# Enea AB, corporate identity number 556209-7146 ARTICLES OF ASSOCIATION

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Corporate name

The company's corporate name is Enea Aktiebolag. The company is a public limited company (publ).

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Registered office

The Board of Directors has its registered office in the Municipality of Stockholm. The Annual General Meeting shall be held in the Municipality of Stockholm.

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**Operations** 

Directly, or indirectly through subsidiaries or associated companies, the company shall conduct consulting operations and product development in the computer technology, information technology and electronics sectors, and marketing and selling products and services in this sector, as well as purchasing, administering and selling shares, and conduct related business.

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Share capital

The company's share capital shall be a minimum of SEK 10,000,000 and a maximum of SEK 40,000,000.

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Number of shares

The number of shares shall be a minimum of ten million (10,000,000) and a maximum of forty million (40,000,000).

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### Share classes

Shares may be issued in two classes, ordinary shares and series C shares. The ordinary shares shall carry one vote per share and series C shares shall carry one-tenth of a vote per share. Shares of either share class may be issued up to an amount corresponding to the full share capital.

Series C shares do not entitle to dividends. Upon the dissolution of the company, series C shares shall carry equivalent right to the company's assets as other shares, however, not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares and series C shares, against payment other than contribution in kind, owners of ordinary shares and series C shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders for subscription (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares

previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

If the company resolves to issue new shares of either solely ordinary shares or series C shares, against payment other than contribution in kind, all shareholders shall, irrespective of whether their shares are ordinary shares or series C shares, have preemption rights to subscribe for new shares pro rata to the number of shares previously held by them.

What is set out above with regard to pre-emption rights shall apply mutatis mutandis in the event of issues of warrants and convertible bonds, and shall not limit the right to resolve upon an issue with deviation from the shareholders' pre-emption rights.

In the event of an increase in share capital by a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the Articles of Association.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, at the request of a holder of a series C share and after resolution by the company's board of directors or a shareholders' meeting, take place through redemption of series C shares. A request from a shareholder must be submitted in writing. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the company's reserve fund, if the required funds are available. The redemption amount per series C share shall be the quota value of such share.

Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office (*Sw.* Bolagsverket) or a court is required, following the receipt of notice that the final and effected resolution has been registered.

Series C shares held by the company may, upon resolution of the board of directors be reclassified into ordinary shares. Immediately thereafter, the board of directors shall register the reclassification with the Swedish Companies Registration Office. The reclassification is effected when it has been registered and the reclassification has been reflected in the central securities depository register.

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#### **Board of Directors**

In addition to those Directors that by law, are appointed by means other than at shareholders' meetings, the Board of Directors shall have five to seven members with a maximum of seven deputies.

# **Auditors**

The company shall have one or two Auditors with or without Deputy Auditors. A registered public accounting firm may also serve as the company's Auditor.

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### Convening notice

Notices convening the Annual General Meeting shall be issued by announcement in the

Swedish Official Gazette and on the company's website. At the time of issue, information that the notice has been issued shall be advertised in Swedish daily newspaper *Svenska Dagbladet*.

In order to participate at the Annual General Meeting, shareholders shall notify the company by no later than the date stated in the convening notice for the Meeting. Such day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Day or New Year's Eve, nor be earlier than the fifth weekday prior to the Meeting.

Shareholders may bring one or two deputies to the Annual General Meeting, although only if said shareholder has notified the company thereof in the manner stated in the previous paragraph.

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## **Annual General Meeting**

The Annual General Meeting is held annually within six months of the end of the financial year. The following matters shall be considered at the Annual General Meeting:

- 1. Election of a Chairman of the Meeting.
- 2. Preparation and approval of the voting list.
- 3. Approval of an agenda.
- 4. Election of one or two people to verify the minutes.
- 5. Consideration of whether the Meeting has been duly convened.
- 6. Presentation of the submitted annual accounts and audit report, and where applicable, the consolidated accounts and consolidated audit report.
- 7. Resolutions on
- a) adoption of the income statement and balance sheet, and where applicable, the consolidated income statement and consolidated balance sheet.
- b) appropriation of the company's profit or loss pursuant to the presented balance sheet.
- c) discharging the Directors, and where one has been appointed, the Chief Executive Officer, from liability.
- 8. Approval of the number of Directors and Deputy Directors, and where applicable, the number of Auditors and Deputy Auditors.
- 9. Approval of Directors' and audit fees.
- 10. Election of the Board of Directors, and where appropriate, Auditors and any Deputy Auditors.
- 11. Other matters incumbent on the Meeting pursuant to the Swedish Companies Act (2005:551) or the Articles of Association.

At the Annual General Meeting, each party entitled to vote may vote for the full number of shares held or represented, without limitation of the number of votes.

According to the terms it designates, the Board of Directors may decide that parties that are not shareholders of the company shall be entitled to attend, or otherwise follow the proceedings of, the Annual General Meeting, for example through electronic connection.

The Board of Directors is entitled to collate powers of attorney pursuant to the procedure stated in chap. 4 § 7 second paragraph of the Swedish Companies Act (2005:551).

<u>Financial year</u> The financial year is the calendar year.

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<u>Central securities depository clause</u> The company's shares shall be recorded in a share register pursuant to the Swedish Central Securities Depository and Financial Instruments Act (1998:1479).

These Articles of Association were adopted by the Annual General Meeting on 6 May 2021.