares in KONE Corporation with a nominal value of one (1) euro. The maximum increase in the share capital of the Company as a result of subscriptions shall be 1,050,000 euros corresponding to 1,050,000 new shares.

11 Subscription and Payment

The option rights have been divided into A and B option rights. The A issue consists of 180,000 option rights and the B issue consists of 170,000 option rights. The A and B option rights have been further divided into five (5) equally large categories. In respect of A option rights the number of option rights in each category is 36,000 and in respect of B option rights 34,000.

The option rights entitle to subscribe for shares subject to the development of the Corporation's cumulative net income (after taxes and minority shares), as shown in the Consolidated Statement of Income over a three-year (3) period (2001-2003) as follows:

	A options number of option	B options number of option	Minimum Accumulated Income Level for exer- cising the option	Cumulative number of option rights in use
	rights	rights	rights	
	and bonuses			
1-category	36.000	34.000	330 M euros	70.000
2-category	36.000	34.000	350 M euros	140.000
3-category	36.000	34.000	380 M euros	210.000
4-category	36.000	34.000	420 M euros	280.000
5-category	36.000	34.000	470 M euros	350.000
Total	180.000	170.000		350.000

Should the cumulative net income target set for the option categories (1-5) not be attained due to a corporate acquisition, arrangement or some other comparable significant change, the Board of Directors shall estimate to what extent the income targets would have been met without those significant changes.

When the KONE Group's Annual General Meeting has confirmed the 2003 Annual Statement of Income and the cumulative three-year net income is known, the Company shall exchange the issued temporary option certificates to the amount of option rights required on the basis of the result. Where income targets are not achieved, the option rights shall expire without value.

The temporary option certificates entitling to the A option rights shall be exchanged to option rights as described above in Article 4 and the temporary option certificates entitling to the B option rights as of 1 April 2005.

The shares can be subscribed annually from 2 January to 30 November on the dates separately defined by the Board of Directors. In respect of the A option rights the subscription period commences on 1 April 2004 and ends on 31 March 2008. In respect of the B option rights the subscription period commences on 1 April 2005 and ends on 31 March 2009.

The subscription of the shares shall take place at the Headquarters of KONE Corporation or another location to be announced later by the Company. Shares shall be paid for at the time of subscription. The option rights used for share subscription will be removed from the subscriber's book-entry account.

12 Subscription Price of Shares

The subscription price of a share shall be the trade volume weighted average price of class B shares on the Helsinki Stock Exchange between 1 August 2000 and 23 October 2000 increased by 10 per cent and rounded off to the nearest euro. The subscription price, thus, is EUR 24.67.

13 Registration of Shares

Subscribed and fully paid shares shall be entered into the book-entry account of the subscriber.

The Board of Directors of the Company approves subscriptions at its regular meetings and is responsible for registration of the increases in share capital based on the approved subscriptions without delay as well as to make the new shares subject to trade on Helsinki Stock Exchange. However, the Board of Directors has no obligation to accept subscriptions made between January 1 and the Annual General Meeting.

14 Shareholders' Rights

The shares acquired shall first qualify for dividend payment for the financial year during which the subscription has taken place. Other rights related to the shares shall commence on the date when the increase in the share capital is entered in the Trade Register.

15 Issues of shares, convertible bonds, option rights and other financial instruments entitling to shares prior to the end of the period of subscription

Should the Company, prior to the end of the subscription period for shares, increase its share capital through a share issue or issue new convertible bonds or option rights or other financial instruments entitling to shares according to the Companies Act so that shareholders have preemptive rights to subscription, holders of option rights shall have the same or equal rights as the shareholders. The equality among shareholders shall be addressed by the Board of Directors of the Company through amending the number of shares to be subscribed, the subscription price or both.

Should, prior to the end of the subscription period, the Company increase its share capital through a bonus issue, the subscription ratio will be amended so that the proportionate part of the share capital of the shares to be subscribed based on the option rights remains unchanged.

Should the new number of shares to be subscribed based on one option right be a fraction, the fraction will be taken into consideration by lowering the subscription price.

16 Rights in Certain Situations

Should, prior to the end of the subscription period, the Company reduce its share capital, the right to subscription of the holders of option rights shall be amended accordingly in a manner specified in the decision to reduce share capital.

Should, after the share subscription period has begun, the Company decide to acquire its own shares by an offer made to all shareholders of the Company, an equal offer has to be made to the holders of option rights. In other cases, the acquisition of the Company's own shares does not require any actions from the Company towards the option right holders.

In the event that a situation under Chapter 14, Section 19 of the Companies Act or a redemption obligation to other shareholders' shares set forth in Chapter 6, Section 6 of the Securities Markets Act arises, the holders of option rights shall be reserved an opportunity to use their right for subscription during the time period set by the Board of Directors. After such time no subscription right shall exist.

Should the share of the Company, before the end of the subscription period, cease to be publicly traded on the Helsinki Exchanges, an opportunity to use subscription rights within a time stipulated by the Board shall be reserved to the holders of the option rights before the trading of the Company's shares ends. Once the trading ends, the right to subscribe for shares with the option rights shall lapse.

Should the Company, before the share subscription period ends, be set into liquidation, the option holders shall be reserved an opportunity to use their subscription right before the commencement of the liquidation within a time stipulated by the Board of Directors. After this no subscription rights shall exist.

Should the Company decide to merge into another company or in a company to be formed in a combination merger or if the Company resolves to be divided, the Company or the company acquiring or the company to be formed in the combination merger (conditionally) and its Board of Directors may decide to offer an exchange of the option rights of the Company to new issued option rights to be exchanged on equivalent terms following the relevant terms and conditions on the shares of the Company at the merger or division. If the exchange of option rights to new, equivalent option rights is being offered the option right holder has no right to request redemption of the option rights as allowed under the Companies Act. At a merger or division the Board of Directors also has the right to decide on that the option right holder shall be given a right to subscribe for the shares during a time stipulated by the Board of Directors before the actual merger or division. After such time no subscription right shall exist.

Should the nominal value of shares be amended so that the share capital remains unchanged, these terms and conditions of subscription shall be amended so that the total nominal value of shares to be subscribed and the total subscription price remain unchanged.

