

## **Current wording**

### **§ 1 Company**

The name of the company is Ortivus Aktiebolag. It is a public (publ) company.

### **§ 2 Registered office**

The company has its registered office in the Täby municipality, AB County.

### **§ 3 Nature of Business**

The Company shall directly or indirectly engage in development, production, sales and service of medical and chemical engineering projects as well as engage in other compatible operations.

### **§ 4 Share capital**

The minimum share capital shall be thirty million Swedish kronor (SEK 30,000,000), the maximum share capital shall be one hundred twenty million Swedish kronor (SEK 120,000,000).

### **§ 5 Share value**

Each share shall have a par value of SEK 5. The shares are issued in two series, Class A and Class B. Each Class A share carries ten (10) votes and each Class B share carries one (1) vote. The Company may issue a maximum of 5,120,000 Class A shares and 24,000,000 Class B shares.

If the company decides to issue new Class A and Class B shares through a cash issue, holders of Class A and Class B shares will have preferential rights to subscribe to new shares of the same class of stock in relation to the number of shares the holder owned previously (primary preferential right). Shares that are not subscribed to with

## **Proposed wording**

### **§ 1 Company**

The name of the company is Ortivus Aktiebolag. It is a public (publ) company.

### **§ 2 Registered office**

The company has its registered office in Danderyd municipality, AB County.

### **§ 3 Nature of Business**

The Company shall directly or indirectly engage in development, production, sales and service of medical and chemical engineering projects as well as engage in other compatible operations.

### **§ 4 Share capital**

The minimum share capital shall be thirty million Swedish kronor (SEK 30,000,000), the maximum share capital shall be one hundred twenty million Swedish kronor (SEK 120,000,000).

### **§ 5 Number of shares and class of stock**

The number of shares shall be a minimum of 6,000,000 and a maximum of 24,000,000.

The shares are issued in two series, Class A and Class B. Each Class A share carries ten (10) votes and each Class B share carries one (1) vote. The Company may issue a maximum of 5,120,000 Class A shares and 24,000,000 Class B shares.

If the company decides to issue new Class A and Class B shares through a cash issue or an issue against payment through set-off of claims, holders of Class A and Class B shares will have preferential rights to subscribe to new shares of the same class of stock in relation to the number of shares the holder owned previously (primary

primary preferential rights will be offered to all shareholders for subscription (subsidiary preferential right). If shares thus offered for subscription are insufficient for the subscription that takes place through subsidiary preferential right, the shares shall be divided among subscribing parties in relation to the previous shareholding or, to the extent this is not possible, by drawing lots.

Should the Company decide to issue either Class A or Class B shares through a cash issue, all shareholders, regardless of whether their shares are Class A or Class B, shall be entitled to subscribe for new shares in relation to the number they held previously.

The aforementioned does not entail any limitation to the possibility of passing a resolution regarding a cash issue that deviates from the shareholders' preferential rights.

In the event of an increase in the share capital through a bonus issue, new shares of each type shall be issued in relation to the number of shares of the same type as previously. Consequently, old shares of a certain type shall carry the right to new shares of the same type. What has been stated here will not involve any restriction on the possibility of issuing shares of a new class through a bond issue after making the necessary changes to the Articles of Association.

#### **§ 5 A Conversion of share**

A Class A share may be converted into a Class B share upon the request of the shareholder. Such request for conversion

preferential right). Shares that are not subscribed to with primary preferential rights will be offered to all shareholders for subscription (subsidiary preferential right). If shares thus offered for subscription are insufficient for the subscription that takes place through subsidiary preferential right, the shares shall be divided among subscribing parties in relation to the previous shareholding or, to the extent this is not possible, by drawing lots.

Should the Company decide to issue only Class A or only Class B shares through a cash issue or an issue against payment through set-off of claims, all shareholders, regardless of whether their shares are Class A or Class B, shall be entitled to subscribe for new shares in relation to the number they held previously.

The aforementioned does not entail any limitation to the possibility of passing a resolution regarding a cash issue or an issue against payment through set-off of claims that deviate from the shareholders' preferential rights.

What has been written above about shareholders' preferential rights shall be applied correspondingly to the issue of warrants and convertibles.

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#### **§ 5 A Conversion of share**

A Class A share may be converted into a Class B share upon the request of the

shall be submitted to the Company's Board of Directors, which must address the question at the first board meeting held after February 1 or August 1, respectively, each year. The request shall be made no later than February 1 or August 1, respectively. If approved, the Board shall without delay report the conversion for registration and conversion becomes effective at the time of registration.

## **§ 6 Board of Directors and Auditors**

The Board of Directors consists of three to seven directors with a maximum of five deputies. It is elected annually at the Annual General Meeting for the period extending until the next AGM.

