



Articles of association of NCAB Group AB (publ), reg. no. 556733-0161, adopted by the company's Extraordinary General Meeting on 15 December 2021.

Articles of association

§ 1 Name of the Company

The name of the company is NCAB Group AB (publ).

§ 2 Registered Office

The registered office of the board of directors shall be in the municipality of Stockholm.

§ 3 Objects of the Business of the Company

The company shall conduct consultancy services in the field of marketing, provide administrative services to subsidiaries, own and manage shares, and conduct activities related thereto.

§ 4 Share Capital

The share capital of the company shall be not less than SEK 1,500,000 and not more than SEK 6,000,000.

§ 5 Number of Shares

The number of shares shall be not less than 150,000,000 and not more than 600,000,000.

§ 6 Classes of Shares

One class of shares may be issued. Each ordinary share shall entitle to one vote.

§ 7 Board of Directors and Auditors

The board of directors shall consist of at least three and not more than ten directors elected by the General Meeting, without deputy directors.

One or two authorized auditors with or without deputy auditor or a registered accounting firm shall be appointed.

§ 8 Notice to Convene General Meeting

Notice to convene a general meeting shall be published in Post- och Inrikes Tidningar (the Swedish Official Gazette) and be kept available at the company's website. At the time of the notice, the company shall by announcement in the Swedish newspaper Svenska Dagbladet publish information that the notice has been issued.

In order to participate in a general meeting, a shareholder must be recorded in a transcription of the whole share register relating to the circumstances on the record date and must give the company notice of his or her intention to attend not later than on the day mentioned in the notice convening the general meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five (5) weekdays (including Saturdays) prior to the general meeting.

Shareholders may be accompanied at general meetings by advisors, but only if the shareholder has notified the company of the number of advisors, not more than two, in the manner specified in the preceding paragraph.

The board of directors may decide that the shareholders should be able to exercise their voting rights by mail prior to the general meeting.

The board of directors may collect proxy forms pursuant to the procedure stipulated in Chapter 7, Section 4 of the Swedish Companies Act (2005:551).

§ 9 Annual General Meeting

An annual general meeting shall be held within six months from the expiry of each fiscal year. At the annual general meeting, the following matters shall be addressed:

1. Opening of the general meeting.
2. Appointment of chairman of the general meeting.
3. Preparation and approval of the voting register.
4. Approval of the agenda.
5. Appointment of one or two persons to approve the minutes.
6. Resolution whether the meeting has been duly convened.
7. Appointment of directors of the board and an accounting firm or auditors and possible deputy auditors.
8. Resolutions regarding:
 - a. adoption of the income statement and balance sheet and, if applicable, the consolidated income statement and consolidated balance sheet;
 - b. allocation of the company's profit or loss according to the adopted balance sheet; and
 - c. discharge from liability for directors of the board and the CEO.
9. Resolution regarding remuneration to the board of directors and for the auditors.
10. Appointment of directors of the board and an auditing company or auditors and possible deputy auditors.
11. Any other matter on which the annual general meeting is required to decide pursuant to Swedish Companies Act (2005:551) or the company's articles of association.

§ 10 Fiscal Year

The fiscal year of the company shall comprise the period from 1 January to 31 December.

§ 11 Record Date Clause

The Company's shares shall be registered with a central security depository register, pursuant to the Swedish Financial Instruments Accounts Act (SFS 1998:1479).