Should the Company change from public limited liability company to private limited liability company, the terms and conditions of option rights shall remain unchanged unless the law requires otherwise.

17 Applicable Law

This option program shall be subject to and governed by Finnish law.

18 Disputes

Any dispute, controversy or claim arising out of or relating to this option program shall be finally settled by arbitration in accordance with the Rules of Arbitration of the Finnish Central Chamber of Commerce. Arbitration shall take place in English in Helsinki.

19 Other Issues

The Board of Directors of the Company shall decide on all other matters relating to these option rights or to subscription. Copies of the option rights program shall be available for inspection at the Headquarters of KONE Corporation in Helsinki.

The English translation of the original Finnish language Terms and Conditions of KONE Corporation Option Program is unofficial. In the event of any inconsistency, reference should be made to the Finnish language version of the Terms and Conditions of KONE Corporation Option Program.

Appendix 4. The Terms and Conditions of the Option Program of New KONE

The Board of Directors of KONE Corporation ("KONE") proposes a demerger of KONE by transfer of all of its assets and liabilities without a liquidation procedure to two public limited liability corporations to be established, new KONE Corporation ("New KONE" or "Company") and Cargotec Corporation ("Cargotec"). Detailed terms and conditions of the demerger are presented in the demerger plan as signed by the KONE Board of Directors on 1 November, 2004.

In accordance with Section 16 of KONE 2004 option program ("Option program"), in case of demerger, KONE and it's Board of Directors can decide to offer an exchange of option rights on corresponding terms, where applicable, as in the exchange of KONE shares.

KONE's Board of Directors has decided to offer KONE option holders an exchange of option rights as follows:

- Each KONE series A option right will be exchanged for one (1) series A option right of New KONE and one (1) series A option right of Cargotec; and
- Each KONE series B option right will be exchanged for one (1) series B option right of New KONE and one (1) series B option right of Cargotec

Since the exchange of the option rights to new issued and corresponding option rights has been decided to be offered, the option right holders have, according to the terms and conditions of the Option Program, no right to request redemption of the option rights.

The New KONE option right terms and conditions will come into effect at effective date of the demerger (estimated 31 May, 2005) and are as follows:

1 Number of Option Rights

A maximum number of 266,780 New KONE option rights shall be issued. The option rights entitle to subscribe for a maximum number of 800,340 class B shares in New KONE.

2 Classification of Option Rights

The New KONE option rights have been marked with either letter A or B. The maximum number of A option rights is 96,780, and the maximum number of B option rights is 170,000.

3 Offering of option rights

KONE 2004 A option rights have been offered for subscription to key personnel of the KONE Group and they are freely transferable. The A option rights are listed on the main list of the Helsinki Stock Exchange. KONE Capital Oy ("Subsidiary Company"), a wholly owned subsidiary of KONE, has subscribed for all the 170,000 B option rights of the Option program, which are anticipated to be listed on the main list of the Helsinki Stock Exchange 1 April, 2005.

The option rights of the Option program have been entered into the book-entry system.

The Subsidiary Company may assign the option rights only to the key employees specified by the Company, or to another group company for assignment of its key employees.

The option rights have been given free of charge.

The option rights entitling to subscription of New KONE class B shares shall be issued in the book-entry system. The option rights shall be entered into the book entry accounts of the holders of the option rights at the effective date of the demerger (estimated 31 May, 2005), on which day the option rights of the Option program shall be null and void and automatically removed from the book-entry accounts of KONE option holders.

A deviation from the shareholders' pre-emptive right to subscription has been made, as the Option program constitutes a part of an incentive plan of the Company and a weighty financial reason for the Company thus exists.

4 Option rights

Each New KONE option right entitles to subscribe for three (3) class B shares in New KONE.

5 Transfer of Option Rights

The option rights held by any option right holder other than the Subsidiary Company are freely transferable once entered into the book-entry account of the option right holder.

TERMS AND CONDITIONS OF SHARE SUBSCRIPTION

6 Right to Subscription for New Shares

Each New KONE option right shall give its holder the right to subscribe for three (3) class B shares in New KONE with an accounting par value of one (1) euro. The maximum increase in the share capital of the Company as a result of the subscriptions shall be 800,340 euros corresponding to 800,340 new shares.

7 Subscription and Payment

The New KONE option rights have been divided into two (2) series, A and B option rights. The A issue consists of 96,780 option rights at maximum and the B issue consists of 170,000 option rights at maximum.

The shares can be subscribed annually from 2 January to 30 November on the dates separately defined by the Board of Directors. In respect of the A option rights the subscription period commences on 13 June, 2005 and ends on 31 March, 2008 and in respect of the B option rights the subscription period commences on 13 June, 2005 and ends on 31 March, 2009. The subscription period is subject to the execution of the demerger on 31 May, 2005 and the first subscription day will be changed in accordance with the actual demerger date.

The subscription of the shares shall take place at the Headquarters of New KONE or another location to be announced later by the Company. Shares shall be fully paid for at the time of

subscription. The option rights used for share subscription will be removed from the subscriber's book-entry account.

8 Subscription Price of Shares

The subscription price of a share shall be determined as follows:

The current share subscription price of 24.67 euros based on the Option program is to be divided between New KONE and Cargotec option rights and recalculated to reflect the market value of New KONE and Cargotec at the time of their listing. The market value to be used in recalculating the new subscription price is the trade volume weighted average price of the first six (6) trading days of New KONE shares and Cargotec shares, excluding the first trading day. The subscription price of New KONE and Cargotec shares is anticipated to be disclosed on 13 June, 2005.

9 Registration of Shares

Subscribed and fully paid shares shall be entered into the book-entry account of the subscriber.

The Board of Directors of the Company approves subscriptions at its regular meetings and is responsible for registration of the increases in share capital based on the approved subscriptions without delay as well as to make the new shares subject to trade on Helsinki Stock Exchange. However, the Board of Directors has no obligation to accept subscriptions in the period between the end of the accounting period and the Annual General Meeting.

