

ARTICLES OF ASSOCIATION

for

EcoDC Holding AB (publ)

(company registration number 559491-2098)

Adopted at an extraordinary general meeting on 10 September 2024.

1 § **Company**

The company's name is EcoDC Holding AB (publ).

2 **Register**

The Board of Directors has its registered office in Stockholm.

3 § **Object**

The company's business is to directly or indirectly own and manage shares and securities and other related activities.

4 § **Share**

The share capital shall amount to not less than SEK 18,000,000 and not more than SEK 72,000,000.

5 § **Number**

The number of shares shall be no less than 18,000,000 and no more than 72,000,000.

6 **Classes of shares**

The company's shares may be issued in the following classes: ordinary shares and preference shares in series 1-100 (e.g. preference shares in series 1, preference shares in series 2, etc.). Ordinary shares and preference shares each entitle the holder to one (1) vote per share. Shares of each class may be issued in a number corresponding to the entire share capital.

7 **Issues**

In the event of a new issue of ordinary shares and preference shares, which is not made against payment in kind, owners of the respective types of ordinary shares and preference shares shall have pre-emptive rights to subscribe for new shares of the same class in proportion to the number of shares they already own (primary pre-emptive rights). Shares that are not subscribed for with primary preferential rights shall be offered to all shareholders (subsidiary preferential rights). If the offered shares are not sufficient

for subscription with subsidiary preferential rights, the shares shall be allocated among the subscribers in proportion to the number of shares they already own and, to the extent this is not possible, by drawing lots.

In the event of a new issue of only certain types or certain classes of ordinary shares or preference shares, which is not made against payment in kind, all shareholders, regardless of the type of shares they hold, shall have preferential rights to subscribe for new shares in proportion to the number of shares they already hold.

In the event of an issue of warrants and convertibles that is not made against payment in kind, shareholders shall have preferential rights in the same manner as in the first and second paragraphs above.

The above shall not imply any restriction on the possibility of deciding on an issue in deviation from the shareholders' preferential rights.

In the event of an increase in share capital through a bonus issue, new shares shall be issued for each class of shares in proportion to the number of shares of the same class already existing. In such cases, old shares of a certain class shall entitle the holder to new shares of the same class in proportion to their share of the share capital. The above shall not imply any restriction on the possibility of issuing new shares of a new class through a bonus issue, after the necessary amendment of the Articles of Association.

8 Dividends

When dividends are paid, all funds shall be distributed as follows:

1. Firstly, and before other shares are entitled to any dividend, preference shares shall have preferential rights to dividends up to the Maximum Dividend Amount applicable to the preference shares.
2. Secondly, to the extent that funds remain to be distributed after application of paragraph 1 above, all ordinary shares shall have equal rights to any dividend exceeding the Maximum Dividend Amount.

The Maximum Dividend Amount is calculated as the "Base Amount" plus the "Interest Amount".

The Base Amount initially corresponds to the average subscription price of the preference shares for each class of shares (preference shares of series 1, preference shares of series 2, etc.). The Interest Amount corresponds to 12 per cent annual interest on the Base Amount (with any increases or decreases, where applicable). To the extent that no dividend is paid in a given year, the Base Amount shall be increased by the portion of the Interest Amount that has not been distributed. In the event that a dividend exceeds the Interest Amount in a given year, such excess shall reduce the Base Amount.

9 Liquidation

In the event of liquidation, all funds shall be distributed as follows:

1. In the first instance, preference shares shall have equal preferential rights to dividends up to the Maximum Dividend Amount applicable to each preference share.
2. Thereafter, all ordinary shares shall have *pari passu* equal preferential rights to all dividends exceeding the Maximum Liquidation Amount.

10 **Board**

The Board consists of 3–7 members with a maximum of 2 deputies. It is elected annually at the Annual General Meeting for the period until the next Annual General Meeting has been held.

11 **Auditor**

The company shall have an auditor.

12 **Notice of general meetings**

Notice of the Annual General Meeting and of any Extraordinary General Meeting at which amendments to the Articles of Association will be considered shall be issued no earlier than six weeks and no later than four weeks prior to the meeting. Notice of any other Extraordinary General Meeting shall be issued no earlier than six weeks and no later than two weeks prior to the meeting. Notice of a general meeting shall be given by announcement in Post- och Inrikes Tidningar and by making the notice available on the company's website. At the same time as the notice is given, the company shall announce in Dagens Nyheter that notice has been given.

13 **General meeting**

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

General Meeting:

1. election of the chairperson of the general 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;
5. consideration of whether the Annual General 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. Decisions
 - a) on the adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - b) on the allocation of the company's profit or loss according to the adopted balance sheet;
 - c) on the discharge of liability for the members of the Board of Directors and the Chief Executive Officer;
8. determination of remuneration for the Board and auditor;
9. election of board members, deputy board members and auditors;
10. other matters that fall within the competence of the general meeting in accordance with the Companies Act or the Articles of Association.

At the general meeting, each person entitled to vote may vote for the entire number of shares they own and represent, without limitation on the number of votes.

14 Financial statements

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