

**RELAIS GROUP PLC'S ARTICLES OF ASSOCIATION****1 §**

The name of the Company is Relais Group Oyj and the domicile of the Company is Helsinki. The parallel name of the Company in English is Relais Group Plc.

**2 §**

The Company's field of business is, directly or through its subsidiaries and affiliated companies, to import, wholesale and trade spare parts, accessories, electrical equipment, tools and consumer products related to all vehicles and work machinery. The Company's field of business includes also business management consulting as well as providing marketing, financial and sales management services. The Company also provides administrative, financing and other group services to its group companies. The Company may also own, control and sell shares and other securities, real estate as well as other investments, and act as a commercial brokerage.

**3 §**

The shares of the Company belong to the book-entry securities system after the registration period.

**4 §**

The Company has a Board of Directors comprising a minimum of three (3) and a maximum of seven (7) ordinary members. The term of office of Members of the Board of Directors begins from the General Meeting deciding on their election and ends at the close of the next Annual General Meeting following their election. The Board of Directors shall elect a Chairman from among its members.

**5 §**

The Company has a Chief Executive Officer elected by the Board of Directors.

**6 §**

The Company is represented by the Chairman of the Board of Directors and the Chief Executive Officer, each alone, and jointly by any two (2) members of the Board of Directors. The Board of Directors can grant powers of procuration or the right of representation to a named person.

**7 §**

The Company has one (1) auditor that shall be an auditing firm approved by the Finnish Patent and Registration Office. The auditor's term of office begins from the General Meeting deciding on the auditor's election and ends at the close of the next Annual General Meeting following its election.

**8 §**

The General Meeting shall be convened in compliance with the provisions on the convocation period and the manner of convocation of the Finnish Limited Liability Companies Act. If the Company's shares are traded on a regulated market or on a multilateral trading facility, the notice to convene a General Meeting shall, however, be delivered by publishing the notice on the

Company's website no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting, and in any event no later than nine (9) days prior to the record date of the General Meeting.

To be entitled to attend the General Meeting, a shareholder must register with the Company no later than on the date specified in the notice of the General Meeting, which date may not be earlier than ten (10) days prior to the General Meeting.

#### 9 §

The Annual General Meeting shall be held each year within six months from the end of the financial period on a day specified by the Board of Directors.

In the Annual General Meeting the following shall be presented:

1. the financial statements, including the consolidated financial statements;
2. the report of the Board of Directors; and
3. the auditor's report;

decided upon:

4. the adoption of the financial statements;
5. the measures to which the profit of the adopted balance sheet may give cause;
6. the discharge from liability to the members of the Board of Directors and the Chief Executive Officer;
7. the number of the members of the Board of Directors and the remuneration of the Board of Directors; and
8. the remuneration of the auditor;

elected:

9. the members of the Board of Directors, and
10. the auditor, as well as

addressed:

11. any other matters listed in the meeting notice.

#### 10 §

The shareholders and the Company shall have the right to redeem a share that is transferred to another from a party other than the Company. The shareholders shall have the primary redemption right. If more than one shareholder wish to exercise his/its redemption right, the shares shall be distributed between the redeeming shareholders pro rata to their previous shareholding in the Company. If all shares cannot be distributed evenly in this manner, the remaining shares shall be distributed by way of drawing lots. To the extent the shareholders do not exercise their redemption right, the Company shall have such right. The redemption price in respect of the shares shall be three quarters (3/4) of the price of such transfer of the shares that triggers the redemption right under this redemption clause, and with respect to gratuitous transfer of the shares three quarters (3/4) of the assessed mathematical value of the shares based on the Company's balance sheet. In

other respect, the provisions of the Finnish Limited Liability Companies Act shall apply to the redemption.