10 Shareholders' Rights

The shares acquired shall first qualify for dividend payment for the financial year during which the subscription has taken place. Other rights related to the shares shall commence on the date when the increase in the share capital is entered in the Trade Register.

11 Issues of shares, convertible bonds, option rights and other financial instruments entitling to shares prior to the end of the period of subscription

Should the Company, prior to the end of the subscription period for shares, increase its share capital through a share issue or issue of new convertible bonds or option rights or other financial instruments entitling to shares according to the Companies Act so that shareholders have pre-emptive rights to subscription, holders of option rights shall have the same or equal rights as the shareholders. The equality among shareholders shall be addressed by the Board of Directors of the Company through amending the number of shares to be subscribed, the subscription price or both.

Should the Company increase its share capital through a bonus issue prior to the end of the subscription period, the subscription ratio will be amended so that the proportionate part of the share capital of the shares to be subscribed based on the option rights remains unchanged.

Should the new number of shares to be subscribed based on one option right be a fraction, the fraction will be taken into consideration by lowering the subscription price.

12 Rights in Certain Situations

Should the Company reduce its share capital prior to the end of the subscription period, the right to subscription of the holders of option rights shall be amended accordingly in a manner specified in the decision to reduce share capital.

Should the Company decide to acquire its own shares by an offer made to all shareholders of the Company after the share subscription period has begun, an equal offer has to be made to the holders of option rights. In other cases, the acquisition of the Company's own shares does not require any actions from the Company towards the option right holders.

In the event that a situation under Chapter 14, Section 19 of the Companies Act or a redemption obligation to other shareholders' shares set forth in Chapter 6, Section 6 of the Securities Markets Act arises, the holders of option rights shall be reserved an opportunity to use their right for subscription during the time period set by the Board of Directors. After such time no subscription right shall exist.

Should the share of the Company cease to be publicly traded on the Helsinki Stock Exchange before the end of the subscription period, an opportunity to use subscription rights within a time stipulated by the Board shall be reserved to the holders of the option rights before the trading of the Company's shares ends. Once the trading ends, the right to subscribe for shares with the option rights shall lapse.

Should the Company be set into liquidation before the share subscription period ends, the option holders shall be reserved an opportunity to use their subscription right before the commencement of the liquidation within a time stipulated by the Board of Directors. After this no subscription rights shall exist.

Should the Company decide to merge into another company or in a company to be formed in a combination merger or if the Company resolves to be divided, the Company or the company acquiring or the company to be formed in the combination merger (conditionally) and its Board of Directors may decide to offer an exchange of the option rights of the Company to new issued option rights to be exchanged on equivalent terms following the relevant terms and conditions on the shares of the Company at the merger or division. If the exchange of option rights to new, equivalent option rights is being offered the option right holder has no right to request redemption of the option rights as allowed under the Companies Act. At a merger or division the Board of Directors also has the right to decide that the option right holder shall be given a right to subscribe for the shares during a time stipulated by the Board of Directors before the actual merger or division. After such time no subscription right shall exist.

Should the accounting par value of shares be amended so that the share capital remains unchanged, these terms and conditions of subscription shall be amended so that the total accounting par value of shares to be subscribed and the total subscription price remain unchanged.

Should the Company change from public limited liability company to private limited liability company, the terms and conditions of option rights shall remain unchanged unless the law requires otherwise.

13 Applicable Law

This option program shall be subject to and governed by Finnish law.

14 Disputes

Any dispute, controversy or claim arising out of or relating to this option program shall be finally settled by arbitration in accordance with the Rules of Arbitration of the Finnish Central Chamber of Commerce. Arbitration shall take place in English in Helsinki.

15 Other Issues

The Board of Directors of the Company shall decide on all other matters relating to these option rights or to subscription. Copies of the option rights program shall be available for inspection at the Headquarters of KONE Corporation in Helsinki.

The English translation of the original Finnish language Terms and Conditions of New KONE Option Program is unofficial. In the event of any inconsistency, reference should be made to the Finnish language version of the Terms and Conditions of New KONE Option Program.

Appendix 5. The Terms and Conditions of the Option Program of Cargotec

The Board of Directors of KONE Corporation ("KONE") proposes a demerger of KONE by transfer of all of its assets and liabilities without a liquidation procedure to two public limited liability corporations to be established, new KONE Corporation ("New KONE") and Cargotec Corporation ("Cargotec" or "Company"). Detailed terms and conditions of the demerger are presented in the demerger plan as signed by the KONE Board of Directors on 1 November, 2004.

In accordance with Section 16 of KONE 2004 option program ("Option program"), in case of demerger, KONE and it's Board of Directors can decide to offer an exchange of option rights on corresponding terms, where applicable, as in the exchange of KONE shares.

KONE's Board of Directors has decided to offer KONE option holders an exchange of option rights as follows:

- Each KONE series A option right will be exchanged for one (1) series A option right of New KONE and one (1) series A option right of Cargotec; and
- Each KONE series B option right will be exchanged for one (1) series B option right of New KONE and one (1) series B option right of Cargotec

Since the exchange of the option rights to new issued and corresponding option rights has been decided to be offered, the option right holders have, according to the terms and conditions of the Option Program, no right to request redemption of the option rights.

The Cargotec option right terms and conditions will come into effect at effective date of the demerger (estimated 31 May, 2005) and are as follows:

1 Number of Option Rights

A maximum number of 266,780 Cargotec option rights shall be issued. The option rights entitle to subscribe for a maximum number of 800,340 class B shares in Cargotec.

2 Classification of Option Rights

The Cargotec option rights have been marked with either letter A or B. The maximum number of A option rights is 96,780, and the maximum number of B option rights is 170,000.

3 Offering of option rights

KONE 2004 A option rights have been offered for subscription to key personnel of the KONE Group and they are freely transferable. The A option rights are listed on the main list of the Helsinki Stock Exchange. KONE Capital Oy ("Subsidiary Company"), a wholly owned subsidiary of KONE, has subscribed for all the 170,000 B option rights of the Option program, which are anticipated to be listed on the main list of the Helsinki Stock Exchange 1 April, 2005.

The option rights of the Option program have been entered into the book-entry system.

