
VEDTÆGTER / ARTICLES OF ASSOCIATION

NORDKABEL A/S

CVR-nr. / CVR no.: 28 85 17 82

("Selskabet" / the "Company")

LUNDGRENŞ

1. NAVN

1.1 Selskabets navn er NORDKABEL A/S.

2. FORMÅL

2.1 Selskabets formål er at drive entreprenørvirksomhed og dermed beslægtet virksomhed.

3. SELSKABETS KAPITAL

3.1 Selskabets kapital udgør nominelt DKK 550.000 fordelt på kapitalandele à DKK 1,00 pr. stk.

3.2 Kapitalandelene er ikke-omsætningspapirer og kapitalandelene skal lyde på navn og noteres i Selskabets ejerbog.

3.3 Enhver kapitalovergang kræver bestyrelsens forudgående samtykke.

1. NAME

1.1 The name of the Company is NORDKABEL A/S.

2. OBJECTS

2.1 The objects of the Company are to carry out construction activities and other businesses related hereto.

3. THE COMPANY'S SHARE CAPITAL

3.1 The share capital of the Company amounts to DKK 550,000 divided into shares of DKK 1.00 each.

3.2 The shares shall be non-negotiable securities and the shares shall be registered shares and shall be registered in the Company's register of shareholders.

3.3 Any transfer of shares requires the previous consent of the board of directors.

4. GENERALFORSAMLINGEN, KOMPETENCE, STED OG INDKALDELSE

4.1 Generalforsamlingen har den højeste myndighed i alle Selskabets anliggender inden for de i lovgivningen og nærværende vedtægter fastsatte grænser.

4.2 Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan indsendes til Erhvervsstyrelsen, så den er modtaget i styrelsen inden for den til enhver tid gældende frist.

4.3 Generalforsamlinger indkaldes af bestyrelsen med mindst 2 ugers og højst 4 ugers varsel ved almindeligt brev eller e-mail til hver enkelt kapitalejer.

5. GENERALFORSAMLINGEN, DAGSORDEN

5.1 På den ordinære generalforsamling skal dagsordenen være følgende:

1. Bestyrelsens beretning om Selskabets virksomhed i det forløbne år.

4. GENERAL MEETING, AUTHORITY, VENUE AND NOTICE OF MEETINGS

4.1 Within the limits of statutory provisions and these articles of association the general meeting shall be the supreme authority in all Company matters.

4.2 The annual general meeting shall be held in time for the adopted annual report to be filed and received by the Danish Business Authority before the expiry of the statutory time limit applicable at any given time.

4.3 General Meetings shall be convened by the board of directors with not less than 2 weeks' notice and not more than 4 weeks' notice by letter or email to all registered shareholders.

5. GENERAL MEETING, AGENDA

5.1 At the annual general meeting the following business shall be transacted:

1. Report of the board of directors on the Company's activities during the past year.

2. Fremlæggelse af årsrapport og eventuelt koncernregnskab til godkendelse.
3. Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport.
4. Valg af til bestyrelsen.
5. Valg af revisor.
6. Eventuelt.

2. Presentation of the annual report and consolidated accounts, if any, for adoption.
3. Adoption as to the appropriation of the profit or the covering of loss according to the adopted annual report.
4. Appointment to the board of directors.
5. Appointment of auditor.
6. Miscellaneous.

6. GENERALFORSAMLINGEN, DIRIGENT, STEMMERET OG BESLUTNINGER

- 6.1 Hver kapitalandel på DKK 1,00 giver én (1) stemme.
- 6.2 Bestyrelsen udpeger en dirigent, der leder forhandlingerne og afgør alle spørgsmål vedrørende sagernes behandling og stemmeafgivning.
- 6.3 På generalforsamlingen træffes alle beslutninger ved simpelt flertal bortset fra de tilfælde, hvor selskabsloven kræver kvalificeret flertal.

6. GENERAL MEETING, CHAIRMAN, VOTING RIGHT AND RESOLUTIONS

- 6.1 Each share of DKK 1.00 entitles the holder to one (1) vote.
- 6.2 The board of directors shall appoint a chairman to direct the discussions and to decide all matters relating to the procedure of the general meeting and the voting.
- 6.3 All resolutions passed at the general meeting shall be passed by simple majority of votes unless a more qualified majority is prescribed by the Danish Companies Act.

7. ELEKTRONISK GENERALFORSAMLING

7.1 Bestyrelsen er bemyndiget til at beslutte, at generalforsamlinger afholdes fuldstændigt eller delvist elektronisk.

7.2 Bestyrelsen skal sørge for, at elektroniske generalforsamlinger afvikles på betryggende vis, og skal sikre, at det anvendte system er indrettet, så lovgivningens krav til afholdelse af generalforsamling opfyldes, herunder især kapitalejernes adgang til at deltage i, ytre sig samt stemme på generalforsamlingen. Systemet skal gøre det muligt at fastslå, hvilke kapitalejere der deltager, hvilken selskabskapital og stemmeret de repræsenterer samt resultatet af afstemninger.

