

### **Article 1 Name and domicile of the company**

The name of the company is Uponor Oyj, and its parallel name in English is Uponor Corporation.

The domicile of the company is Helsinki.

### **Article 2 Object of the company**

The object of the company is to develop, manufacture and trade systems solutions for housing, building and environmental technologies, as well as to supply related services. In addition, the company may be engaged in real estate business and other industrial operations, securities trading and other investment activities. The company also operates as the parent company of the Group formed by it.

### **Article 3 Book entry securities system**

The shares of the company are registered in the book entry securities system.

### **Article 4 Board of Directors**

The administration and proper organization of the operations of the company shall be arranged by a Board of Directors, comprised of not less than five (5) and not more than seven (7) ordinary members. The members of the Board of Directors shall be elected by the Annual General Meeting for one (1) year at a time. The term of the Board members shall expire at the close of the Annual General Meeting which shall elect the new Board of Directors.

The Board of Directors shall appoint the Chairman and one (1) Vice Chairman from among its members for a term of one (1) year at a time.

The Board of Directors shall constitute a quorum if more than half of the members are present.

### **Article 5 Managing Director**

The company shall have a Managing Director appointed by the Board of Directors; the Managing Director shall be responsible for the day-to-day administration of the company in accordance with the instructions and orders of the Board of Directors.

### **Article 6 Right of representation**

The Managing Director and the Chairman of the Board of Directors, each alone, as well as any two members of the Board of Directors jointly, shall have the right to represent the company.

### **Article 7 Accounting period**

The accounts of the company shall be closed annually on 31 December.

### **Article 8 Auditors**

The company shall have one ordinary auditor that shall be a corporation of authorized public accountants accredited by the Central Chamber of Commerce.

The term of the auditors shall expire at the close of the Annual General Meeting first following their election.

### **Article 9 Notice of general meeting**

The notice to a general meeting shall be submitted to the shareholders not earlier than six (6) weeks and not later than seventeen (17) days prior to the meeting by means of an advertisement published in two newspapers appearing in Helsinki one of which shall be a Swedish language paper.

In order to be entitled to participate in a general meeting, shareholders shall notify the company of their attendance on the day indicated in the notice of the meeting at the latest; such day may not be earlier than ten (10) days prior to the meeting.

The general meeting may be held in the domicile of the company, or in Espoo or Vantaa.

### **Article 10 Annual General Meeting**

The Annual General Meeting shall be held annually before the end of June.

At the meeting shall be:

presented

1. the financial statements consisting of the income statement, the balance sheet and the report on operations;
2. the auditors' report;

decided upon

3. the adoption of the financial statements;
4. the measures warranted by the profit or loss in accordance with the balance sheet;
5. granting discharge from liability to the members of the Board of Directors and the Managing Director;
6. remuneration of the members of the Board of Directors;
7. the number of the members of the Board of Directors;

elected

8. the members of the Board of Directors;
  9. the auditor.
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