The Subsidiary Company may assign the option rights only to the key employees specified by Cargotec, or to another Cargotec group company to be assigned to its key employees.

The option rights have been given free of charge.

The option rights entitling to subscription of Cargotec class B shares shall be issued in the book-entry system. The option rights shall be entered into the book entry accounts of the holders of the option rights at the effective date of the demerger (estimated 31 May, 2005), on which day the option rights of the Option program shall be null and void and automatically removed from the book-entry accounts of KONE option holders.

A deviation from the shareholders' pre-emptive right to subscription has been made, as the Option program constitutes a part of an incentive plan of the Company and a weighty financial reason for the Company thus exists.

4 Option rights

Each Cargotec option right entitles to subscribe for three (3) class B shares in Cargotec.

5 Transfer of Option Rights

The option rights held by any option right holder other than the Subsidiary Company are freely transferable once entered into the book-entry account of the option right holder.

TERMS AND CONDITIONS OF SHARE SUBSCRIPTION

6 Right to Subscription for New Shares

Each Cargotec option right shall give its holder the right to subscribe for three (3) class B shares in Cargotec with an accounting par value of one (1) euro. The maximum increase in the share capital of the Company as a result of the subscriptions shall be 800,340 euros corresponding to 800,340 new shares.

7 Subscription and Payment

The Cargotec option rights have been divided into two (2) series, A and B option rights. The A issue consists of 96,780 option rights at maximum and the B issue consists of 170,000 option rights at maximum.

The shares can be subscribed annually from 2 January to 30 November on the dates separately defined by the Board of Directors. In respect of the A option rights the subscription period commences on 13 June, 2005 and ends on 31 March, 2008 and in respect of the B option rights the subscription period commences on 13 June, 2005 and ends on 31 March, 2009. The subscription period is subject to the execution of the demerger on 31 May, 2005 and the first subscription day will be changed in accordance with the actual demerger date.

The subscription of the shares shall take place at the Headquarters of Cargotec or another location to be announced later by the Company. Shares shall be fully paid for at the time of

subscription. The option rights used for share subscription will be removed from the subscriber's book-entry account.

8 Subscription Price of Shares

The subscription price of a share shall be determined as follows:

The current share subscription price of 24.67 euros based on the Option program is to be divided between New KONE and Cargotec option rights and recalculated to reflect the market value of New KONE and Cargotec at the time of their listing. The market value to be used in recalculating the new subscription price is the trade volume weighted average price of the first six (6) trading days of New KONE shares and Cargotec shares, excluding the first trading day. The subscription price of New KONE and Cargotec shares is anticipated to be disclosed on 13 June, 2005.

9 Registration of Shares

Subscribed and fully paid shares shall be entered into the book-entry account of the subscriber.

The Board of Directors of the Company approves subscriptions at its regular meetings and is responsible for registration of the increases in share capital based on the approved subscriptions without delay as well as to make the new shares subject to trade on Helsinki Stock Exchange. However, the Board of Directors has no obligation to accept subscriptions in the period between the end of the accounting period and the Annual General Meeting.

10 Shareholders' Rights

The shares acquired shall first qualify for dividend payment for the financial year during which the subscription has taken place. Other rights related to the shares shall commence on the date when the increase in the share capital is entered in the Trade Register.

11 Issues of shares, convertible bonds, option rights and other financial instruments entitling to shares prior to the end of the period of subscription

Should the Company, prior to the end of the subscription period for shares, increase its share capital through a share issue or issue of new convertible bonds or option rights or other financial instruments entitling to shares according to the Companies Act so that shareholders have pre-emptive rights to subscription, holders of option rights shall have the same or equal rights as the shareholders. The equality among shareholders shall be addressed by the Board of Directors of the Company through amending the number of shares to be subscribed, the subscription price or both.

Should the Company increase its share capital through a bonus issue prior to the end of the subscription period, the subscription ratio will be amended so that the proportionate part of the share capital of the shares to be subscribed based on the option rights remains unchanged.

Should the new number of shares to be subscribed based on one option right be a fraction, the fraction will be taken into consideration by lowering the subscription price.

12 Rights in Certain Situations

Should the Company reduce its share capital prior to the end of the subscription period, the right to subscription of the holders of option rights shall be amended accordingly in a manner specified in the decision to reduce share capital.

Should the Company decide to acquire its own shares by an offer made to all shareholders of the Company after the share subscription period has begun, an equal offer has to be made to the holders of option rights. In other cases, the acquisition of the Company's own shares does not require any actions from the Company towards the option right holders.

In the event that a situation under Chapter 14, Section 19 of the Companies Act or a redemption obligation to other shareholders' shares set forth in Chapter 6, Section 6 of the Securities Markets Act arises, the holders of option rights shall be reserved an opportunity to use their right for subscription during the time period set by the Board of Directors. After such time no subscription right shall exist.

Should the share of the Company cease to be publicly traded on the Helsinki Stock Exchange before the end of the subscription period, an opportunity to use subscription rights within a time stipulated by the Board shall be reserved to the holders of the option rights before the trading of the Company's shares ends. Once the trading ends, the right to subscribe for shares with the option rights shall lapse.

Should the Company be set into liquidation before the share subscription period ends, the option holders shall be reserved an opportunity to use their subscription right before the commencement of the liquidation within a time stipulated by the Board of Directors. After this no subscription rights shall exist.

Should the Company decide to merge into another company or in a company to be formed in a combination merger or if the Company resolves to be divided, the Company or the company acquiring or the company to be formed in the combination merger (conditionally) and its Board of Directors may decide to offer an exchange of the option rights of the Company to new issued option rights to be exchanged on equivalent terms following the relevant terms and conditions on the shares of the Company at the merger or division. If the exchange of option rights to new, equivalent option rights is being offered the option right holder has no right to request redemption of the option rights as allowed under the Companies Act. At a merger or division the Board of Directors also has the right to decide that the option right holder shall be given a right to subscribe for the shares during a time stipulated by the Board of Directors before the actual merger or division. After such time no subscription right shall exist.

Should the accounting par value of shares be amended so that the share capital remains unchanged, these terms and conditions of subscription shall be amended so that the total accounting par value of shares to be subscribed and the total subscription price remain unchanged.

