



Articles of Association

Approved by Apetit Plc's Annual General Meeting on 31 March 2016.

§1 Company name and domicile

The name of the Company is Apetit Oyj, in Swedish Apetit Abp and in English Apetit Plc. The Company's domicile is Säkyli.

§2 Sphere of operations

The Company engages in commercial activities concerning food and other related activities in Finland and abroad either directly or through subsidiaries or associated companies. The Company may own and manage real estate and shares and other securities and engage in trade in them.

§3 The Company's share capital

The Company's minimum share capital is 10,000,000 euros and its maximum capital 40,000,000 euros within which limits the share capital may be increased or decreased without amending the Articles of Association.

The nominal value of each share is 2 euros.

The Company shares belong to the book-entry securities system.

Only a party

1. which has been entered in the register of shareholders as a shareholder on the record date;
2. whose right to payment has been entered in the book-entry account of a registered shareholder and entered in the register of shareholders on the record date; or
3. in whose book-entry account the share has been entered on the record date and whose share administrator has been entered in the register of shareholders as the administrator of the shares on the record date if the share is nominee-registered has the right to assets distributed by the Company and the right of subscription when the share capital is increased.

§4 Board of Directors

By a decision of the Supervisory Board, the Board of Directors shall comprise at least five and at most seven members.

The term of a member of the Board of Directors ends at the close of the Supervisory Board meeting following the first Annual General Meeting immediately after the election.

The Board of Directors is quorate when the chairman or deputy chairman and at least half of the other Board members are present.

§5 President

The Company has a President elected by the Board of Directors.

The Company may have one or more Vice-Presidents appointed by the Board of Directors.



§6 Authorization to sign for the Company

The Company is signed for by the members of the Board of Directors, two together, and the President or a holder of procuracy authorized by the Board of Directors together with a member of the Board of Directors or another holder of procuracy.

§7 Supervisory Board

The Supervisory Board comprises a minimum of 14 and a maximum of 18 members elected by the shareholders' meeting.

The term of the members of the Supervisory Board ends at the close of the third Annual General Meeting following the election. To ensure that the terms of one third of the members (or the number nearest to it) come to an end each year, the term of new members may, at their election, be exceptionally set to last one or two years.

The first Supervisory Board meeting immediately following the Annual General Meeting shall be convened by the eldest member of the Supervisory Board.

The Supervisory Board annually elects a chairman and a vice chairman from among its members.

The Supervisory Board convenes at the summons of the chairman or, if the chairman is prevented, by the deputy chairman. The Supervisory Board is quorate when more than half its members are present. The proposition supported by more than half of the members present at the meeting shall be the Supervisory Board decision and if the votes fall even, the proposition supported by the chairman.

§8 Supervisory Board

The Supervisory Board shall supervise the management of the Company exercised by the Board of Directors and the President.

In addition, the Supervisory Board shall:

1. decide, in accordance with the proposals of the Nomination Committee, on the number of members of the Board of Directors, elect the members of the Board and fix the fees and other remunerations payable to the members of the Board,
2. elect, in accordance with the proposals of the Nomination Committee, a chairman and a deputy chairman from among the members of the Board,
3. issue an opinion on the financial statements, auditors' report and Board of Directors' report.

§9 Summons to a shareholders' meeting

The summons to the shareholders' meeting shall be published on the company's web pages and, if so decided by the Board of Directors, in at least one national newspaper determined by the Board of Directors, at the earliest two months and at the latest 21 days before the shareholders' meeting.

In order to attend the meeting, shareholders shall register with the Company at the latest on the date specified in the Board of Directors summons, at the earliest ten days before the meeting.



§10 Shareholders' meeting

The Annual General Meeting of shareholders shall be held annually at the latest by the end of May on a date determined by the Board of Directors.

At the Annual General Meeting the following shall be

presented

1. the financial statements,
2. the auditors' report,
3. the Supervisory Board's statement on the financial statements and the auditors' report;

decided

4. approval of the Company income statement and balance sheet and the consolidated income statement and balance sheet,
5. measures called for by the profit or loss reported in the approved balance sheet or consolidated balance sheet,
6. granting discharge of liability to the members of the Board of Directors and Supervisory Board and to the President,
7. the number of the members of the Supervisory Board and their remuneration,
8. the number of auditors and their remuneration,

elected

9. the members of the Supervisory Board,
10. two members of the Supervisory Board's Nomination Committee preparing the selection of members to the Board of Directors, with the Committee also including the Supervisory Board's chairman and deputy chairman and the chairman of the Board of Directors,
11. the auditors,

dealt with

12. any other matters mentioned in the summons to the meeting.

Individual shareholders are not entitled to exercise voting powers representing more than one tenth of the votes at the meeting.

§11 Financial period

The Company's financial period is the calendar year.

The financial statements and other documents pertaining to the Company's bookkeeping or management shall be submitted to the auditors at the latest by the end of February every year. The auditors shall submit their report to the Board of Directors at the latest in March every year.

§12 Auditors

The Company shall have at least two and at most three regular auditors who shall be Authorized Public Accountants or auditing firms approved by the Central Chamber of Commerce.



An auditor's term ends at the close of the next Annual General Meeting following the election.