

REQUEST TO HAVE A MATTER DEALT WITH BY THE GENERAL MEETING

Atria Group Plc
Board of Directors/President
PO Box 900
FI-60060 ATRIA, Finland

REQUEST AS PER CHAPTER 5, SECTION 5 OF THE COMPANIES ACT

As a shareholder of the company and in accordance with Chapter 5, Section 5 of the Companies Act, Osakesäästäjien Keskusliitto Ry requests that Atria Group Plc's Board of Directors include the matter and proposal for decision detailed below in the invitation to the General Meeting deciding on the financial statements for 2010 as well as in the agenda of the meeting. Osakesäästäjien Keskusliitto Ry also requests that the matter be dealt with by the General Meeting before deciding on the number of members of the Supervisory Board and their election. This written request contains a proposal to amend the Articles of Association and abolish the Supervisory Board.

PROPOSAL FOR DECISION

The company's Supervisory Board should be abolished from the General Meeting deciding on this matter onwards, and the Articles of Association should be amended correspondingly.

Helsinki, 29 December 2010

Timo Rothovius, Chairman

Tomi Salo, Acting Executive Director

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ARTICLES OF ASSOCIATION OF ATRIA GROUP

Article 1: Business name and domicile

The company's business name is Atria Oyj in Finnish, Atria Abp in Swedish, and Atria Plc in English. The company is domiciled in Kuopio.

Article 2: Field of operations

The company's field of business is slaughterhouse operations, meat processing, pre-processed food production and related industrial and business operations. The company may engage in business operations by itself or via its subsidiaries.

Article 3: Nominal value of shares

The shares have no nominal value.

Article 4: Share classes

Series A shares have preference for a dividend of €0.17, after which Series KII shares are paid a dividend of up to €0.17. If dividend remains to be paid after this, Series A and Series KII shares entitle their holders to an equal right to a dividend.

Each Series KII share entitles its holder to ten (10) votes at a General Meeting and each Series A share to one (1) vote.

Article 5: Pre-emptive purchase clause

If a Series KII share is transferred to a party outside the company, or a Series KII share is transferred to a shareholder within the company who had not previously owned shares in this series, the transferee must inform the Board of Directors of this without delay and other Series KII shareholders have the right to pre-emptively purchase the share, subject to the following conditions:

If two or more holders of Series KII shares wish to exercise their pre-emptive purchase rights, the shares shall be divided amongst them by the Board of Directors in proportion to their ownership of Series KII shares. If the shares cannot be divided evenly in this manner, the remaining shares shall be distributed by lot amongst those seeking to exercise their pre-emptive purchase rights.

The pre-emptive purchase price is the average price of a Series A share in the company in trading on the stock exchange during the three-month period preceding the transfer or, in the event that a stock exchange or equivalent quotation is not available or the transfer is gratuitous, the actual value of a share in the company as judged from the last financial statements and as determined by the company's auditor.

The Board of Directors shall immediately inform Series KII shareholders of the share transfer. This announcement must be carried out in the same manner as the Notice of Meeting. The announcement must include the pre-emptive purchase price and the deadline for the pre-emptive purchase request.

A person entitled to exercise his or her pre-emptive purchase right shall present the pre-emptive purchase request to the company in writing within two (2) months of the date on which the Board of Directors was informed of the share transfer.

The pre-emptive purchase price must either be paid to the transferee in cash or with a bank draft or bank-endorsed cheque within one (1) month of the deadline for presenting a pre-emptive purchase request or deposited with the administrator of execution proceedings during the period specified.

Disagreements concerning pre-emptive purchase rights and the pre-emptive purchase price shall be submitted for resolution by arbitrators in the order specified in the Arbitration Proceedings Act (967/92).

Article 6: Agreement clause

The approval of the company, which will be granted by the Board of Directors, is required for the acquisition of Series KII shares by means of transfer.

Article 7: Board of Directors

The company's administration and the due arrangement of its operations shall be attended to by the Board of Directors consisting of a minimum of five (5) and a maximum of seven (7) regular members, who are elected by the General Meeting for a term of three calendar years. The General Meeting shall decide which of the members of the Board of Directors shall act as the Chairman and Vice Chairman of the Board of Directors. In the first year – either the first year of the Board's activities or when the General Meeting so decides – two members of the Board, as decided on through the drawing of lots, shall resign; in the second year, two members shall resign; during the third year, three members shall resign; and after that, the same sequence shall be followed. Members who are due to resign may be re-elected. However, a person who is sixty-five (65) years old or older cannot be elected to the Board of Directors.

Article 8: President

The company has a President in charge of attending to the day-to-day administration of the company in accordance with the instructions and orders issued by the Board of Directors.

Article 9: Representing the company

The company shall be represented by one member of the Board of Directors and the President jointly. The Board of Directors can grant company employees the right to represent the company, either two together or each jointly with a member of the company's Board of Directors or the President.

Article 10: Right of procuration

The Board of Directors decides on procuration.

Article 11: Auditors

The company shall have at least one (1) and no more than four (4) regular auditors; the number of deputy auditors shall not exceed this. The auditors and deputy auditors shall be public accountants or firms of independent public accountants authorised by the Central Chamber of Commerce. The term of office of the auditors shall end at the conclusion of the next Annual General Meeting following their election.

Article 12: Venue of General Meetings, notice of meeting and registration

The Company's General Meetings shall be held in Kuopio or Helsinki, Finland. The notice to convene the General Meeting shall be communicated by being published on the Company's website and by a stock exchange release at the earliest three (3) months and at the latest three (3) weeks before the General Meeting. However, the notice will be published no later than nine (9) days prior to the record date for the General Meeting. In addition, the Board of Directors may decide to publish the notice, or delivery notification of the notice, in one or more national newspapers determined by the Board, or in any other manner it may decide.

To have the right to participate in a General Meeting, a shareholder must register with the company no later than on the day mentioned in the notice of meeting, which can be no earlier than ten (10) days before the meeting.

Article 13: Annual General Meeting

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

The agenda for the meeting shall include the presentation of:

- the financial statements, comprising the income statement, balance sheet and report of the Board of Directors;
- the auditors' report;

decision upon:

- approval of the income statement and balance sheet;
- actions to be taken arising from the profit or loss shown in the approved balance sheet;
- granting of discharge from liability to the members of the Board of Directors and to the President;
- the number of auditors and deputy auditors;
- the number of members of the Board of Directors;
- remuneration and travel compensation paid to the members of the Board of Directors;

and the election of:

- the auditors and deputy auditors;
- the members of the Board of Directors replacing those due to resign as well as the Chairman and Vice Chairman of the Board of Directors.

Article 14: Book-entry system

The Company's shares belong to the book-entry system.

Article 15: Arbitration clause

Disputes between the company and the Board of Directors, a member of the Board of Directors, the President, an auditor or a shareholder shall be resolved by means of arbitration in accordance with the provisions of the Companies Act and the Arbitration Proceedings Act.