

INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF BENEFON OYJ

The Board has decided to call an Extraordinary General Meeting of the shareholders to be convened on Monday, September 10th 2007 at 13.00. The Extraordinary General Meeting shall be held in company's head office, at the address Meriniitynkatu 11, 24100 Salo. The names of the notified shareholders will be checked and the voting tickets issued beginning at 12.00.

The following matters shall be handled in the meeting:

1§ Authorization of the Board of Directors' to decide on increase of share capital

The Board of Directors of the Company has agreed with certain institutional and qualified investors of new financing amounting up to EUR 9,000,000 at maximum and the conditions thereof. The maximum number of new investment series shares to be offered shall be 40,000,000 at a subscription price of EUR 0.18 per share. Each subscribed share shall entitle the investor to subscribe for four (4) convertible notes with a principal value of 0.01125 each. The maximum principal amount of convertible bond loan, which includes a specific right to use the loan to set off subscription price of shares as according to Chapter 10, Clause 1 of the Finnish Companies Act, shall be EUR 1,800,000. Each EUR 0.01125 of the loan principal entitles its holder to subscribe for one new investment series share, whereupon the maximum number of new investment series shares to be subscribed by virtue of the loan is 160,000,000.

The purpose of the financing is to secure the working capital of the company and supporting its business plan. The bulletin regarding the financing has been published on August 21st, 2007.

The Board has handled and accepted the terms of the financing in its meeting and has decided to raise a maximum of EUR 4,950,000 of the financing by virtue of authorization granted by the Annual General Meeting of April 16th 2007. At the same the Board decided to propose that the Extraordinary General Meeting would confirm the rest of the financing, totalling a maximum of EUR 4,050,000 and the terms and conditions thereof i.e. issue of new investment series shares and option rights to GeoHolding B.V. without charge, by authorizing the Board to issue new investment series shares.

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

The rest of the agreed financing, to be raised by virtue of the proposed new authorization, is a maximum of EUR 4,050,000 totalling a maximum of 90,000,000 new investment series shares. The issue consists of new investment series shares of the Company and convertible bond loans entitling to subscription of new investment series shares.

The investors have set the following additional conditions for the entire equity financing:

The company shall issue new investment series shares and option rights to GeoHolding B.V without charge in order to restructure the

acquisition of GeoSolutions B.V. executed on April 27th 2007 and to increase the fully diluted ownership of GeoHolding B.V. up to 30 % after the financing. Accordingly the company shall issue a maximum of 221,007,003 new investment series shares and maximum of 35,305,555 new option rights to GeoHolding without charge in pursuance of executing the rest of the financing. Of the issued shares 103,333,333 shares and all new option rights are directed in order to correct the misvaluation of the purchase price defined by the company. The corrected valuation is based on the valuation agreed with the investors and shall balance the prior acquisition price to correspond the correct price. At the same the terms of option rights 2007-1, directed to the key resources of GeoSolutions B.V., shall be amended such that the share subscription price is decreased to correspond the agreed price of EUR 0.045 per share.

The company has especially weighty financial reasons to deviate from the pre-emptive subscription right of the shareholders in order to secure the working capital of the company.

The Board proposes that the Extraordinary General Meeting would decide to grant an authorization to the Board of Directors to decide on the increase of the company's share capital by at maximum aggregate amount of EUR 8,000,000 and/or on issue of new investment series shares, option rights or specific rights which give entitlement to shares as defined in Chapter 10 Article 1 of the Finnish Companies Act, which may be either liable to charge or free of charge, in one or more instalments such that the maximum number of new investment series shares issued is 800,000,000. In addition the authorization would entitle to increase the share capital by means of using the premium fund or invested unrestricted equity fund for the increase. The authorization would entitle the Board to deviate from the pre-emptive right of shareholders and also accept set-off or other consideration in kind as a payment for the shares, option rights or specific rights. The Board would have the right to decide the terms of any issue by virtue of the authorization for all other parts. The authorization would include the above mentioned financing arrangement for the non-raised parts.

The authorization would be valid for two (2) years from the date of the Extraordinary General Meeting.

The current authorization granted by the Annual General Meeting April 16th, 2007 shall remain valid.

2§ Amendment to the Articles of Association

To enable increasing the number of outstanding shares the Board proposes to the Extraordinary General Meeting to decide on the amendment of the articles 4 and 5 of the Articles of Association such that the maximum number of all shares (article 4) is increased from current 1,000,000,000 to 2,000,000,000 and maximum number of investment series shares (article 5) from current 1,000,000,000 to 2,000,000,000.

3§ Amending the terms of unexercised option rights and Option Rights 2007-1 issued on April 27th, 2007

Relating to agreed financing the Board has decided to propose certain amendments to the terms of all unexercised option rights. The Board proposes the terms of all unexercised option rights to be amended

such that the share subscription period is extended until June 15th, 2010 for all such option rights.

In addition the Board proposes the terms of option rights 2007-1 to be amended such that the share subscription price for each option right is EUR 0.045. The amendment of said option terms is a condition for agreed financing and it corrects the false valuation of the purchase price of GeoSolutions B.V performed by the company.

The terms of the above mentioned option rights shall remain for all other parts unchanged.

4§ Nomination of members of the Board of Directors

The main shareholders propose that the Extraordinary General Meeting would decide to nominate three (3) new members of the Board of Directors in addition to the current members Dan Harple, Jeffrey Crevoiserat and Juha Kiikeri. The nominated new persons are David Francis, Gary Bellot and Michael Vucekovich.

Documents on view

Copies of the documents concerning the financial statements and the proposals of the Board are available for shareholders to view from September 3rd, 2007 onwards at the company head office in Salo, at the address Meriniitynkatu 11, 24100 Salo, Finland. The Company shall provide copies of the said documents to shareholders upon request against reimbursement of reasonable copying and delivery costs.

Right to participate

Shareholder, who has been registered in the company's shareholder register, maintained by the Finnish Central Securities Depository Ltd, on August 31st, 2007 has the right to participate in the Extraordinary General Meeting. In order to attend the Extraordinary General Meeting, shareholders who hold their shares under a name of a nominee must contact their custodian to be temporarily recorded in the shareholder register. The recording must be made effective no later than August 31st, 2007.

Notice of participation

Shareholder that wishes to participate in the Extraordinary General Meeting must notify his/her participation by September 6th, 2007 at 12.00 at the latest to Company's head office by telephone +358-2-77400 (Minna Suokas), by telefax at +358-2-7332633, in writing to Benefon Oyj, PL 84, 24101 Salo, Finland, or by email to minna.suokas@benefon.fi. Proxies are requested to be delivered by the end of the above registration period.

August 20th, 2007

BENEFON OYJ

The Board of Directors

For more information, please contact:
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www.benefon.com

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