Should the Company change from public limited liability company to private limited liability company, the terms and conditions of option rights shall remain unchanged unless the law requires otherwise.

13 Applicable Law

This option program shall be subject to and governed by Finnish law.

14 Disputes

Any dispute, controversy or claim arising out of or relating to this option program shall be finally settled by arbitration in accordance with the Rules of Arbitration of the Finnish Central Chamber of Commerce. Arbitration shall take place in English in Helsinki.

15 Other Issues

The Board of Directors of the Company shall decide on all other matters relating to these option rights or to subscription. Copies of the option rights program shall be available for inspection at the Headquarters of KONE Corporation in Helsinki.

The English translation of the original Finnish language Terms and Conditions of Cargotec Option Program is unofficial. In the event of any inconsistency, reference should be made to the Finnish language version of the Terms and Conditions of Cargotec Option Program.

Appendix 6. Proposal for the Split of Assets and Liabilities

BALANCE SHEET (EUR)	Demerging Kone Oyj (30.9.2004)	New KONE Oyj	New Cargotec Oyj companies tota	5
Assets				
				-
FIXED ASSETS				
Intangible assets				
Trademarks	3 609 830.51	3 609 830.51	3 609 830.51	l
Other intangible assets	387 830.00	387 830.00	387 830.00)
	3 997 660.51	3 997 660.51	0.00 3 997 660.51	l
Tangible assets				
Land	367 242.82	367 242.82	367 242.82	
Buildings	3 756 331.75	3 756 331.75	3 756 331.75	
Machinery and equipment Fixed assets under	2 469 381.08	2 469 381.08	2 469 381.08)
construction	1 922.98	1 922.98	1 922.98	3
	6 594 878.63	6 594 878.63	0.00 6 594 878.63	3
Investments				
Shares in subsidiaries	1 976 192 593.13	1 243 860 854.66	732 331 738.47 1 976 192 593.13	3 1
Investments in associated	1 406 276 91	1 406 276 91	1 406 276 81	
companies Other shares and	1 496 376.81	1 496 376.81	1 496 376.81	l
participations	3 121 832.70	3 121 832.70	3 121 832.70)
Advances paid for fixed				
assets	9 500 000.00	9 500 000.00	9 500 000.00	-
	1 990 310 802.64	1 257 979 064.17	732 331 738.47 1 990 310 802.64	1
TOTAL FIXED ASSETS	2 000 903 341.78	1 268 571 603.31	732 331 738.47 2 000 903 341.78	3
NON-CURRENT AND CUR RECEIVABLES	RENT			
Loans receivable from				
associated companies	1 726 747.00	1 726 747.00	1 726 747.00)
Other non-current loans receivable	10 899 076.77	10 899 076.77	10 899 076.77	7
Deferred tax asset	1 277 295.94	1 277 295.94	1 277 295.94	
	13 903 119.71	13 903 119.71	0.00 13 903 119.71	-
Current receivables				
Accounts receivable	332 209.67	332 209.67	332 209.67	7
Accounts receivable from				
subsidiaries	17 858 583.44	17 858 583.44	17 858 583.44	ł
Accounts receivable from associated companies	43 024.18	43 024.18	43 024.18	3
Loans receivable	35 082 609.96	35 082 609.96	35 082 609.96	
Loans receivable from subsidiaries	1 152 019 881.49	671 492 664.89	480 527 216.60 1 152 019 881.49 37 (42)	

Loans receivable from				
associated companies	1 000 000.00	1 000 000.00		1 000 000.00
Deferred assets Deferred assets from	90 173 788.04	90 173 788.04		90 173 788.04
subsidiaries	75 257 662.65	75 056 194.64	201 468.01	75 257 662.65
	1 371 767 759.43	891 039 074.82	480 728 684.61	1 371 767 759.43
Current investments	375 046 546.47	202 799 546.47	172 247 000.00	375 046 546.47
Cash and bank Cash pool receivable	1 558 055.78	1 558 055.78		1 558 055.78
from subsidiaries	52 025 634.92	51 402 679.61	622 955.31	52 025 634.92
	428 630 237.17	255 760 281.86	172 869 955.31	
TOTAL NON- CURRENT AND CURRENT				
RECEIVABLES	1 814 301 116.31	1 160 702 476.39	653 598 639.92	1 814 301 116.31
Total assets	3 815 204 458.09	2 429 274 079.70	1 385 930 378.39	3 815 204 458.09
	Demerging KONE Oyj	New KONE Oyj	Cargotec Oyj	New companies
Shareholders' equity and liabilities	(30.9.2004)			total
SHAREHOLDERS' EQUITY Share capital Share premium account	63 608 670.00 223 018 044.54	63 608 670.00 79 704 687.27	63 608 670.00 79 704 687.27	127 217 340.00 159 409 374.54
Retained earnings Net income TOTAL SHAREHOLDERS'	640 905 219.72 635 856 257.74 1 563 388 192.00	737 108 597.39 880 421 954.66		0.00
Retained earnings Net income TOTAL SHAREHOLDERS' EQUITY	635 856 257.74 1 563 388 192.00	737 108 597.39		1 276 761 477.46 0.00 1 563 388 192.00
Retained earnings Net income TOTAL SHAREHOLDERS' EQUITY PROVISION FOR LIABILIT	635 856 257.74 1 563 388 192.00	737 108 597.39		0.00
Retained earnings Net income TOTAL SHAREHOLDERS' EQUITY PROVISION FOR LIABILIT CHARGES Provision for liabilities and charges LIABILITIES Non-current	635 856 257.74 1 563 388 192.00 TIES AND	737 108 597.39 880 421 954.66		0.00 1 563 388 192.00
Retained earnings <u>Net income</u> TOTAL SHAREHOLDERS' <u>EQUITY</u> PROVISION FOR LIABILIT CHARGES Provision for liabilities and charges LIABILITIES Non-current Loans from financial	635 856 257.74 1 563 388 192.00 TIES AND	737 108 597.39 880 421 954.66	682 966 237.34	0.00 1 563 388 192.00
Retained earnings <u>Net income</u> TOTAL SHAREHOLDERS' <u>EQUITY</u> PROVISION FOR LIABILIT CHARGES Provision for liabilities and charges LIABILITIES Non-current Loans from financial institutions Current	635 856 257.74 1 563 388 192.00 TIES AND 352 689.51	737 108 597.39 880 421 954.66 352 689.51	682 966 237.34	0.00 <u>1 563 388 192.00</u> 352 689.51
Retained earnings <u>Net income</u> TOTAL SHAREHOLDERS' EQUITY PROVISION FOR LIABILIT CHARGES Provision for liabilities and charges LIABILITIES Non-current Loans from financial institutions Current Loans from financial	635 856 257.74 1 563 388 192.00 TIES AND 352 689.51 193 827 611.93	737 108 597.39 880 421 954.66 352 689.51 104 639 198.45	682 966 237.34 89 188 413.48	0.00 1 563 388 192.00 352 689.51 193 827 611.93
Retained earnings <u>Net income</u> TOTAL SHAREHOLDERS' <u>EQUITY</u> PROVISION FOR LIABILIT CHARGES Provision for liabilities and charges LIABILITIES Non-current Loans from financial institutions Current Loans from financial institutions	635 856 257.74 1 563 388 192.00 TIES AND 352 689.51	737 108 597.39 880 421 954.66 352 689.51 104 639 198.45 230 345 428.48	682 966 237.34	0.00 <u>1 563 388 192.00</u> 352 689.51
Retained earnings <u>Net income</u> TOTAL SHAREHOLDERS' <u>EQUITY</u> PROVISION FOR LIABILIT CHARGES Provision for liabilities and charges LIABILITIES Non-current Loans from financial institutions Current	635 856 257.74 1 563 388 192.00 TIES AND 352 689.51 193 827 611.93 237 845 428.48	737 108 597.39 880 421 954.66 352 689.51 104 639 198.45	682 966 237.34 89 188 413.48	0.00 1 563 388 192.00 352 689.51 193 827 611.93 237 845 428.48

