

# ARTICLES OF ASSOCIATION OF FASTIGHETSBOLAGET EMILSHUS AB (PUBL)

Reg. no. 559164-8752

## § 1 Company name

The name of the company is Fastighetsbolaget Emilshus AB (publ). The company is a public limited company.

## § 2 Registered office of the company

The board of directors shall have its office in Växjö, Kronoberg county.

## § 3 Objects of the company

The company shall directly or indirectly own and manage real and movable property and conduct activities compatible therewith.

## § 4 Share capital and number of shares

The share capital shall be not less than SEK 100,000,000 and not more than SEK 400,000,000. The number of shares shall be not less than 50,000,000 and not more than 200,000,000.

## § 5 Class of shares

Shares may be issued in three classes, Class A ordinary shares, Class B ordinary shares and preference shares. Of each class, no more than a number corresponding to one hundred (100) percent of the company's share capital may be issued.

Class A ordinary shares carry ten votes and Class B ordinary shares carry one vote. Preference shares carry one vote.

## § 6 Distribution of dividends

The preference shares shall carry preferential rights over the ordinary shares to an annual dividend of SEK 2 per share with a quarterly payment of SEK 0.50 per share (the "Preference Dividend"). The record dates for the payments shall be the last business day in March, June, September and December. "business day" means a day that is not a Sunday, other public holiday or a day that is treated as a public holiday for the purposes of payment of debt instruments (such treated days are currently Saturdays, Midsummer's Eve, Christmas Eve and New Year's Eve).

If no dividend is paid on preference shares in connection with a record date, or if a dividend of less than SEK 0.50 is paid, the preference shares shall, provided that the general meeting resolves on a dividend, entitle the holder to receive, in addition to future Preference Dividends, an amount corresponding to the difference between what would have been paid and the amount paid ("Outstanding Amount") before a dividend on the ordinary shares or other value transfer pursuant to Chapter 17, Section 1 of the Swedish Companies Act (*Sw. aktiebolagslagen 2005:551*) is paid to the ordinary shareholders. The Outstanding Amount shall be adjusted upwards with an annual interest rate of 8.0 percent, whereby the adjustment shall be made starting from the quarterly date when the payment is less than SEK 0.50.

The preference shares shall not otherwise carry any rights to dividends.

If the number of preference shares is changed because of a consolidation or split of shares or a similar corporate event, the amounts to which the preference shares are entitled under §§ 6-8 of these Articles of Association shall be recalculated to reflect the change.

All ordinary shares shall be entitled to dividends without preferential rights among themselves.

## **§ 7 Redemption of preference shares**

Reduction of the share capital, but not below the minimum capital, may be performed by redemption of a certain number or all the preference shares by decision of the general meeting.

The allocation of preference shares to be redeemed shall be made pro rata to the number of preference shares held by each preference shareholder at the time of the general meeting's decision on redemption. If the distribution according to the above is not even, the board of directors shall decide on the distribution of the excess preference shares to be redeemed. However, if the decision is supported by all preference shareholders, the general meeting may decide which preference shares are to be redeemed.

The redemption amount for each redeemed preference share shall be (i) SEK 32, plus (ii) any accrued part of the Preference Dividend, plus (iii) any Outstanding Amount increased by an amount corresponding to the annual interest rate in accordance with § 6 above.

“Accrued part of Preference Dividend” means the accrued Preference Dividend for the period commencing with the day after the last record date for calculation of the Outstanding Amount up to and including the date of payment of the redemption amount. The number of days shall be calculated based on the actual number of days in relation to 90 days.

Owners of preference shares that have been notified for redemption shall be obliged to receive the redemption amount for the preference shares within three months of receiving written notification of the general meeting's decision on redemption or, where the Swedish Companies Registration Office's or the court's permission for the reduction is required, after receiving notification that the decision on such permission has become final.

## **§ 8 Dissolution of the company**

In the event of the company's dissolution, preference shares shall have preferential rights, over ordinary shares, to receive from the company's assets an amount per preference share amounting to (i) SEK 32, plus (ii) any accrued part of the Preference Dividend, plus (iii) any Outstanding Amount increased by an amount corresponding to the annual interest rate in accordance with § 6 above before distribution is made to the owners of the ordinary shares. The preference shares shall not otherwise carry any right to participate in the distribution of assets.

In the event of the dissolution of the company, all ordinary shares shall have equal rights to payment from the company's retained assets.

## **§ 9 Preferential rights in new share issues and rights to new shares in bonus issues**

In the event of an increase in the share capital through a cash issue or set-off issue, existing shares shall confer preferential rights to new shares of the same class. Shares not subscribed by the shareholders primarily entitled thereto shall be offered to all shareholders. If it is not possible to issue the full number of shares subscribed for pursuant to such offer, the shares shall be distributed among the subscribers in proportion to the number of shares previously held by them, and insofar as this is not possible, by drawing lots.

If the company decides to issue warrants or convertible bonds through a cash issue or set-off issue, shareholders shall have preferential rights to subscribe for such warrants or convertible bonds as if the issue related to the underlying shares that may be subscribed for upon exercise of the warrants or conversion of the bonds.

The above shall not imply any restriction on the possibility of deciding on a cash issue or set-off issue with derogation from the shareholders' preferential rights.

An increase in the share capital by way of a bonus issue may only be made through the issuance of Class A and Class B ordinary shares. The ratio between the Class A and Class B ordinary shares issued by the bonus issue and the Class A and Class B ordinary shares already issued shall remain unchanged. The bonus shares shall be distributed among the holders of ordinary shares in proportion to the number of ordinary shares of the same class previously held by them. The foregoing shall not restrict the possibility of issuing shares of a new class by way of a bonus issue, following the necessary amendment of the Articles of Association.

