

Company's Articles

1 § Business name and domicile

The company's business name is Atria Oyj in Finnish, Atria Abp in Swedish and Atria Plc in English. The company is domiciled in Kuopio.

2 § Line of business

The company's line of business is slaughterhouse operations, meat processing, pre-processed food production and related industrial and business operations. The company may engage in business operations by itself or via its subsidiaries.

3 § Nominal value of shares

The shares have no nominal value.

4 § Series of shares

Series A shares have preference for a dividend of EUR 0.17, after which Series KII shares are paid a dividend of up to EUR 0.17. If dividend remains to be paid after this, Series A and Series KII shares entitle their holders to an equal right to a dividend. Each Series KII share entitles its holder to ten (10) votes at a General Meeting and each Series A share to one (1) vote.

5 § Redemption clause

If a Series KII share is transferred to a party outside the company, or a Series KII share is transferred to a shareholder within the company who had not previously owned shares in this series, the transferee must notify the Board of Directors thereof without delay and other Series KII shareholders have the right to pre-emptively purchase the share, subject to the following conditions:

If two or more holders of Series KII shares wish to exercise their pre-emptive purchase rights, the shares shall be divided amongst them by the Board of Directors in proportion to their ownership of Series KII shares. If the shares cannot be divided evenly in this manner, the remaining shares shall be distributed by lot amongst those seeking to exercise their pre-emptive purchase rights.

The redemption price is the average price of the company's Series A shares quoted on the stock exchange during the three-month period preceding the transfer or, in the event that a stock exchange or equivalent quotation is not available or the transfer is gratuitous, the actual value of the shares as judged from the last financial statements and as determined by the company's auditor.

The Board of Directors shall immediately notify Series KII shareholders of the share transfer. This notification must be carried out in the same manner as the Notice of Meeting. The notification must include the pre-emptive purchase price and the deadline for the pre-emptive purchase request.

A person entitled to exercise his or her pre-emptive purchase right shall present the pre-emptive purchase request to the company in writing within two (2) months of the date on which the Board of Directors was notified of the share transfer.

The redemption price must either be paid to the transferee in cash, with a bank draft or with a bank-endorsed cheque within one (1) month of the deadline for presenting a redemption request or deposited with the administrator of execution proceedings during the period specified.

Disagreements concerning pre-emptive purchase rights and the pre-emptive purchase price shall be submitted for resolution by arbitrators in the order specified in the Arbitration Proceedings Act (967/92).

6 § Agreement clause

The approval of the company, which will be granted by the Board of Directors, is required for the acquisition of Series KII shares by means of transfer.

7 § Board of Directors

The Board of Directors is responsible for the company's governance and proper organisation of the operations. The Board of Directors consists of a minimum of five (5) and a maximum of nine (9) members, who are elected at the Annual General Meeting for a term of three years. Each year, one to four members of the Board retire by

rotation, the purpose of which is to ensure that the uninterrupted term of office of each member ends at the conclusion of the third Annual General Meeting following the election.

Members who are due to resign by rotation may be re-elected.

8 § Supervisory Board

The company has a Supervisory Board consisting of a minimum of 18 and a maximum of 21 members, who are elected for terms of three years. Six members of the Supervisory Board, as decided through the drawing of lots, shall resign in the first year, then six shall resign in the second year, the other members shall resign in the third year and after that members shall resign in rotation. Members who are due to resign by rotation may be re-elected.

The Supervisory Board elects a chairman and a vice-chairman from amongst its members for terms of one year.

The Supervisory Board shall supervise the governance of the company by the Board of Directors and the CEO. In addition, the Supervisory Board has the following duties:

- Submitting its statement on the financial statements and the auditors' report to the Annual General Meeting
- issue instructions to the Board of Directors on matters that are of far-reaching consequence or important in principle.

9 § CEO

The company has a CEO, who shall be in charge of managing the company's operations in accordance with the instructions and orders issued by the Board of Directors.

10 § Representing the company

The company shall be represented by members of the Board of Directors and the CEO, two together. The Board of Directors may grant company employees the right to represent the company, either two together or each severally together with a member of the Board of Directors, the CEO or a holder of procuration.

11 § Procuration

The Board of Directors decides on procuration.

12 § Auditors

The company shall have one (1) auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office.

The auditor's term of office expires at the end of the next Annual General Meeting following the election.

13 § Venue of General Meetings, notice of meeting and registration

The company's General Meetings shall be held in Kuopio or Helsinki, Finland.

Notice of a General Meeting shall be given to the shareholders by publishing it on the company's website and by a stock exchange release not earlier than three (3) months and not later than three (3) weeks before the date of the Meeting and in any case not later than nine (9) days before the General Meeting Record Date. In addition, the Board of Directors may decide to publish the notice, or notification of delivering notice, in one or more Finnish national newspapers determined by the Board of Directors, or in any other manner it may decide.

To have the right to participate in a General Meeting, a shareholder must register with the company no later than on the day mentioned in the notice of meeting, which can be no earlier than ten (10) days before the meeting.

14 § Annual General Meeting

The Annual General Meeting is held each year within six months of the end of the financial year on a day designated by the Board of Directors. The meeting shall present:

- the financial statements and the annual report
- the auditors' report
- the Supervisory Board's statement on the financial statements and the auditors' report

decide on:

- the approval of the income statement and the balance sheet
- any measures called for by the profit or loss reported in the approved balance sheet
- granting of discharge from liability to the members of the Board of Directors and of the Supervisory Board and to the CEO
- the number of members of and the remuneration payable to the Board of Directors
- the number of members of and the remuneration payable to the Supervisory Board
- the number of auditors and deputy auditors

elect:

- members of the Board of Directors to replace those due to resign
- members of the Supervisory Board to replace those due to resign
- auditors and deputy auditors, and

discuss:

- other business stated in the notice of meeting.

15 § Book-entry system

The company's shares are incorporated in the book-entry system.

16 § Arbitration clause

Disputes between the company and the Board of Directors, a member of the Board of Directors, the CEO, an auditor or a shareholder shall be resolved by means of arbitration in accordance with the provisions of the Companies Act and the Arbitration Proceedings Act.