One to two auditors, with or without deputy auditors, shall be appointed at the Annual General Meeting for the period until the end of the AGM held during the fourth financial year after the election of Auditors

## **§ 7 Notice**

Notices convening Annual General Meetings and notices convening Extraordinary General Meetings where a proposal to amend the Articles of Association will be dealt with shall be given at the earliest six weeks and at the latest four weeks before the Meeting. Notices convening other Extraordinary General Meetings shall take place at the earliest six weeks and at the latest two weeks before the Meeting.

Notification of the meeting shall take place through an announcement in the newspapers Post- och Inrikes Tidningar or Svenska Dagbladet.

To participate at the AGM, shareholders must register their intent to participate not later than the date specified in the notice of

shareholder. Such request for conversion shall be submitted to the Company's Board of Directors, which must address the question at the first board meeting held after February 1 or August 1, respectively, each year. The request shall be made no later than February 1 or August 1, respectively. If approved, the Board shall report the conversion for registration without delay and conversion becomes effective at the time of registration.

## **§ 6 Board of Directors and Auditors**

The Board of Directors consists of three to seven directors with a maximum of five deputies. It is elected annually at the Annual General Meeting for the period extending until the next AGM.

The Annual General Meeting shall appoint one or two auditors, with or without deputy auditors, to audit the Company's annual accounts and financial statements, as well as the administration of the Board of Directors and the President.

## **§ 7 Notice and shareholders' right to participate at the Annual General Meeting**

Notices convening Annual General Meetings and notices convening Extraordinary General Meetings where a proposal to amend the Articles of Association will be dealt with shall be given at the earliest six weeks and at the latest four weeks before the Meeting. Notices convening other Extraordinary General Meetings shall take place at the earliest six weeks and at the latest two weeks before the Meeting.

Notification of the meeting shall take place through an announcement in the newspapers Post- och Inrikes Tidningar and Svenska Dagbladet.

To participate at the AGM shareholders shall be included in writing or other presentation

the Meeting.

## **§ 8 Annual General Meeting**

The Annual General Meeting shall be held within 6 months after the end of each financial year in Täby or Stockholm.

The following matters will be dealt with at the Annual General Meeting.

1. Election of Chairman of the Meeting.
2. Preparation and approval of list of persons eligible to vote.
3. Election of one or two persons to check the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report on the consolidated financial statements.
7. Resolutions
  - a. on adoption of income statement and the balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
  - b. on the disposition of the company's profit or loss in accordance with the balance sheet adopted;
  - c. on discharge from liability for the directors and the chief executive officer
8. Determination of the number of Directors and alternates and alternates as well as auditors and

of the entire register of shareholders pertaining to conditions five weekdays before the AGM, and shall notify the company no later than 4 pm on the day specified in the notification of the AGM. This day may not be a Sunday, other general holiday, Saturday, Midsummer Eve, Christmas Eve, or New Year's Eve, nor may it fall earlier than the fifth weekday before the AGM.

## **§ 8 Annual General Meeting**

The Annual General Meeting shall be held within 6 months after the end of each financial year in Danderyd or Stockholm.

The following matters will be addressed at the Annual General Meeting.

1. Election of Chairman of the Meeting.
2. Preparation and approval of list of persons eligible to vote.
3. Election of one or two persons to check the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report on the consolidated financial statements.
7. Resolutions
  - a. on adoption of income statement and the balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
  - b. on the disposition of the company's profit or loss in accordance with the balance sheet adopted;
  - c. on discharge from liability for the directors and the chief executive officer
8. Determination of the number of Directors and alternates and

- deputy auditors.
9. Determination of Directors and Auditors' fees.
  10. Election of Directors and auditors.
  11. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the Company's Articles of Incorporation.

Each shareholder entitled to vote at the Annual General Meeting may exercise the voting rights for the entire number of shares owned and represented by him without limitation on the number of votes.

### **§ 9 Financial year**

The financial year shall be January 1 – December 31.

### **§ 10 Record date provision**

Persons who on the established record date are entered in the share register or a list in accordance with Chapter 3, § 12 of the Swedish Companies Act (1975:1385) shall be considered to be eligible to receive dividends, new shares accruing to shareholders through a bonus issues and to exercise shareholders' preemptive rights to participate in the issue.

- alternates as well as auditors and deputy auditors.
9. Determination of Directors and Auditors' fees.
  10. Election of Directors and auditors.
  11. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the Company's Articles of Association.

Each shareholder entitled to vote at the Annual General Meeting may exercise the voting rights for the entire number of shares owned and represented by him without limitation on the number of votes.

### **§ 9 Financial year**

The financial year shall be January 1 – December 31.

### **§ 10 Record date provision**

The company's shares shall be registered in a CSD register in accordance with the Swedish Financial Instruments Accounts Act (1998:1497).