7.3 Ved afholdelse af elektronisk generalforsamling, kan Selskabet beslutte at benytte elektronisk dokumentudveksling samt elektronisk post i kommunikationen i overensstemmelse med pkt. 8 nedenfor, i stedet for at fremsende eller fremlægge papirbaserede dokumenter.

7. ELECTRONIC GENERAL MEETINGS

7.1 The board of directors is authorised to decide that general meetings are held in whole or in part by electronic means.

7.2 The board of directors shall ensure that electronic general meetings are conducted in a proper manner and shall ensure that the system used is designed to meet the requirements of the law for the holding of general meetings, in particular the access of shareholders to attend, express themselves and vote at the general meeting. The system must make it possible to determine which shareholders are participating, the share capital and voting rights they represent and the outcome of votes.

7.3 When holding an electronic general meeting, the Company may decide to use electronic document exchange as well as electronic mail in the communication in accordance with article 8 below, instead of sending or submitting paper-based documents.

8. ELEKTRONISK KOMMUNIKATION

8.1 Al kommunikation fra selskabet til kapitalejerne, herunder indkaldelse til generalforsamlinger, kan ske elektronisk via offentliggørelse på selskabets hjemmeside, hvis selskabet har en sådan, eller via e-mail.

8.2 Kommunikation fra kapitalejere til selskabet kan ske ved e-mail.

8.3 Det er den enkelte kapitalejers ansvar at sikre, at Selskabet har kapitalejerens korrekte e-mailadresse. Selskabet har ingen pligt til at søge e-mailadresser berigtiget eller til at fremsende meddelelser på anden måde.

9. LEDELSE

9.1 Selskabet ledes af en bestyrelse på 3 – 7 medlemmer valgt af generalforsamlingen for tiden indtil næste generalforsamling.

9.3 Bestyrelsen ansætter en direktion på 1 – 3 medlemmer til at varetage den daglige ledelse af selskabet.

8. ELECTRONIC COMMUNICATION

8.1 All communication from the Company to the shareholders, including the convening notice to general meetings, can be done electronically via e-mail.

8.2 Communication from shareholders to the company may be by e-mail.

8.3 It is the responsibility of each shareholder to ensure that the company has the correct email address of the shareholder. The company is under no obligation to seek correction of e-mail addresses or to send notices by any other means.

9. MANAGEMENT

9.2 The business of the company shall be managed by a board of directors consisting of 3 – 7 members appointed at the general meeting. The term of office shall expire at the following annual general meeting.

9.2 The board of directors shall appoint an executive board consisting of 1 – 3 members to be in charge of the day-to-day running of the company.

LUNDGRENŞ

9.3 De i bestyrelsen behandlede emner afgøres ved simpelt stemmeflertal. Formandens stemme er udslagsgivende ved stemmelighed.

9.3 All business transacted by the board of directors must be decided by a simple majority of votes. In the event of an equality of votes, the chairman of the board will have the casting vote.

10. TEGNINGSREGEL

10. AUTHORITY TO BIND THE COMPANY

10.1 Selskabet tegnes af en direktør i forening med bestyrelsesformanden, af bestyrelsesformanden i forening med et bestyrelsesmedlem, af tre bestyrelsesmedlemmer i forening eller af den samlede bestyrelse.

10.1 The Company shall be bound by the joint signatures of the executive director and the chairman of the board of directors, by the joint signatures of the chairman of the board of directors and a board member, by the joint signatures of three board members or by the signatures of the board of directors.

11. REVISION

11. AUDIT

11.1 Selskabets årsrapporter revideres af én statsautoriserede revisor eller registrerede revisor, der vælges af den ordinære generalforsamling for et år ad gangen. Genvalg kan finde sted.

11.1 The Company's annual reports shall be audited by one state-authorized public accountant or registered accountant appointed at the annual general meeting for a term of one year. The auditor shall be eligible for reappointment.

11.2 Selskabets årsrapport udarbejdes og aflægges på dansk og engelsk.

11.2 The Company's annual report shall be prepared and reported in Danish and English.

12. REGNSKABSÅR

12.1 Selskabets regnskabsår løber fra 1. januar til 31. december. Regnskabsåret er omlagt med en omlægningsperiode fra den 1. juli 2022 til den 31. december 2022. Selskabets første regnskabsperiode løber fra Selskabets stiftelse til den 30. juni 2006.

13. KONCERNSPORG

13.1 Selskabets koncernsprog er engelsk med mulighed for samtidig simultantolkning til dansk.

Ovenstående vedtægter blev vedtaget i forbindelse med selskabets ekstraordinære generalforsamling den 15, december 2023.

12. ACCOUNTING YEAR

12.1 The accounting year of the Company shall be from 1 January to 31 December. The accounting year has been re-scheduled with a transition period running from 1 July 2022 to 31 December 2022. The Company's first accounting year runs from the time of formation of the Company until 30 June 2006.

13. CORPORATE LANGUAGE

13.1 The corporate language of the Company is English with the possibility of simultaneous interpretation to Danish.

The above articles of association have been adopted in relation to the extraordinary general meeting held on 15 December 2023.