



## **Articles of association of Asker Healthcare Group AB (publ), reg. no. 559184-9848**

### **1. Company name**

The name of the Company is Asker Healthcare Group AB. The Company is a public company (publ).

### **2. Registered office**

The registered office of the Board of Directors of the company is in the municipality of Danderyd, Stockholm County.

### **3. Object of the Company**

The Company's objects are equity participation in subsidiaries and provision of consultancy services regarding strategy, management, business development and administration to affiliated companies.

### **4. Share capital**

The minimum share capital of the Company shall be SEK 500,000 and the maximum share capital shall be SEK 2,000,000.

### **5. Numbers of shares**

The number of shares shall be not less than 300,000,000 shares and not more than 1,200,000,000 shares.

### **6. Board of Directors**

The Board of Directors shall consist of not less than 3 and not more than 10 members elected by the general meeting.

### **7. Auditors**

The Company shall have one or two auditors or one or two registered public accounting firms.

### **8. Notice of general meeting**

A notice convening a general meeting shall be published in the Swedish Official Gazette (Sw. *Post och Inrikes Tidningar*) and posted at the Company's website. Simultaneously with the convening, the Company will inform of the convening through a notice in Dagens Industri.

Shareholders wishing to participate at a general meeting shall notify the Company no later than the day stated in the notice for 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 be a day falling earlier than the fifth weekday before the day of the general meeting.

A shareholder may be accompanied by one or two assistants at the general meeting, but only if the shareholder has notified the Company on the number of assistants in the manner prescribed in the paragraph above.

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

## **9. General meeting**

General meetings shall be held in Danderyd or Stockholm.

## **10. Business of the annual general meeting**

The annual general meeting is held annually within six months after the end of the financial year. The following items shall be addressed at the annual general meeting:

1. Election of 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 approve the minutes
5. Determination of whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report and, where applicable, the consolidated annual report and the consolidated auditor's report
7. Resolutions regarding:
  - a. adoption of the profit and loss statement and the balance sheet and, where applicable, the consolidated profit and loss statement and the consolidated balance sheet
  - b. allocation of the Company's profit or loss in accordance with the adopted balance sheet
  - c. discharge from liability of the members of the Board of Directors and the managing director
8. Determination of the number of Board members and auditors
9. Determination of remuneration to the Board of Directors and the auditor
10. Elections of members of the Board of Directors and auditors.
11. Other matters to be dealt with at the meeting pursuant to the Swedish Companies Act or the articles of association

## **11. Financial year**

The Company's financial year shall be from 1 January to 31 December.

## **12. Central securities depository clause**

The Company's shares shall be registered in a Central Securities Depository Register under the Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw. *lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*).