



## **Articles of Association**

**Valid from 05.05.2010 -**

1 §

### **Name and Domicile of Company**

The name of the Company is Teleste Oyj and Teleste Corporation in English. The domicile of the Company is in Turku.

2 §

### **Field of Operations**

The Company's field of operations is the production and selling of electronics and telecommunication industry products, services and solutions as well as thereto related service, maintenance, training, designing, integration and installation activities and consultation. The Company may trade in securities and engage in other investment business. The Company may also carry out its operations through subsidiaries and associated companies.

3 §

### **Incorporation of the shares in the book-entry system**

The shares of the Company are incorporated in the book-entry system.

4 §

### **Board of Directors**

The Company shall have a Board of Directors with a minimum of three (3) and a maximum of eight (8) members elected at the Annual General Meeting of Shareholders; their term of office shall expire at the end of the following Annual General Meeting of Shareholders. The Board of Directors shall elect the Chairman of the Board of Directors among themselves.

5 §

### **Managing Director**

The Company shall have a Managing Director appointed by the Board.

6 §

#### Right to represent the Company

The members of the Board, two jointly, or the Managing Director, jointly with a member of the Board of Directors shall have the right to represent the Company or the person(s) authorised by the Board of Directors to represent the Company, either jointly with another person authorised to represent the Company, a procurator, the Managing Director, or a member of the Board of Directors.

7 §

#### Financial Period

The Company's financial period shall be a calendar year.

8 §

#### Auditors

The Company shall have at least one (1) and not more than two (2) auditors, who shall be auditors or Accounting Firms certified by the Central Chamber of Commerce.

The auditors' duties shall cease at the end of the first Annual General Meeting of Shareholders following their election.

9 §

#### Notice of Meeting

Notice of the General Meeting of Shareholders shall be announced on Company's website no earlier than two (2) months and no later than three (3) weeks prior to the General Meeting of Shareholders, however, at least nine (9) days prior to the record date of the General Meeting of Shareholders. Within the same time the Company shall announce the time and place of the General Meeting of Shareholders as well as the address of the Company's website in at least one newspaper decided by the Board of Directors.

A shareholder wishing to participate in the General Meeting of Shareholders shall notify the Company at the latest on date stated in the notice of the meeting, which date shall be no earlier than ten (10) days prior to the meeting.

10 §

#### Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders shall be held annually on the date decided by the Board of Directors by the end of June in Kaarina, Turku or Helsinki.

At the meeting, the following shall be

presented

1. the financial statements, which include the consolidated financial statements, and the report of the Board of Directors;

2. the Auditor's Report;

resolved upon

3. the adoption of the financial statements and the consolidated financial statements;

4. use of the profit shown in the balance sheet;

5. discharging the members of the Board of Directors and the Managing Director from liability;

6. the number of, and the fee payable to, the members of the Board of Directors;

7. the number of, and the fee payable, to the auditors;

elected

8. the members of the Board of Directors;

9. the auditors; as well as.

considered

10. any other matters stated in the notice of the meeting.