

- 1 § The Company's business name is SanomaWSOY Oyj in Finnish, SanomaWSOY Abp in Swedish, and SanomaWSOY Corporation in English.
- The Company's domicile is Helsinki.
- 2 § The purpose of the Company is to engage in any legal business including communications, publishing and training, as well as distribution and specialised retail trade. The Company may operate either directly or through subsidiaries and associated companies.
- 3 § In the publication of books, the Company has as its objective, while promoting national progress, to publish good literature. In the publication of newspapers, the Company has as its objective to promote democratic principles, social justice, freedom of opinion, progress as well as spiritual and economical prosperity.
- 4 § The Company's minimum share capital shall be EUR 50,000,000 and maximum EUR 300,000,000, within which boundaries share capital can be increased or decreased without amending the Articles of Association.
- 5 § The shares of the Company are registered in the book-entry system. The right to receive funds distributed from the Company and subscription rights, when the share capital is increased, are subject to:
- the shareholder having been registered as a shareholder in the shareholders' register on the record date;
 - the right to receive payment having been registered on the record date on the book-entry account of the shareholder registered in the shareholders' register and the right having been registered in the shareholders register; or
 - registration of the shares in the name of a nominee, on the book-entry account of which the share has been registered on the record date and this nominee has been registered in the shareholders' registry on the record date as the custodian of the shares.
- 6 § The administrative bodies of the Company are the Board of Directors and the President and CEO. The Company may also have a director general, the job description of whom is determined by the Board of Directors. Matters to be dealt with by the Board of Directors are to be prepared by an Executive Committee, the members of which are the Chairman and Vice Chairman of the Board of Directors and the President and CEO as well as other committees deemed necessary and established annually after the General Meeting of Shareholders.
- 7 § The Board of Directors shall have no less than five and no more than eleven members. Furthermore, no less than one and no more than two representatives of the personnel, and personal alternates for both, may be nominated to the Board of Directors, if this is required by legislation concerning the representation of personnel in the management of companies or by agreement concluded between the Company and the personnel in a general meeting or a negotiating body.
- The General Meeting of Shareholders elects the Chairman and the Vice Chairman of the Board of Directors.
- The term of office of the members of the Board of Directors begins at the end of the Annual General Meeting of Shareholders and expires at the end of the third Annual General Meeting of Shareholders following the election.
- If the office of a Board member becomes vacant before the end of the three year period, a new member shall be elected for the remaining three year period.
- The General Meeting of Shareholders can decide that one third of the members of the Board of Directors shall resign annually according to their terms of office. If needed, the General Meeting of Shareholders decides on the terms of resignation in relation to the election.
- A person who is, or during his term of office would turn, 75 years of age shall not be elected to the Board of Directors.

The Board of Directors constitutes a quorum when more than half of its members are present. The vote of the Chairman shall be decisive in the event of even votes.

Minutes shall be kept of Board meetings.

- 8 § The duties of the Board of Directors are:
- to supervise the administration of the Company and the proper organisation of its activities;
 - to execute decisions of the General Meeting of Shareholders;
 - to determine the remuneration and other benefits of the management;
 - to appoint the President and his deputy and appoint other persons in leading positions.
- 9 § The duties of the President are:
- to lead and supervise directly the day-to-day management of the company in accordance with the decisions of the Board of Directors;
 - to ensure that the bookkeeping of the Company is legal and that its asset management has been organised in a reliable way.
- 10 § The Company shall be legally represented by the Chairman of the Board of Directors or the President individually, jointly by two (2) members of the Board of Directors or by a member of the Board of Directors together with another authorised official of the Company or a holder of procuration.
- The Board of Directors may authorise other persons to represent the Company jointly with another authorised official of the Company or a holder of procuration.
- 11 § The financial period of the Company is the calendar year.
- 12 § Two (2) auditors authorised by the Central Chamber of Commerce as well as two (2) deputy auditors authorised by the Central Chamber of Commerce shall be elected at the Annual General Meeting of Shareholders to audit the annual accounts and bookkeeping and the administration of the Company during the ongoing financial period.
- An auditing entity authorised by the Central Chamber of Commerce can be elected to act as the auditor, in which case no deputy auditor is to be elected.
- The term of office of the auditors is terminated at the end of the next Annual General Meeting of Shareholders following the election.
- 13 § The Annual General Meeting of Shareholders shall take place annually at a time determined by the Board within six (6) months from the end of the financial period.
- The Shareholders' meetings shall take place either in Forssa, Helsinki, Porvoo or Vantaa.
- 14 § Notices of Shareholders' Meetings shall be published in at least one newspaper with a large circulation, to be determined by the Board, no earlier than three (3) months and no later than seventeen (17) days before the meeting.
- 15 § A shareholder shall have voting right at the General Shareholders' Meeting if he has registered to take part in the meeting by the due date mentioned in the notice to the General Shareholders' Meeting, which due date may be no more than ten days before the meeting. What is stipulated regarding shares in the book-entry system shall be applied.
- 16 § At the Annual General Meeting of Shareholders the following matters shall be dealt with:
- election of the Chairman of the meeting, who nominates the secretary;
 - election of two (2) persons to inspect the minutes of the meeting;
 - presentation of the financial statements, the consolidated financial statements and the Board of Directors' report;

- presentation of the auditors report;
- decision on the approval of the financial statements and the consolidated financial statements;
- decision on the use of the profit shown in the balance sheet;
- decision on the granting of discharge from liability to the members of the Board and the President;
- decision on the number of the members of the Board;
- decision on the remuneration for the Board members and the auditors;
- decision on which members of the Board are in turn to resign, election of Chairman and Vice Chairman of the Board;
- election of the auditors and the deputy auditors; and
- decisions on other matters mentioned in the invitation to the meeting.

17 § Elections at General Shareholders' Meeting are carried out by closed ballot if requested by a shareholder with the exception of the election of the Chairman of the meeting.

18 § Unless otherwise provided in these Articles of Association or the Companies Act, a proposal supported by more than half of votes given or, when votes are tied, the proposal supported by the Chairman shall be the decision of the General Meeting of Shareholders.