

## **16. The Board of Directors' proposal regarding amendments to the Articles of Association**

Pursuant to Chapter 7, Section 4 a of the Swedish Companies Act, it may be stated in the Articles of Association that the Board of Directors prior to a general meeting may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternative provided by the Swedish Companies Act to decide on postal voting, the Board of Directors proposes that a new article 9, with the wording set out below, is included in the Articles of Association and that the Articles of Association be re-numbered as follows: current article 9 becomes article 10, current article 10 becomes article 11, current article 11 becomes article 12 and finally, current article 12 becomes article 13.

### *Proposed wording*

#### *§ 9 Postal voting*

*The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*

### *Authorisation for the Board of Directors*

The Board, or whomever the Board may appoint, shall be authorised to make such minor adjustments of the above resolution as may prove necessary in conjunction with the registration with the Swedish Companies Registration Office.

### *Majority requirements*

The resolution under item 16 is valid only if shareholders holding at least two-thirds of the votes cast as well as the shares represented at the Meeting vote in favour of the proposal.

The Articles of Association, as amended, are set out in Appendix 1.

**ARTICLES OF ASSOCIATION**  
**of**  
**Indutrade Aktiebolag (publ)**  
**(reg.no. 556017-9367)**

*(This English text is a translation of the Swedish original version. In the event of a conflict between the English and the Swedish text the Swedish text shall prevail.)*

**§ 1 Company business name**

The business name of the company is Indutrade AB. The company is a public company (publ).

**§ 2 Registered office**

The Board of Directors shall have its registered office in the municipality of Stockholm.

**§ 3 Object of the company**

The object of the company's business is to, directly or through subsidiaries, pursue trade in connection with import and export of machines, raw materials and finished and semi-finished goods and industrial supplies as well as engage in manufacturing, preferably within the plastics, mechanical and chemical industries and to conduct other business activities related thereto.

**§ 4 Share capital and number of shares**

The share capital of the company shall amount to not less than SEK 600,000,000 and not more than SEK 2,400,000,000. The number of shares shall be not less than 300,000,000 and not more than 1,200,000,000.

**§ 5 Financial year**

The financial year of the company shall be the calendar year.

**§ 6 Board of Directors**

The Board of Directors shall, to the extent elected by the shareholders' meeting, consist of not less than three directors and not more than eight directors.

**§ 7 Auditors**

The company shall have not less than one and not more than two auditors and not more than two deputy auditors. An authorized public accountant or a registered accounting firm shall be appointed auditor and, if applicable, deputy auditor.

The Board of Directors is authorized to, for a period up until the next Annual General Meeting, appoint one or several special auditors to audit statements or plans prepared by

the Board of Directors in accordance with the Swedish Companies Act (2005:551) in relation to issue of shares, warrants or convertibles containing provisions on consideration in kind or provisions stating that subscription shall be made through set-off of claims or other provisions, transfer of own shares against non-cash consideration, reduction of the share capital or the statutory reserve, merger or demerger of the company. An authorized public accountant or a registered accounting firm shall be appointed such special auditor.

### **§ 8 Notice of shareholders' meeting**

A notice convening a shareholders' meeting shall be published in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the company's website. Announcement to the effect that a notice convening a shareholders' meeting has been issued shall be made through advertisement in Dagens Nyheter.

### **§ 9 Postal voting**

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.

### **§ 10 Shareholders' meeting**

Shareholders' meetings may be held in the municipality of Stockholm, Gothenburg or Malmö.

Shareholders wishing to participate in shareholders' meetings must notify the company of their attendance no later than on the day stated in the notice convening the meeting. This day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the meeting.

A shareholder may be accompanied by one or two assistants at the shareholders' meeting, but only if the shareholder notifies the company in the manner prescribed in the paragraph above.

### **§ 11 Chairman of the shareholders' meeting**

The Chairman of the Board or a person appointed by the Board of Directors shall open the shareholders' meeting and chair the discussions until a Chairman is elected by the meeting.

### **§ 12 Items of business at the Annual General Meeting**

The following business shall come before the Annual General Meeting;

1. Election of a Chairman of the 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 as to whether the meeting has been duly convened;
6. Presentation of the annual report and the audit report and, if applicable, consolidated accounts and the audit report of the group;
7. Resolutions on:
  - a) adoption of the income statement and balance sheet, and, if applicable, the consolidated income statement and consolidated balance sheet;
  - b) distribution of the company's profit or loss in accordance with the adopted balance sheet;
  - c) discharge from liability for the directors and the President and CEO;
8. Determination of the number of directors and, if applicable, the number of auditors and deputy auditors;
9. Determination of directors' fees and, if applicable, auditors' fees;
10. Election of directors, Chairman of the Board and, if applicable, auditors and deputy auditors;
11. Any other matter on which the meeting is required to decide pursuant to the Swedish Companies Act (2005:551) or the Articles of Association.

### **§ 13 Central Securities Depository Provision**

The company's shares shall be registered in a Central Securities Depository Register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479).

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These Articles of Association were adopted by the General Meeting held on  
13 April 2021.