#### **§ 10 Majority requirements for certain general meeting resolutions**

Resolutions on the matters listed below are valid only if supported by at least two-thirds of the preference shares represented at the general meeting, unless the applicable Swedish Companies Act requires a higher majority.

- (i) a resolution to amend the Articles of Association which affects the rights pertaining to preference shares in any respect; and
- (ii) a resolution on the issue of new preference shares with superior rights in any respect to the company's profits compared to the existing preference shares.

#### **§ 11 Conversion of shares**

Class A ordinary shares may be converted into Class B ordinary shares if the owner of such shares so requests. Such a request must be made in writing to the company's board of directors. The request must state how many shares are to be converted and, if the conversion does not relate to the owner's entire holding of Class A shares, which of these the conversion relates to.

The board of directors is obliged to deal without delay with matters concerning the conversion into Class B ordinary of those Class A ordinary shares whose owners have requested such conversion. The conversion shall be notified for registration without delay and is executed when registration has occurred and is recorded in the share register/CSD register. Exchange of share certificates shall thereafter take place without delay.

#### **§ 12 Board of directors**

The board of directors shall be comprised of 3-10 members and not more than 10 deputy members.

#### **§ 13 Auditors**

The company shall have 1-2 auditors and not more than 2 deputy auditors or a registered accounting firm.

#### **§ 14 Notice to attend general meetings etc.**

Notice to attend general meetings shall be published in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) and by making the notice available on the company's website. At the same time as the notice is issued, the company shall advertise in Svenska Dagbladet that the notice has been issued.

General meetings shall be held in Vetlanda, Växjö or Stockholm.

Shareholders who wish to participate in the proceedings of the general meeting must notify the company no later than the date stated in the notice of the meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday prior to the meeting.

The board of directors may collect proxies in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act. Prior to a general meeting, the board of directors may decide that shareholders shall be able to exercise their voting rights by post before the general meeting. Postal voting shall, if the board so decides, be possible by electronic means.

### **§ 15 Opening of the general meeting**

The chair of the board of directors or a person appointed by the board of directors for this purpose shall open the general meeting and preside over the proceedings until a chairperson of the meeting is elected.

### **§ 16 Annual general meeting**

The annual general meeting is held each year within six months of the end of the financial year. The following matters shall be addressed at the annual general meeting,

1. Election of a chairperson of 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 meeting was duly convened,
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated financial statements and auditor's report for the group,
7. Resolutions regarding
  - a. adoption of the income statement and balance sheet and, where 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 board members and the managing director, where applicable,
8. Determination of fees for the board of directors and the auditors,
9. Election of the board of directors and accounting firm or auditors,
10. Any other business incumbent on the meeting according to the Swedish Companies Act or the articles of association.

### **§ 17 Financial year**

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

### **§ 18 Post-transfer acquisition right**

If a Class A ordinary share has been transferred to a person who was not previously an owner of Class A ordinary shares in the company, the share shall immediately be offered for acquisition to the existing owners of Class A ordinary shares by written notification to the company's board of directors. Proof of ownership of the share shall be provided and, where the share has been transferred by purchase, information on the conditional purchase price shall be provided.

It shall not be possible to exercise the offer for a smaller number of shares than the offer covers.

When the share has been re-offered, the board of directors shall immediately notify in writing each person entitled to redeem the share whose postal address is entered in the share register or is otherwise known to the company, with a request to the person wishing to exercise the post-transfer acquisition right to notify the board of directors in writing within two months of the notification to the board of directors of the transfer of the share.

If more than one person is entitled to exercise the post-transfer acquisition right, all shares shall, as far as possible, be distributed among the persons entitled to exercise the post-transfer acquisition right in proportion to their previous holdings of Class A ordinary shares in the company. The remaining shares shall be distributed by lot by the company's board of directors or, if requested by a person entitled to redeem, by a notary public.

If a share that is subject to a right of redemption has been transferred for a monetary payment, the redemption amount shall correspond to the payment unless special reasons dictate otherwise. If the person entitled to redeem the share and the new owner of the share cannot agree on a redemption amount, the redemption amount shall be determined by an independent valuer appointed by the Stockholm Chamber of Commerce. The redemption amount shall be paid within one month from the time the redemption amount was determined.

Legal proceedings in a matter of post-transfer acquisition may be commenced within two months from the date on which the notice of the post-transfer acquisition rights was given to the company.

If no one declares their intention to acquire the offered share within the prescribed time or if the redemption price is not paid within the prescribed time, the person who made the offer shall be registered for the share.

#### **§ 19 Record date clause**

The shareholder or nominee who, on the record date, is entered in the share register and recorded in a CSD register pursuant to Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (*Sw. lagen om värdepapperscentraler och kontoföring av finansiella instrument 1998:1479*), or who is recorded in a CSD account pursuant to Chapter 4, Section 18, first paragraph, points 6-8 of the said Act, shall be deemed entitled to exercise the rights set forth in Chapter 4, Section 39 of the Swedish Companies Act and in Chapter 7, Section 28-29 of the same Act.

#### **§ 20 Attendance of third parties at general meetings**

The board of directors may decide that a person who is not a shareholder in the company shall, on the terms and conditions determined by the board of directors, be entitled to attend or otherwise follow the proceedings at a general meeting.