



The English text is an unofficial office translation. In the event of any discrepancy between the Swedish and the English texts, the Swedish text shall prevail.

Articles of association

Articles of association for Troax Group AB (publ), Reg. No. 556916-4030. Adopted at the annual shareholders' meeting on 27th of April 2022.

1 § Company name

The company's name is Troax Group AB (publ).

2 § Registered office

The company's registered office shall be the municipality of Gnosjö, the county of Jönköping.

3 § Object of the company's business

The object of the company's business is to own and administer real and movable estates as well as any business compatible therewith.

4 § Share capital

The company's share capital shall be not less than EUR 2,500,000 and not more than EUR 10,000,000.

5 § Number of shares

The number of shares in the company shall be not less than 18,000,000 shares and not more than 72,000,000 shares.

6 § Financial year and accounting currency

The company's financial year shall be the calendar year.

With effect from the beginning of the first fiscal year that begins after 11 December 2014, the Company shall have euro as accounting currency and the share capital and the shares' quota value shall be determined in euro.



7 § Board of directors

The board of directors elected by the shareholders' meeting shall consist of no less than three (3) members and no more than eight (8) members, with no deputy members.

8 § Auditor

The company shall have no less than one (1) and no more than two (2) auditors and no more than two (2) deputy auditors. As auditor and, where applicable, deputy auditor, an authorized public accountant or a registered public accounting firm shall be elected.

9 § The place to hold the shareholders' meeting

The shareholders' meeting shall be held in Gnosjö, Jönköping or Stockholm.

10 § Notice of shareholders' meeting

Notice of a general meeting shall be made by announcement in the Swedish Official Gazette and by posting the notice on the company's website. An announcement that notice has been issued shall simultaneously be made in Svenska Dagbladet.

Notice of the annual general meeting and a extra general meeting at which the issue of amendment of the articles of association shall be resolved, shall be issued not earlier than six (6) weeks and not later than four (4) weeks prior to the meeting. Notice to attend other extra general meetings shall be issued not earlier than six (6) weeks and not later than three (3) weeks prior to the meeting.

11 § Right to attend shareholders' meeting

Shareholders who wish to participate in the Annual General Meeting must be included in a printout or other presentation of the entire share register regarding the conditions on the day specified in the Swedish Companies Act, and make a notification to the company no later than the date specified in the notice of the meeting. The latter day may not be Sunday, another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the meeting. Each shareholder or proxy may bring a maximum of two assistants to the Annual General Meeting. Shareholders may bring an assistant only if the shareholder has notified the company of the number of assistants in accordance with what is stated in the previous paragraph.



12 § Business at annual shareholders' meetings

The following business shall be addressed at annual shareholders' meetings:

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 who shall approve the minutes of the meeting;
5. determination of whether the meeting was duly convened;
6. submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
8. resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;
9. resolutions regarding discharge of the members of the board of directors and the managing director from liability;
10. determination of the number of members of the board of directors and, where applicable, the number of auditors and deputy directors;
11. determination of fees for members of the board of directors and auditors;
12. election of the members and the chairman of the board of directors, and, where applicable, auditors and deputy auditors; and
13. other matters which are set out in the Swedish Companies Act or the company's articles of association.

13 § Record day provision

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