2

Note

Total shareholders' equity and liabilities	3 815 204 458.09	2 429 274 079.70	1 385 930 378.39 3 815 204 458.09
TOTAL LIABILITIES	2 251 463 576.58	1 548 499 435.53	702 964 141.05 2 251 463 576.58
Total current	2 057 635 964.65	1 443 860 237.08	613 775 727.57 2 057 635 964.65
Cash pool liabilities	10 347 859.46	10 347 859.46	10 347 859.46
Cash pool liabilities to subsidiaries	151 017 949.69	106 269 853.28	44 748 096.41 151 017 949.69
Accruals to subsidiaries	64 376 343.13	64 376 343.13	64 376 343.13
Accruals	12 202 806.25	9 928 222.24	2 274 584.01 12 202 806.25
associated companies Other current liabilities to subsidiaries	189 182.40 1 579 707 601.54	189 182.40 1 020 454 554.39	189 182.40 559 253 047.15 1 579 707 601.54
Accounts payable to			

The assets, liabilities and contingent liabilities of the demerging KONE Oyj are proposed to be split to the receiving companies as follows:

- The shares, other assets, liabilities and contingent liabilities related to container handling and load handling businesses are transferred to Cargotec Oyj.

- Receivables and payables, which relate to subsidiaries belonging to Cargotec business, are transferred to Cargotec Oyj.

- The loans specified in note 2 are transferred to Cargotec Oyj.

- Interest rate swaps related to transferred loans are transferred to Cargotec Oyj.

- Foreign currency derivatives are transferred to new KONE Oyj

- Other known assets, liabilities and contingent liabilities are transferred to new KONE Oyj.

- The amount of 172 MEUR shown on row current investments is the net amount of financial assets to be transferred to Cargotec Oyj.

1 SHARES IN SUBSIDIARIES

Company			Book value in	Book value in	
		Share of equity			
	Shares	(%)	new KONE Oyj	Cargotec Oyj Total	
KONE Aksjeselskap	8 100	100,00	1 345 503.41	1 345 503.41	
KONE Holdings (Canada)					
Inc.	20 649 100	100,00	14 583 879.88	14 583 879.88	
KONE Japan Co. Ltd.	310	100,00	52 724.32	52 724.32	
KONE Elevators Pty Ltd	2 100 000	30,00	13 313 282.99	13 313 282.99	
KONE Elevator India Ltd	14 947 195	100,00	6 783 769.74	6 783 769.74	
Kiinteistö Oy Heves	400	100,00	67 275.17	67 275.17	
Kiinteistö Oy Sturenkatu 21	16 500	100,00	2 729 417.01	2 729 417.01	
Oy Tuote-Leasing Ltd	620	100,00	104 276.51	104 276.51	
KONE Elevadores S.A.	59	0,02	797.02	797.02	
KONE Belgium S.A.	1 402 489	80,88	9 155 473.78	9 155 473.78	
KONE Holland B.V.	191 000	28,60	80 453 536.71	80 453 536.71	
KONE Holding Sverige AB	950 000	100,00		18 267 606.13 18 267 606.13	
KONE AG	750	25,00	221 350.50	221 350.50	
KONE Plc.	22 000 000	100,00	23 565 449.21	23 565 449.21	
KONE France S.A.S.	12 572 500	100,00	190 616 980.65	190 616 980.65	
International Maritime					
Industries Inc.	100	100,00	193 569.64	193 569.64	

