

## VEDTÆGTER/ARTICLES OF ASSOCIATION

for/of **TRESU INVESTMENT HOLDING A/S**  
CVR-nr. Central Business Register (CVR) no. 37553727

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**ADVOKATFIRMA**  
[WWW.KROMANNREUMERT.COM](http://WWW.KROMANNREUMERT.COM)  
CVR-NR. DK 62 60 67 11

SAGSNR. 1042625 DLR/HWJ  
DOK. NR. 51585476-3

**VEDTÆGTER/ARTICLES OF ASSOCIATION**

**1. NAVN**

1.1 Selskabets navn er Tresu Investment Holding A/S.

**NAME**

The name of the Company is Tresu Investment Holding.

**2. FORMÅL**

2.1 Selskabets formål er at fungere som holdingselskab og yde management ydelser samt al anden virksomhed besluttet af bestyrelsen.

**OBJECTS**

The Company's objects are to function as holding company and provide management services in addition to all other business as decided by the board of directors.

**3. SELSKABETS KAPITAL**

3.1 Selskabets kapital udgør DKK 2.922.214 fordelt på kapitalandele af DKK 1.

**SHARE CAPITAL**

The Company's share capital is DKK 2,922,214 divided into shares of DKK 1.

3.2 Selskabskapitalen er fuldt indbetalt.

The share capital is fully paid up.

3.3 Ved kontant forhøjelse af selskabskapitalen skal kapitalejerne have ret til forholdsmæssig tegning af de nye kapitalandele, medmindre generalforsamlingen beslutter at fravige fortegningsretten.

In connection with any cash capital increase, the Company's shareholders will be entitled to subscribe for the new shares in proportion to their shareholdings, unless the general meeting resolves to override the pre-emption rights.

**4. SELSKABETS KAPITALANDELE**

4.1 Selskabets kapitalandele er udstedt på navn og skal noteres på navn i selskabets ejerbog. Selskabet udsteder på forlangende bevis for indførelse i ejerbogen.

**SHARES**

The Company's shares must be registered in the names of the holders and entered in the Company's register of shareholders. On request, the Company will issue a notice confirming registration in the Company's register of shareholders.

4.2 Kapitalandelene er ikke-omsætningspapirer.

The shares are non-negotiable instruments.

4.3 Selskabet udsteder ikke ejerbeviser.

No share certificates will be issued.

4.4 Ejerbogen føres af selskabet på selskabets hjemsted.

The register of shareholders will be kept by the Company at its registered office.

**5. GENERALFORSAMLINGEN, KOMPETENCE, STED OG INDKALDELSE**

- 5.1 Kapitalejernes beslutningskompetence udøves på generalforsamlingen.
- 5.2 Generalforsamlingen har den højeste myndighed i alle selskabets anliggender, inden for de i lovgivningen og disse vedtægter fastsatte grænser.
- 5.3 Selskabets generalforsamlinger skal afholdes på selskabets hjemsted eller i Storkøbenhavn.
- 5.4 Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan modtages i Erhvervsstyrelsen inden udløbet af fristen i årsregnskabsloven.
- 5.5 Ekstraordinær generalforsamling skal afholdes, når bestyrelsen eller den generalforsamlingsvalgte revisor har forlangt det. Ekstraordinær generalforsamling til behandling af et bestemt angivet emne skal endvidere indkaldes senest 2 uger efter, at kapitalejere, der ejer mindst 5 % af selskabskapitalen, skriftligt har forlangt det.

5.6 Generalforsamlinger indkaldes af bestyrelsen senest 2 uger og tidligst 4 uger før generalforsamlingen ved almindeligt brev eller e-mail.

5.7 Selskabets generalforsamlinger er ikke åbne for offentligheden, medmindre bestyrelsen i det enkelte tilfælde giver tilladelse hertil.

**6. GENERALFORSAMLINGEN, DAGSORDEN**

- 6.1 På den ordinære generalforsamling skal dagsordenen være følgende:
1. Valg af dirigent

**GENERAL MEETINGS; POWERS, VENUE AND NOTICE**

The shareholders' authority to pass resolutions is to be exercised at the general meeting.

The general meeting has supreme authority in all Company affairs, subject to the limits set by statute and these Articles of Association.

General meetings must be held at the Company's registered office or in the Greater Copenhagen area.

The annual general meeting must be held every year in time for the adopted annual report to reach the Danish Business Authority (Erhvervsstyrelsen) before expiry of the time limit provided by the Danish Financial Statements Act (årsregnskabsloven).

Extraordinary general meetings will be held upon request of the Board of Directors or of the auditor elected by the general meeting. Also, extraordinary general meetings to consider specific issues must be convened within two weeks of receipt of a written request to such effect from shareholders holding no less than 5% of the share capital.

General meetings will be convened by the Board of Directors no later than two weeks and no earlier than four weeks before the date of the general meeting by regular post or email.

The Company's general meetings will not be open to the public, unless authorised by the Board of Directors in each case.

