

## **The Board of Directors' proposal for resolution to amend the Articles of Association**

The Board of Directors of HANZA Holding AB (publ), corp. reg. no. 556748-8399, (the "**Company**") proposes that the Annual General Meeting resolves to adopt new Articles of Association with the meaning that a new section is introduced in the articles of association as follows:

### **§11 Collection of proxies and postal voting**

*The board of directors may collect proxies in accordance with the procedure specified in Chapter 7. Section 4, second paragraph, of the Swedish Companies Act (2005:551). The board of directors may before a general meeting resolve that the shareholders shall be entitled to exercise their voting rights by post before the general meeting.*

As a consequence, it is proposed to renumber existing provisions in the articles of association, whereby the current §11 becomes §12.

Furthermore, an adjustment of §1 in the Articles of Association is proposed as follows:

#### Current wording:

##### **§1 The company name [sw. Firma]**

The company name [sw. firma] is HANZA Holding AB (publ.) The company is public.

#### Proposed wording:

##### **§1 The company name [sw. Företagsnamn]**

The company name [sw. företagsnamn] is HANZA AB (publ.) The company is public.

The proposed Articles of Association are attached to this proposal, Appendix A.

A resolution in accordance with the proposal requires that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

---

Stockholm in April 2022  
**HANZA Holding AB (publ)**  
*The Board of Directors*

*NB: The English text is an unofficial translation.*

## **ARTICLES OF ASSOCIATION FOR HANZA AB (PUBL)**

Company registration number: 556748-8399

### **§1 Company name**

The company's name is HANZA AB (publ). The company is a public company.

### **§2 Registered office**

The registered head office of the company is in Stockholm.

### **§3 Objective of the company**

The company's objective is to, directly or indirectly, own and manage securities, preferably in companies in the mechanical and/or electronics industry, and to carry out other business operations compatible therewith.

### **§4 Share capital**

The share capital shall be not less than SEK 1,700,000 and not more than SEK 6,800,000.

### **§5 Number of shares**

The number of shares shall be not less than 17,000,000 and not more than 68,000,000.

### **§6 Board of directors and auditor**

The board of directors shall consist of not less than 4 and not more than 10 board members without any deputy board members.

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

### **§7 Notice to attend a general meeting**

Notice to attend a general meeting shall be made through announcement in Post- och Inrikes Tidningar (The Official Swedish Gazette) and on the company's website. When the notice is issued, information regarding the notice shall be published in Svenska Dagbladet. The notice shall immediately, and at no cost for the recipient, be sent by post to those shareholders who so request and state their address. If the annual general meeting will be held at a time other than that specified in the articles of association, the notice shall, at no cost to the recipient, be sent by post to all shareholders whose addresses are known to the company.

### **§8 Notification of intention to attend a general meeting**

Shareholders who wish to participate at a general meeting shall be registered as a shareholder on a transcript of the entire share register as per the fifth weekday prior to the meeting and, shall also notify the company of their intention to attend the meeting not later than on the date stipulated in the notice convening the general meeting. The latter date may not be a Sunday, any other

public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the meeting. If the notice does not stipulate a final date for such notification, a notification is not required to attend the general meeting.

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

The chairman of the board of directors or a person appointed by the board of directors shall open the general meeting and lead the meeting until a chairman has been elected by the general meeting.

### **§10 Annual General Meeting**

The annual general meeting is held annually within 6 months after the end of the financial year.

The following matters shall be addressed at the annual general meeting:

- 1) Election of chairman at the meeting;
- 2) Preparation and approval of the voting list;
- 3) Approval of the agenda;
- 4) Election of one or two persons to verify the minutes of the meeting;
- 5) Determination of whether the meeting has been duly convened;
- 6) Presentation and submission of the annual report and the auditor's report, and if applicable, the group accounts and the auditor's report for the group;
- 7) Resolutions
  - a) regarding the adoption of the income statement and balance sheet, and, if applicable, the consolidated income statement and consolidated balance sheet,
  - b) regarding allocation of profit or loss in accordance with the adopted balance sheet,
  - c) regarding the discharge from liability of the board members and, where applicable, of the managing director;
- 8) Determination of fees for the board of directors and, where applicable, for the auditors;
- 9) Election of the board of directors and, where applicable, accounting firms or auditors, as well as any deputy auditors;
- 10) Any other matter which shall be addressed by the general meeting according to the Swedish Companies Act or the company's articles of association.

### **§11 Collection of proxies and postal voting**

The board of directors may collect proxies in accordance with the procedure specified in Chapter 7. Section 4, second paragraph, of the Swedish Companies Act (2005:551). The board of directors may before a general meeting resolve that the shareholders shall be entitled to exercise their voting rights by post before the general meeting.

**§12 Financial year**

The Company's financial year shall be 0101-1231.

**§13 CSD clause**

The company's shares shall be registered in a CSD (central securities depository) register in accordance with the Financial Instruments Accounts Act (1998:1479).

*Articles of Association adopted at the annual general meeting held on May 10, 2022.*