

## **PROPOSED ARTICLES OF ASSOCIATION**

Articles of Association for CTEK AB (publ), corporate registration number 559217-4659, adopted at the annual general meeting on 15 May 2024.

### **1 § Name**

The Company's business name is CTEK AB (publ).

### **2 § Registered office**

The board of directors has its registered office in Hedemora, Sweden.

### **3 § Objects of the company**

The object of the Company's operations is to directly or indirectly own and manage real and movable property and to engage in associated activities.

### **4 § Share capital and shares**

The share capital shall be not less than SEK 30,000,000 and not more than SEK 120,000,000. The number of shares shall be not fewer than 30,000,000 and not more than 120,000,000.

### **5 § Financial year**

The Company's financial year shall be the calendar year, 1 January – 31 December.

### **6 § Board of directors**

The board of directors elected by the shareholders' meeting shall consist of not less than three (3) and not more than ten (10) directors, with no deputies.

### **7 § Auditor**

The Company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, shall an authorised public accountant or a registered public accounting firm be elected.

### **8 § Notice of general meetings**

Notice convening a general meeting shall be issued in the form of an announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar)

and by publication of the notice on the Company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

## **9 § Participation in general meetings**

In order to participate at a shareholders' meeting, a shareholder must notify the company of the intention to attend no later than on the day stipulated in the notice of the shareholders' meeting. Such a day shall not be a Sunday, any other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not occur earlier than on the fifth weekday before the shareholders' meeting.

At a general meeting, shareholders may be accompanied by one or two assistants, however, only if the shareholder has given notification of this as specified in the previous paragraph.

## **10 § Business at annual general meetings**

The following matters shall be addressed at annual general meetings:

1. Election of chairman of the general meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons to verify the minutes;
5. Determination of whether the general meeting has been duly convened;
6. Presentation of the annual report and the auditor's report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. Resolutions regarding:
  - a. adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
  - b. allocation of the company's profit or loss in accordance with the adopted balance sheet;
  - c. discharge from liability for the board members and the CEO;
8. Resolution on the number of board members and deputy board members and, if applicable, the number of auditors and deputy auditors;
9. Resolution on the fees for the board of directors and auditors;
10. Election of board members;
11. Election of auditors and, where applicable, deputy auditors;
12. Other matters to be addressed at the general meeting in accordance with the Swedish Companies Act or Articles of Association.

## **11 § Collection of powers of attorney and voting by post**

The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Companies

Act (2005:551). The board of directors has the right before a shareholders' meeting to decide that the shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.

### **12 § Location of the general meeting**

The general meeting shall be held in Hedemora, Norrköping, Stockholm or Sundbyberg.

### **13 § CSD-registered company**

The Company's shares shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

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