

## **Proposal regarding change of trade name and change of the articles of association (item 7)**

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On 13 September 2018, D. Carnegie & Co AB (publ) announced, through a separate press release, that the company intends to change its trade name to Hembla AB (publ). As a result hereof, the board of directors for D. Carnegie & Co AB (publ) proposes that the general meeting resolves to change the company's trade name from D. Carnegie & Co AB (publ) to Hembla AB (publ) by changing section 1 § of the company's articles of association

See appendix for the proposed new articles of association.

A resolution in accordance with the above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

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Stockholm, September 2018  
**D. Carnegie & Co AB (publ)**  
The Board of Directors

## **ARTICLES OF ASSOCIATION**

### **FOR**

### **HEMBLA AB**

#### **1 §**

The Company's trade name is Hembla AB. The Company is a public company (publ.).

#### **2 §**

The Board of Directors shall have its registered office in Stockholm.

#### **3 §**

The Company shall own and manage properties and conduct other related business.

#### **4 §**

The share capital shall amount to a minimum of SEK 550,000,000 and a maximum of SEK 2,200,000,000.

#### **5 §**

The number of shares shall be a minimum of 43,163,154 and a maximum of 172,652,616.

The Company shall be able to issue its shares in two classes, class A and class B. Class A shares shall entitle the holder to five votes and class B shares shall entitle the holder to one vote. Shares of each class may be issued in a number equal to the entire share capital.

When new class A and B shares are issued, but not for non-cash consideration, the holders of the class A and B shares shall have pre-emption rights to subscribe for new shares of the same class in proportion to the number of shares they previously held (primary pre-emption rights). Shares that are not subscribed for with primary pre-emption rights shall be offered to all shareholders (subsidiary pre-emption rights). In the event that the number of shares offered in this manner is not enough for the number subscribed with subsidiary pre-emption rights, the shares shall be divided between the subscribers in proportion to the number of shares they previously held and to the extent that it cannot be done by drawing lots.

When new class A and B shares are issued, but not for non-cash consideration, all shareholders, regardless whether their shares are class A or class B, shall have pre-emption rights to subscribe for new shares in proportion to the number of shares they previously held.

When share warrants and convertibles are issued, but not for non-cash consideration, the holders of class A and B shares shall have pre-emption rights in a manner equivalent to the second and third paragraphs above.

What has been stated above shall not constitute any restriction on the ability to resolve on share issues in derogation of the shareholders' pre-emption rights.

Class A shares may upon request of the owner of such shares be converted into Class B shares. Such request must be made in writing to the Company, whereby the number of shares that the request refers to shall be stated. The conversion shall thereafter without delay be reported to the Swedish Companies Registration Office for registration and will be deemed to have been effected once the registration is complete and it has been noted in the CSD register.

## **6 §**

The Company's shares shall be registered in a CSD register pursuant to the Swedish Financial Instruments Accounts Act (1998:1479).

## **7 §**

The Board of Directors shall have three to seven regular members. The board members are elected annually at the annual general meeting of shareholders for the period lasting until the end of the next annual general meeting of shareholders.

One or two authorised public accountants are appointed at the annual general meeting of shareholders to audit the Company's annual report and financial statements as well as the management on the part of the board of directors and the CEO. A registered public accounting firm can also be appointed to be the auditor.

## **8 §**

Invitations to the general meeting of shareholders shall be announced in the Swedish official gazette, "Post- och Inrikes Tidningar", and the invitation shall be kept available on the Company's website. Notice that the invitation has been extended shall be announced in Dagens Nyheter at the time of the invitation.

Invitations to annual general meetings of shareholders and invitations to extraordinary general meetings of shareholders where amendments to the Articles of Association will be on the agenda shall be issued no earlier than six weeks and no later than four weeks prior to the meeting. Invitations to an extraordinary general meeting of shareholders shall be issued no earlier than six weeks prior to the meeting and no later than three weeks prior to the meeting. To attend and participate in the general meeting of shareholders, shareholders shall be listed in a print-out or other representation of the entire share register on the record date with regard to the circumstances five weekdays prior to the meeting and shall submit an application to the Company no later than the date specified in the invitation to the meeting. The latter date may not be a Sunday or other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not fall on a date earlier than the fifth weekday before the meeting.

The shareholder may only bring advisers to the general meeting of shareholders if the shareholder gives the Company notice of the number of advisers accompanying him/her no later than on the date listed in the invitation.

#### **9 §**

The meeting shall be held in Stockholm or Veddesta, Järfälla Municipality.

#### **10 §**

The board of directors may collect proxies at the expense of the Company in accordance with the procedure specified in Chapter 7 Section 4 Paragraph 2 of the Swedish Companies Act (2005:551).

#### **11 §**

The following items shall be on the agenda at the annual general meeting of shareholders:

1. election of meeting chairman;
2. preparation and approval of voting list;
3. approval of agenda;
4. election of one or two members to verify the minutes;
5. examination of whether the meeting has been duly convened;

6. presentation of the annual report and auditor's report as well as, where applicable, the consolidated financial statements and the auditor's report on the consolidated financial statements;
7. resolution
  - a) to adopt the income statement and balance sheet as well as, where applicable, the consolidated income statement and the consolidated balance sheet;
  - b) to appropriate the Company's profit or loss according to the balance sheet adopted;
  - c) to discharge the board members and the CEO from liability;
8. setting the fees for the board of directors and, where applicable, for the auditor;
9. election of the board of directors and auditors or registered public accounting firm;
10. other agenda items that the meeting must take up pursuant to the Swedish Companies Act (2005:551) or the Articles of Association.

## 12 §

The Company's fiscal year shall be the calendar year.