# THE BOARD OF DIRECTORS' PROPOSAL REGARDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION (ITEM 18)

UNOFFICIAL ENGLISH TRANSLATION

#### ARTICLES OF ASSOCIATION

#### 1 § Name of the Company

The name of the company is Sanitec Abp, in Finnish Sanitec Oyj and in English Sanitec Corporation.

#### 2 § Domicile

The domicile of the company is Helsinki.

# 3 § Line of Business

The company may, either directly or through its subsidiaries or affiliates, engage in the industry of construction materials, ceramics and furniture and other related industrial and commercial business activities, including service and financing activities and consultancy. The company may also engage in securities trading and other investment activities.

#### 4 § Accounting period

The accounting period of the company ends on 31 December each year.

# 5 § Book-entry system

The company's shares belong to a book-entry system after the expiry of the registration period set by the Board of Directors.

#### 6 § Board of Directors

The Board of Directors of the company has minimum of three and maximum of nine ordinary members with one deputy member, if needed. The term of office of a Board member ends with the conclusion of the Annual General Meeting of Shareholders following the election of the Board member.

#### **7 § Managing Director**

The company has a Managing Director, appointed by the Board of Directors.

# 8 § Signing for the Company

The right to sign for the Company shall be vested with two members of the Board of Directors acting together. In addition, the Board of Directors may delegate the right to sign for the



Company to other persons. The Board of Directors shall decide on rights to sign for the Company per procuram and otherwise.

#### 9 § Auditor

The company has an auditor, which must be an auditing corporation approved by the Finland Chamber of Commerce. The term of office of the auditor expires at the end of the Annual General Meeting of Shareholders following the election.

#### 10 § Notice convening a meeting

The notice convening the General Meeting of Shareholders must be delivered to the shareholders by publishing the notice on the company's website or by a newspaper announcement which is published in one or more widely circulated newspapers chosen by the Board of Directors, or otherwise in a verifiable way no more than three (3) months and no less than three (3) weeks before the meeting, and in any case at least nine (9) days before the General Meeting record date referred to in Chapter 4, Section 2, Subsection 2 of the Companies act.

In order to take part in a General Meeting a shareholder must register with the company at the latest on the date mentioned in the notice, which may not be earlier than ten (10) days before the General Meeting.

The venue for the General Meeting of Shareholders may be located in Helsinki, Finland or the municipality of Stockholm, Sweden. The Board of Directors shall decide the venue for each General Meeting of Shareholders.

#### 11 § Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders of the company must be held within six months from the date when the accounting period ended.

At the meeting:

#### the following are presented

- 1. the financial statements, which include the consolidated financial statements, and the report of the Board of Directors;
- 2. the auditor's report;

#### the following are resolved upon

- 3. the adoption of the financial statements;
- 4. the use of profits shown in the balance sheet;
- 5. the discharge of members of the Board of Directors and the Managing Director from liability;



- 6. the remuneration of the members of the Board of Directors and the auditor;
- 7. the number of the members of Board of Directors;

# the following are elected

- 8. the chairman and members of the Board of Directors, and
- 9. the auditor.

Adopted at the Annual General Meeting on 13 May 2014.

