# Articles of Association

*Articles of Association for Balco Group AB, company reg. no. 556821-2319, adopted at the annual general meeting held on 24 May 2022.*

**§ 1 Company name**

The Company’s name is Balco Group AB. The Company is a public company (publ).

**§ 2 Registered office**

The registered office shall be located in the municipality of Växjö, in the County of Kronoberg.

**§ 3 Objects**

The Company shall directly, and indirectly through subsidiaries, carry out business in the manufacturing and supply of balcony solutions and glazed balconies and activities associated therewith, as a turnkey contractor of projects that provide energy-saving measures. In addition, the Company shall own and manage property and shares and conduct activities associated therewith.

**§ 4 Share capital**

The share capital shall be not less than SEK 100,000,000 and not more than SEK 400,000,000.

**§ 5 Number of shares**

There shall be not less than 15,000,000 shares and not more than 60,000,000 shares.

**§ 6 Board of Directors**

The Company’s board of directors shall consist of not less than three and not more than ten directors without any alternate directors. The directors shall be elected annually at the annual general meeting to serve until the close of the next annual general meeting.

**§ 7 Auditors**

The Company shall have not less than one and not more than two auditors with a maximum of one alternate auditor. An authorized public accountant or a registered accounting company shall be appointed as auditor and, where applicable, alternate auditor.

**§ 8 Notice of shareholder meetings, participation *etc.***

Notice of shareholders’ meetings shall be given through advertisement in the Official Gazette (Post- och Inrikes Tidningar) and through notice being given on the Company’s website. The Company shall place an advertisement in Dagens Industri stating that notice has been given. Notice of the annual general meeting and extraordinary general meetings, where the issue of changes to the articles of association will be dealt with, shall be issued not earlier than six, and not later than four, weeks prior to the meeting. Notice of other extraordinary general meetings shall be issued not earlier than six, and not later than three, weeks prior to the meeting.

Shareholders who wish to participate at shareholders’ meetings must give notice of such to the Company not later than the date stated in the notice of the meeting. The latter-mentioned date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve, or New Year’s Eve and may not be earlier than the fifth weekday prior to the shareholders’ meeting.

Shareholders may be accompanied at shareholders’ meetings by a maximum of two assistants, provided the shareholder has given notice to the Company in the manner stated in the preceding paragraph of the number of assistants.

The board of directors may collect powers of attorney in accordance with the procedure specified in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

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.

**§ 9 Annual general meetings**

The following business shall be addressed at annual general meetings:

1. Election of a chairperson for the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to attest the minutes.
5. Determination of whether the shareholders’ meeting was duly convened.
6. Resolutions regarding:
7. adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
8. allocations of the Company’s profit or loss according to the adopted balance sheet; and
9. discharge from liability of the directors and CEO.
10. Determination of the fees to be paid to the directors and auditors.
11. Election of the board of directors and, where applicable, auditors.
12. Decisions regarding guidelines for remuneration to be paid to senior management.
13. Resolution regarding the nominations process.
14. Other matters which, pursuant to the Swedish Companies Act or the articles of association, must be addressed by the shareholders’ meeting.

**§ 10 Financial year**

The Company’s financial year shall be 1 January – 31 December.

**§ 11 CSD provision**

The Company’s shares shall be registered in a CSD register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw. *lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*).

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