

## ARTICLES OF ASSOCIATION OF PÖYRY PLC

### 1 §

#### Company's business name and domicile

The company's business name shall be Pöyry Oyj, in English Pöyry PLC, and its domicile Vantaa.

### 2 §

#### Scope of the company's activities

The scope of the company's activities shall be to produce and sell consulting and design services.

The company may also conduct other industrial or commercial activities or investment activities including owning and managing of real properties and real estate companies as well as leasing activities relating thereto.

### 3 §

#### Book-entry system

The company's shares shall be entered in the book-entry system.

### 4 §

#### Board of Directors

The company's Board of Directors shall consist of a minimum of four (4) and a maximum of ten (10) ordinary members.

### 5 §

#### President

The President of the company shall be elected by the Board of Directors.

### 6 §

#### Representation

The members of the Board of Directors and the President shall have the right to represent the company jointly, two together. The Board of Directors may grant other persons the right to represent the company in such way that these persons represent the company jointly, two together, or each together with a member of the Board of Directors or with the President.

The Board of Directors may grant procuration rights in such way that the holders of a procuration right represent the company jointly, two together, or each together with a member of the Board of Directors, with the President or with another person authorised to represent the company according to these Articles of Association.

7 §  
Auditors

The company shall have one auditor, who shall be an auditing firm certified by the Central Chamber of Commerce. The Auditor is elected until further notice.

8 §  
Notice to convene a shareholders' Meeting

The notice to convene the General Meeting of shareholders shall be issued to the shareholders no earlier than two (2) months and no later than seventeen (17) days prior to the General Meeting of shareholders by publishing the notice to convene in at least one newspaper published in the Helsinki region, as selected by the Board of Directors. Other notifications to the shareholders shall be issued in the same manner.

9 §  
Registration to the shareholders' Meeting

In order to attend the General Meeting of shareholders, a shareholder shall register his participation with the company in the manner indicated in the notice to convene and by the therein-indicated registration date, which date may not be earlier than ten (10) days prior to the meeting.

10 §  
Annual General Meeting of shareholders

The Annual General Meeting of shareholders shall be held in Vantaa, Espoo or Helsinki. The company's Annual General Meeting of shareholders shall be held each year on a date determined by the Board of Directors by the end of June.

The Annual General Meeting of shareholders shall examine:

- 1) the annual accounts, comprising the profit and loss accounts, the balance sheet, the cash flow statement and the notes to the accounts as well as the consolidated accounts;
- 2) the report of operations;
- 3) the auditor's report;

decide on:

- 4) the approval of the annual accounts, comprising also the approval of the consolidated accounts;
- 5) measures prompted by the profit or loss shown on the approved annual accounts;
- 6) the discharge from liability for the Board of Directors and the President;
- 7) the number of board members;

8) the remuneration to the board members and auditors;

elect:

9) the members of the Board of Directors;

10) a prospective auditor;

handle:

11) any other matter presented in the notice to convene the General Meeting of shareholders.

11 §

Financial period

The company's financial period shall be 1 January to 31 December.