

# Articles of association for Gardienne Invest AB (publ)

Org. no. 559014-9117

## § 1 Company name

The company's name is Gardienne Invest AB (publ). The company is public.

## § 2 Seat

The board must have its seat in Stockholm's municipality, Stockholm County. The general meeting must be held at the location where the board has its seat.

## § 3 Operations

The company shall conduct investment activity, own and manage securities, real estate and Other operating assets and conduct thus compatible business.

## § 4 Share capital

The share capital shall comprise a minimum of 500,000 and a maximum of SEK 2,000,000.

## § 5 Number of shares

The number of shares in the company must be a minimum of 32,000,000 and maximum 128,000,000.

## § 6 Board of Directors

The board shall consist of at least three and at most eight members with a maximum of two deputies.

## § 7 Auditor

For review of the company's annual report and of the board and the chief executive officer's management one or two auditors with or without deputies shall be appointed or a registered audit firm.

## § 8 Notice of general meeting

A general meeting must always be called through an announcement in Postal and Domestic Newspapers and on the company's website. That notice has been given must be announced in Svenska Dagbladet. If the publication of Svenska Dagbladet ceases, the announcement shall instead be made through Dagens Industri.

## § 9 Notice to general meeting

Right to participate in meeting have such shareholder as busy in the share register in a way as prescribed in ch. 7 Section 28, paragraph 3 the Companies Act (2005:551) and as registered with the company no later than that day as specified in the notice to the general meeting. Refers to shareholders to entail assistants shall the number of assistants specified in notification.

## **§ 10 Annual General Meeting**

The Annual General Meeting shall be held annually within six (6) months of the end of the fiscal year.

At the annual general meeting, the following matters shall occur:

1. Election of chairman at the meeting.
2. Establishment and approval of voter register.
3. Approval of the agenda.
4. Choice of one or two adjusters.
5. Examination of whether the meeting has been authorized convened.
6. Presentation of annual report and audit report and where applicable, consolidated accounts and group audit report.
7. Decision
  - a) on determining the income statement and balance sheet and where applicable, consolidated income statement and consolidated balance sheet;
  - b) about dispositions concerning the company's results according to the established balance sheet;
  - c) on freedom from liability at of the board members and executive director.
8. Determining the number of board members, board deputies as well as the number accountants and deputy auditors.
9. Determining the fees at the board and the auditors.
10. Election of the board and any deputies and accountants and / or audit firm and any deputy auditors.
11. Other matters which arrive at the meeting according to the Limited Liability Companies Act or the articles of association.

## **§ 11 Fiscal year**

The company's financial year shall include the period 1 January – 31 December.

## **§ 12 Reconciliation clause**

The company's shares must be registered in a reconciliation register according to the Act (1998:1479) on Central Securities Depositories and accounting of financial instruments (reconciliation clause).

## **§ 13 Collection of powers of attorney and postal voting**

The board may collect credentials according to that procedure as specified in ch. 7 Section 4, paragraph 2 the Companies Act (2005:551). The board may before general meeting decide to the shareholders must be able to exercise their right to vote by post before the general meeting according to What as specified in ch. 7 Section 4a of the Swedish Companies Act (2005:551), Postal voting shall be on the board so decides to be able to take place with electronic funds.

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