**GENERAL MEETINGS; AGENDA**

The agenda of annual general meetings will be as follows:

1. Election of chairman of the meeting

2. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår
3. Godkendelse af årsrapporten
4. Anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
5. Valg af bestyrelsesmedlemmer direktion og eventuelle suppleanter
6. Valg af revisor(er)
7. Meddelelse af decharge
8. Eventuelle forslag fra bestyrelsen og/eller kapitalejerne

2. The report of the Board of Directors on the Company's activities during the past financial year
3. Adoption of the annual report
4. Appropriation of profit or loss as recorded in the adopted annual report
5. Election of members to the Board of Directors executive officers and any alternates
6. Election of auditor(s)
7. Discharge from liability
8. Any proposals by the Board of Directors and/or the shareholders

## **7. GENERALFORSAMLINGEN, STEMME- OG REPRESENTATIONSRET**

- 7.1 Hver kapitalandel af DKK 1 giver én stemme.

## **GENERAL MEETINGS; VOTING AND REPRESENTATION RIGHTS**

Each share of DKK 1 carries one vote.

## **8. GENERALFORSAMLINGEN, DIRIGENT, BESLUTNINGER OG PROTOKOL**

- 8.1 På generalforsamlingen træffes alle beslutninger ved simpelt flertal, medmindre andet følger af selskabsloven eller af disse vedtægter.

## **GENERAL MEETINGS; CHAIRMAN, RESOLUTIONS AND MINUTE BOOK**

All business transacted at the general meeting will be decided by a simple majority of votes, unless otherwise provided by the Danish Companies Act (selskabsloven) or by these Articles of Association.

## **9. ELEKTRONISK KOMMUNIKATION MELLEM SELSKABET OG KAPITALEJERE**

- 9.1 Selskabet kan anvende elektronisk dokumentudveksling samt elektronisk post (e-mail) i kommunikation mellem selskabet og kapitalejerne. Dette omfatter indkaldelse af kapitalejerne til ordinær og ekstraordinær generalforsamling, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapport m.v. samt øvrige generelle oplysninger fra selskabet til kapitalejerne. Selskabet kan altid benytte almindelig brevpost som alternativ til elektronisk kommunikation. Det er kapitalejernes ansvar at sikre, at selskabet er i besiddelse af korrekt elektronisk kontaktoplysning. Kapitalejerne kan få oplysninger om

## **ELECTRONIC COMMUNICATION BETWEEN THE COMPANY AND THE SHAREHOLDERS**

The Company and its shareholders may exchange documents electronically and communicate by e-mail. Electronic modes of communication may be used for giving notice to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Association, the agenda for the general meeting, the annual report, and any other general information from the Company to its shareholders. The Company may use regular post as an alternative to electronic communication at any time. The shareholders are responsible for

kravene til de anvendte systemer og om fremgangsmåden ved elektronisk kommunikation ved henvendelse til selskabet.

ensuring that the Company has their correct electronic contact information. Information about the requirements for the systems to be used and the procedures to be followed when communicating electronically can be obtained from the Company.

## **10. BESTYRELSE**

## **BOARD OF DIRECTORS**

10.1 Selskabet ledes af en bestyrelse på 3-7 medlemmer valgt af generalforsamlingen for tiden indtil næste ordinære generalforsamling. Der kan tillige vælges en eller flere suppleanter.

The Company is managed by a Board of Directors consisting of 3-7 members elected by the general meeting to hold office until the next annual general meeting. One or more alternates may be elected.

10.2 Bestyrelsen vælger en formand og en næstformand. En direktør må ikke vælges til formand eller næstformand.

The Board of Directors will elect a chairman and vice chairman of the Board of Directors. No member of the Executive Board may be elected chairman or vice chairman.

10.3 Formandens eller ved dennes forfald næstformandens stemme er afgørende ved stemmelighed.

The chairman or, in the chairman's absence, the vice chairman will have the casting vote.

10.4 Bestyrelsen skal vedtage en forretningsorden om udførelsen af sit hverv.

The Board of Directors will adopt rules of procedure governing the performance of its duties.

## **11. DIREKTION**

## **EXECUTIVE BOARD**

11.1 Bestyrelsen ansætter 1-3 direktører til at varetage den daglige ledelse af selskabets virksomhed.

The Board of Directors will appoint 1-3 executive officers to be responsible for the day-to-day management of the Company.

11.2 I tilfælde af, at direktionen består af flere direktører, vælges én af dem som administrerende direktør.

If the Executive Board has more than one executive officer, one of them will be appointed Chief Executive Officer.

## **12. TEGNINGSREGEL**

## **POWER TO BIND THE COMPANY**

12.1 Selskabet tegnes af bestyrelsens formand i forening med en direktør, af bestyrelsens formand i forening med et bestyrelsesmedlem eller af den samlede bestyrelse.

The Company is bound by the joint signatures of the chairman of the board of directors and an executive officer, by the joint signatures of the chairman of the board of directors and a member of the board of directors, or by the joint signatures of the board of directors.

**13. REGNSKAB**

13.1 Selskabets regnskabsår er kalenderåret.

13.2 Selskabets årsrapporter skal udarbejdes og aflægges på engelsk.

*I tilfælde af modstrid mellem den danske og den engelske version af disse vedtægter, skal den danske version lægges til grund.*

Således vedtaget på generalforsamlingen den 20. juni 2017 og opdateret på den ekstraordinære generalforsamling den 6. december 2017.

**ANNUAL REPORT**

The Company's financial year is the calendar year.

The Company's annual reports will be prepared and presented in English.

*In the event of any discrepancies between the Danish version and the English version of these Articles of Association, the Danish version shall prevail.*

As adopted by the general meeting of the Company on 20 June 2017 and updated on the extraordinary general meeting on 6 December 2017.