

# Articles of association Nordisk Bergteknik AB (publ) reg. no 559059-2506

## 1. **Company name**

The company's company name is Nordisk Bergteknik AB (publ).

## 2. **Registered office**

The Board is based in the municipality of Gothenburg.

## 3. **The company's business activities**

The company's activities in accordance with its articles of association are to conduct directly or indirectly through subsidiaries operations in construction, land foundation solutions and rock handling as well as compatible activities.

## 4. **Share capital**

The share capital amounts to a minimum of SEK 500,000 and a maximum of SEK 2,000,000.

## 5. **Number of shares**

The number of shares shall be a minimum of 50,000,000 and a maximum of 200,000,000.

## 6. **Board of Directors and auditors**

The Board shall consist of a minimum of 4 and a maximum of 8 members without deputies.

The company shall have 1-2 auditors, with a maximum of 2 alternate auditors, or a registered accounting firm.

## 7. **General Meeting notice**

Notice of a General Meeting shall be issued by advertising in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) and by posting the notice on the company's website. At the same time, it should be announced in Dagens Industri that a notice has been issued.

## 8. **Right to participate in a General Meeting**

In order to participate at a General Meeting, shareholders must notify the company no later than the date specified in the notice convening the General Meeting. The last day for shareholders to give such notice may not be on a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not take place earlier than the fifth working day before the General Meeting.

A shareholder may be accompanied by no more than two assistants when attending a General Meeting, but only if the shareholder notifies the company of

the number of accompanied assistants in accordance with the notice of the General Meeting.

The Board of Directors may resolve that persons who are not shareholders of the company shall be entitled, under the conditions specified by the Board of Directors, to attend or in any other manner follow the discussions at a General Meeting.

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4 of the Swedish Companies Act.

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

#### **9. Opening of the General Meeting**

The Chairman of the Board or the Board of Directors are to open the General Meeting and guide the negotiations until a chairman for the meeting has been elected.

#### **10. Annual General Meeting**

Annual General Meetings are held annually, within six months of the end of the financial year.

At the Annual General Meeting the following matters shall be considered.

1. Appointment of a Chairman for the meeting;
2. Establishment and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons to approve the minutes;
5. Verification of whether the meeting has been duly convened;
6. Presentation of submitted annual report and audit report and, where applicable, consolidated statements and consolidated auditors' report;
7. Decision
  - (a) regarding the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet,
  - (b) regarding the allocation of the company's profit or loss according to the approved balance sheet,
  - (c) regarding the discharging of Board members and the CEO, if applicable;
8. Determination of directors' and auditors' fees;
9. Election of the Board and auditing companies, or auditors, as well as any deputy auditors;

10. Other matters that emerge at the meeting according to the Swedish Companies Act or the Articles of Association.

**11. Financial year**

The company's financial year shall be 0101-1231.

**12. Reconciliation reservation**

The company's shares must be registered in a reconciliation register in accordance with the Act (1998:1479) on central securities depositories and accounting of financial instruments. The shareholder or nominee who on the record date is entered in the share register and recorded in a record register, or who is recorded in the record account in accordance with Chapter 4. 18 § first paragraph 6-8 mentioned law, shall be assumed to be competent to exercise the rights set forth in Chapter 4. 39 § of the Swedish Companies Act (2005:551).