Kone Corporation

Indusmar SA	100	100,00	168 187.93		168 187.93
Finsurance Ltd	120 000	100,00	2 875 878.99		2 875 878.99
KONE Capital Oy	995	100,00	300 040.37		300 040.37
Finescal Oy	40	100,00	35 055 042.05		35 055 042.05
KONE Holdings (Australia)	1		1.77		1.77
Limited	1	100.00	1.77		1.77
Partek Oy Ab	8 767 074	100,00	763 329 988.53		763 329 988.53 10 000 000.00
Kone Cargotec Oy KONE Elevators (M) Sdn	50	100,00		10 000 000.00	10 000 000.00
Bhd	612 500	49,00	206 728.59		206 728.59
Tracfin Holding Oy	012000	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1.00		1.00
KONE Industrial Oy	8	100,00	52 496 135.59		52 496 135.59
Taara Holding Oy	9	100,00	563 238 948.23		563 238 948.23
KONE Hissit Oy	8	100,00	19 059 234.64		19 059 234.64
OOO Kone Lifts	1	100,00	2 478 219.76		2 478 219.76
ZAO Kone Lifts	101	100,00	10 108.37		10 108.37
AMC Advanced		,			
Management Consulting Ltd	15	100,00	200 000.00		200 000.00
ZAO Kone Lift St.					
Petersburg	17 180	100,00	456 110.51		456 110.51
PT Indo Elevator	32 150	1,00	17 498.92		17 498.92
Måsbo AB	10 000	100,00	6 205 751.25		6 205 751.25
KONE Middle East LLC	490	49,00	153 643.14		153 643.14
Kone Portugal-Elevadores LDA		1,00	3 900.00		3 900.00
Kalmar UK Holding AB	5 000	1,00	5 700.00	59 552 132 34	59 552 132.34
JLC Truck & Maskin AB	1 000	100,00	18 148.48	57 552 152.51	18 148.48
Partek Cargotec Holding	1 000	100,00	10 1 10.10		10 1 10.10
Netherlands BV	981	100,00		98 912 000.00	98 912 000.00
		_			1 976 192
			1 789 460 854.66	186 731 738.47	593.13
The structural arrangements taki					
Partek Oy Ab/ Kalmar Industrie AB with its subsidiaries	s Oy Ab with its subsidia	ries/ Multilift	-545 600 000,00		
Estimated capital investment to	new Cargotec Ovi's subs	idiary	-345 000 000,00	545 600 000,00	
Estimated capital investment to	new Cargolee Oyj s subs	icitai y		545 000 000,00	
SHARES IN SUBSIDIARIES	TOTAL	-	1 243 860 854,66	732 331 738.47	
	- •	=			
2 LOANS FROM FINANCIA	INSTITUTIONS				
2 LOANS FROM FINANCIA			Book value in	Book value in	
		Date of	DOOK value III	DOOK value in	
Financial institution	Currency		new KONE Oyj	Cargotec Oyj	Total
Non-current loans					
Keskinäinen					
Eläkevakuutusyhtiö	EUD	5 2 2006	10.000.227.55		10.000.227.55
Ilmarinen Koneen työntekijöiden	EUR	5.3.2006	19 960 337.55		19 960 337.55
vakuutuskassa	EUR	20.12.2004			0.00
Nordiska Investeringsbanken	SEK	28.9.2005			0.00
Nordiska Investeringsbanken	EUR	15.10.2011		20 000 000.00	20 000 000.00
	2011				

