

National Board of Patents and Registration  
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ARTICLES OF ASSOCIATION

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Name:	Vaisala Oyj
Content:	Articles of Association
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## ARTICLES OF ASSOCIATION OF VAISALA OYJ

1 § The name of the company is Vaisala Oyj, in English Vaisala Corporation, and its domicile is Vantaa.

2 § The company's object is the development, manufacturing and marketing of technical instruments and the sale of related services. The company may also lease technical instruments and facilities. The company provides financial support for scientific research. In order to carry out its activities the company may own and control fixed assets and shares without engaging in the trading thereof.

3 § The company's minimum capital shall be seven million two hundred thousand (7,200,000) euros and its maximum capital twenty-eight million eight hundred thousand (28,800,000) euros, within which limits share capital may be increased or decreased without amending the Articles of Association.

Shares shall be divided into K shares and A shares. A maximum of 68,490,017 shares shall be K shares and a maximum of 68,490,017 shall be A shares, with the provision that the total number of shares shall be at least 17,122,505 and not more than 68,490,017.

K and A shares shall differ in that each K share shall convey the right to twenty (20) votes at a General Meeting and each A share shall convey the right to one (1) vote. Shares shall convey equal rights to dividends.

A K share may be converted into an A share at the demand of the shareholder or in the case of shares registered under a nominee the custodian indicated in the book-entry account.

A conversion demand must be made in writing to the Board of Directors. The demand must indicate the number of shares to be converted and the book-entry account in which the shares are registered. The company may ask for a transfer limitation to be entered in the shareholder's book-entry account during the conversion process.

A conversion demand may be presented at any time, but not after the Board of Directors has decided to call a General Meeting. A conversion demand made between such a decision and the subsequent General Meeting shall be regarded as having arrived and shall be handled after the General Meeting and any subsequent record date.

The Board of Directors shall without delay reach a decision on a presented conversion demand. The Board of Directors shall without delay notify the Trade Register of its decision for registration. The Board of Directors shall if necessary issue more detailed instructions concerning conversion.

4 § The company's shares are incorporated in the book entry system of securities.

5 § The right to receive distributions from the company and the right to subscribe for new shares upon an increase of share capital shall belong only:

- 1) to a person who on the record date is registered as a shareholder in the register of shareholders;
- 2) to a person whose right to obtain performance has on the record date been registered in the securities account of the registered shareholder and which also has been entered in the register of shareholders; or
- 3) in the case of shares registered under a nominee, to a person on whose securities account the share has been registered on the record date and whose custodian has on the record date been entered in the register of shareholders as the custodian.

6 § The administration and proper running of the company shall be in the hands of the Board of Directors, which shall include four to eight (4-8) members. The term of a member of the Board of Directors shall expire at the close of the third Annual General Meeting following his election, unless the Annual General Meeting decides on a shorter term when a member is elected. One-third of the members of the Board, or the number closest to this, shall resign annually. In the event that the entire Board of Directors is elected at the same time, the above-mentioned number of members, determined by lot, shall resign in the first two years.

7 § A Board meeting shall constitute a quorum when over half of the members are present. Board decisions shall be made by majority vote, or in case of a drawn vote the Chairman shall have the deciding vote.

8 § The company shall have a Managing Director, appointed by the Board of Directors, who shall attend to the day-to-day administration of the company according to the instructions and orders issued by the Board of Directors.

9 § The Chairman of the Board of Directors and the Managing Director may each represent the company singly. The Board of Directors may also authorize other persons to represent the company per procurationem or otherwise.

10 § The company shall have one auditor, who must be a public accountant or auditing corporation authorized by the Central Chamber of Commerce. If an authorized auditing corporation is not chosen to perform the auditing, a deputy auditor must be elected as well. An auditor's term of office shall comprise the on-going financial period and shall expire at the close of the first Annual General Meeting following his election.

11 § The company's financial period shall be the calendar year.

12 § Notice of a General Meeting shall be published on the company's website and in any other way that may be decided by the Board of Directors no earlier than two (2) months before the General Meeting record date as prescribed in the Limited Liability Companies Act and no later than three (3) weeks before the General Meeting, with the proviso that the notice must be at least 9 days before the above-mentioned record date.

In order to participate in a General Meeting, a shareholder must register with the company no later than the date specified by the Board of Directors in the notice, which may be no later than ten days prior to the meeting.

13 § The Annual General Meeting shall be held by the end of June on a date determined by the Board of Directors and at a place in Vantaa or Helsinki determined by the Board of Directors.

#### The Annual General Meeting

shall review

1. the annual accounts;
2. the Auditor's Report;

shall decide on

3. approval of the Statement of Income and Balance Sheet and the Consolidated Statement of Income and Consolidated Balance Sheet;
4. any measures warranted by the profit or loss shown in the approved Consolidated Balance Sheet;
5. discharging the members of the Board of Directors and the Managing Director from liability;
6. the number of members to serve on the Board of Directors and
7. the remuneration to be paid to the members of the Board of Directors;

shall elect

8. the members of the Board of Directors and
9. the auditors and deputy auditor.

(stamp)

(signature)  
Leila Vasama  
customer adviser

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For a true translation of the original Finnish document pursuant to the Act on Authorized Translators (Finnish Statute 1231/2007)  
Helsinki, 5 April 2011