Kone Corporation

Ab Svensk Exportcredit				
F F F F F F F F F F F F F F F F F F F	EUR	30.6.2005		0.00
Ab Svensk Exportcredit	SEK	30.6.2005		0.00
Sampo Pankki Oyj	EUR	6.4.2005		0.00
HSH Nordbank AG	EUR	19.6.2007		15 000 000.00 15 000 000.00
Nordiska Investeringsbanken	SEK	11.9.2006		$16\ 558\ 484.57$ $16\ 558\ 484.57$
Nordiska Investeringsbanken	SEK	2.8.2010		22 629 928.91 22 629 928.91
Golf Company Oy, deposit	EUR	31.12.2005	5 718.39	5 718.39
HSH Nordbank AG	EUR	21.8.2007		15 000 000.00 15 000 000.00
Euro Medium Term Note				
(EMTN)	EUR	16.6.2008	19 965 250.68	19 965 250.68
Euro Medium Term Note	FUD	4 4 2007	0.001.504.54	0.001.504.54
(EMTN) Euro Medium Term Note	EUR	4.4.2007	9 921 584.54	9 921 584.54
(EMTN)	EUR	11.6.2008	10 009 865.22	10 009 865.22
Euro Medium Term Note	LUK	11.0.2000	10 007 005.22	10 009 005.22
(EMTN)	EUR	26.6.2007	24 823 236.09	24 823 236.09
Euro Medium Term Note				
(EMTN)	EUR	10.3.2008	9 974 298.27	9 974 298.27
Euro Medium Term Note				
(EMTN)	EUR	10.3.2008	9 978 907.71	9 978 907.71
		_		
Total non-current loans		_	104 639 198.45	89 188 413.48 193 827 611.93
Current loans				
Keskinäinen				
Eläkevakuutusyhtiö Umorinon	EUR	5 2 2006	5 719 290 50	5 719 290 50
Ilmarinen Koneen työntekijöiden	EUK	5.3.2006	5 718 389.50	5 718 389.50
vakuutuskassa	EUR	20.12.2004	361 096.68	361 096.68
NOPUISKA INVESIEPINGSDANKEN	SEK	28 9 2005	22 077 979 42	22,077,979,42
Nordiska Investeringsbanken Ab Svensk Exportkredit	SEK FUR	28.9.2005 30.6.2005	22 077 979.42 22 000 000 00	22 077 979.42 22 000 000 00
Ab Svensk Exportkredit	EUR	30.6.2005	22 000 000.00	22 000 000.00
Ab Svensk Exportkredit Ab Svensk Exportkredit	EUR SEK	30.6.2005 30.6.2005	22 000 000.00 22 077 979.42	22 000 000.00 22 077 979.42
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj	EUR SEK EUR	30.6.2005 30.6.2005 6.4.2005	22 000 000.00	22 000 000.00 22 077 979.42 13 455 034.11
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG	EUR SEK	30.6.2005 30.6.2005	22 000 000.00 22 077 979.42	22 000 000.00 22 077 979.42
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB	EUR SEK EUR	30.6.2005 30.6.2005 6.4.2005	22 000 000.00 22 077 979.42	22 000 000.00 22 077 979.42 13 455 034.11
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG	EUR SEK EUR	30.6.2005 30.6.2005 6.4.2005	22 000 000.00 22 077 979.42	22 000 000.00 22 077 979.42 13 455 034.11
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta*	EUR SEK EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007	22 000 000.00 22 077 979.42 13 455 034.11	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 7 500 000.00
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj*	EUR SEK EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj*	EUR SEK EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 7 500 000.00 5 977 176.15
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj*	EUR SEK EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien	EUR SEK EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj*	EUR SEK EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45 4 981 590.12
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin	EUR SEK EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori*	EUR SEK EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 21.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 964 497.05
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 21.10.2004 25.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 21.10.2004 25.10.2004 29.10.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39	22 000 000.00 22 077 979.42 13 455 034.11 7 500 000.00 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 21.10.2004 25.10.2004 29.10.2004 8.11.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39 4 981 040.91	$\begin{array}{c} 22\ 000\ 000.00\\ 22\ 077\ 979.42\\ 13\ 455\ 034.11\\ 7\ 500\ 000.00\\ 7\ 500\ 000.00\\ \end{array}$
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 25.10.2004 25.10.2004 29.10.2004 8.11.2004 21.12.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39 4 981 040.91 993 563.78	$\begin{array}{c} 22\ 000\ 000.00\\ 22\ 077\ 979.42\\ 13\ 455\ 034.11\\ 7\ 500\ 000.00\\ 7\ 500\ 000.00\\ \hline \\ 5\ 977\ 176.15\\ 4\ 981\ 289.45\\ 4\ 981\ 289.45\\ 4\ 981\ 590.12\\ \hline \\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 964\ 497.05\\ 4\ 981\ 340.73\\ 4\ 982\ 240.39\\ 4\ 981\ 040.91\\ 993\ 563.78\\ \end{array}$
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Sampo Pankki Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 21.10.2004 25.10.2004 29.10.2004 8.11.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39 4 981 040.91	$\begin{array}{c} 22\ 000\ 000.00\\ 22\ 077\ 979.42\\ 13\ 455\ 034.11\\ 7\ 500\ 000.00\\ 7\ 500\ 000.00\\ \end{array}$
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Sampo Pankki Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 25.10.2004 25.10.2004 29.10.2004 8.11.2004 8.11.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39 4 981 040.91 993 563.78 4 981 032.23	$\begin{array}{c} 22\ 000\ 000.00\\ 22\ 077\ 979.42\\ 13\ 455\ 034.11\\ 7\ 500\ 000.00\\ 7\ 500\ 000.00\\ \hline \\ 5\ 977\ 176.15\\ 4\ 981\ 289.45\\ 4\ 981\ 289.45\\ 4\ 981\ 590.12\\ \hline \\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 964\ 497.05\\ 4\ 981\ 340.73\\ 4\ 982\ 240.39\\ 4\ 981\ 040.91\\ 993\ 563.78\\ 4\ 981\ 032.23\\ \end{array}$
Ab Svensk Exportkredit Ab Svensk Exportkredit Sampo Pankki Oyj HSH Nordbank AG Svenska Handelsbanken AB (publ), Suomen sivukonttoritoiminta* Sampo Pankki Oyj* Nordea Pankki Suomi Oyj* Osuuspankkien Keskuspankki Oyj* Osuuspankkien Keskuspankki Oyj* Danske Bank A/S, Helsingin sivukonttori* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Nordea Pankki Suomi Oyj* Sampo Pankki Oyj*	EUR SEK EUR EUR EUR EUR EUR EUR EUR EUR EUR EUR	30.6.2005 30.6.2005 6.4.2005 19.6.2007 4.10.2004 4.10.2004 6.10.2004 11.10.2004 25.10.2004 25.10.2004 25.10.2004 29.10.2004 8.11.2004 21.12.2004	22 000 000.00 22 077 979.42 13 455 034.11 5 977 176.15 4 981 289.45 4 981 590.12 9 962 664.36 9 962 664.36 9 964 497.05 4 981 340.73 4 982 240.39 4 981 040.91 993 563.78	$\begin{array}{c} 22\ 000\ 000.00\\ 22\ 077\ 979.42\\ 13\ 455\ 034.11\\ 7\ 500\ 000.00\\ 7\ 500\ 000.00\\ \hline \\ 5\ 977\ 176.15\\ 4\ 981\ 289.45\\ 4\ 981\ 289.45\\ 4\ 981\ 590.12\\ \hline \\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 962\ 664.36\\ 9\ 964\ 497.05\\ 4\ 981\ 340.73\\ 4\ 982\ 240.39\\ 4\ 981\ 040.91\\ 993\ 563.78\\ \end{array}$

sivukonttoritoiminta*				
Nordea Pankki Suomi Oyj*	EUR	17.11.2004	6 973 445.12	6 973 445.12
Nordea Pankki Suomi Oyj*	EUR	23.11.2004	1 992 656.23	1 992 656.23
Sampo Pankki Oyj*	EUR	26.11.2004	4 981 932.19	4 981 932.19
Sampo Pankki Oyj*	EUR	25.10.2004	4 990 462.67	4 990 462.67
Nordea Pankki Suomi Oyj*	EUR	29.11.2004	4 979 832.78	4 979 832.78
Nordea Pankki Suomi Oyj*	EUR	27.10.2004	1 497 494.69	1 497 494.69
Sampo Pankki Oyj*	EUR	3.12.2004	4 980 732.31	4 980 732.31
Nordea Pankki Suomi Oyj*	EUR	29.10.2004	9 982 710.50	9 982 710.50
Nordea Pankki Suomi Oyj*	EUR	1.10.2004	8 599 474.48	8 599 474.48
Standard Chartered Bank,				
Hong-Kong branch	USD	15.12.2004	9 670 400.52	9 670 400.52
Standard Chartered Bank,				
Hong-Kong branch	USD	12.10.2004	8 864 533.81	8 864 533.81
Standard Chartered Bank,				
Hong-Kong branch	USD	28.2.2005	2 417 600.13	2 417 600.13
Standard Chartered Bank,				
Hong-Kong branch	USD	8.11.2004	2 820 533.48	2 820 533.48
Koneen työntekijöiden				
vakuutuskassa	EUR	3.12.2004	173 000.00	173 000.00
Total current loans		-	230 345 428.48	7 500 000.00 237 845 428.48

* Commercial paper