

VEDTÆGTER/ARTICLES OF ASSOCIATION

for/of **TRESU GROUP HOLDING A/S**

CVR-nr. Central Business Register (CVR) no. 37752088

ADVOKATFIRMA

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DOK. NR. 54898258-4

VEDTÆGTER/ARTICLES OF ASSOCIATION

1. NAVN

1.1 Selskabets navn er Tresu Group Holding A/S.

NAME

The name of the Company is Tresu Group Holding A/S.

2. FORMÅL

2.1 Selskabets formål er at fungere som holdingselskab samt al anden virksomhed besluttet af bestyrelsen.

OBJECTS

The Company's objects are to function as holding company in addition to all other business as decided by the board of directors.

3. SELSKABETS KAPITAL

3.1 Selskabets kapital udgør DKK 54.555.894 fordelt på aktier af DKK 1.

SHARE CAPITAL

The Company's share capital is DKK 54,555,894 divided into shares of DKK 1.

3.2 Selskabskapitalen er fuldt indbetalt.

The share capital is fully paid up.

3.3 I tilfælde af forhøjelse af aktiekapitalen skal selskabets kapitalejere have fortegningsret til tegning af en forholdsmæssig del af det beløb, hvormed aktiekapitalen forhøjes, medmindre generalforsamlingen beslutter at fravige fortegningsretten.

In the event of an increase of the share capital, the company's shareholders shall have pre-emption rights to subscribe for a proportionate part of the amount with which the share capital is increased, unless the general meeting decides to derogate the pre-emption right.

3.4 Bestyrelsen er bemyndiget til at forhøje aktiekapitalen ved kontant indskud ad en eller flere gange ved tegning af nye aktier med indtil nominelt DKK 130.000 til nuværende og fremtidige ledende medarbejdere og bestyrelsesmedlemmer i koncernen eller andre relevante personer med relation til koncernen efter bestyrelsens nærmere skøn.

The Board of Directors may resolve to increase the share capital by cash contribution by issuance of new shares at an amount of no more than nominally DKK 130,000 in favour of current or future managers or board members in any company in the group or other relevant persons related to any company of the group as determined by the Board of Directors. Such increase may be effected either gradually or at once.

Aktierne udbydes til en af bestyrelsen fastsat tegningskurs, som ikke kan være lavere end markedskursen.

The shares are issued at a subscription price fixed by the Board of Directors, which may not be

Bestyrelsen kan fastsætte, at eksisterende aktionærer ikke skal have fortegningsret til de nye aktier.

Bemyndigelsen gælder indtil den 20. juni 2022.

De nye aktier skal være ikke-omsætningspapirer og skal lyde på navn. Der skal gælde indskrænkninger i de nye aktiers omsættelighed, idet de nye aktier skal være underlagt omsættelighedsindskrænkningerne i vedtægternes pkt. 4.4.

- 3.5 Bestyrelsen besluttede den 6. december 2017 delvist at udnytte bemyndigelsen i vedtægternes pkt. 3.4 til at udstede 65.638 aktier til ledende medarbejdere og bestyrelsesmedlemmer i koncernen samt at fravige de eksisterende aktionærers fortegningsret. Som følge heraf er bemyndigelsen i vedtægternes pkt. 3.4 reduceret til 64.363 aktier.

4. SELSKABETS KAPITALANDELE

- 4.1 Selskabets kapitalandele er udstedt på navn og skal noteres på navn i selskabets ejerbog.
- 4.2 Kapitalandelene er ikke-omsætningspapirer.
- 4.3 Selskabet udsteder ikke ejerbeviser.
- 4.4 Enhver overgang af kapitalandele kræver bestyrelsens skriftlige forudgående samtykke. Den, som har anmodet om samtykke, skal senest 4 uger efter anmodningens modtagelse underrettes om selskabets stillingtagen til anmodningen, idet samtykke ellers anses for givet.
- 4.5 Ejerbogen føres af selskabet på selskabets hjemsted.

lower than the market price. The Board of Directors may decide that current shareholders shall have no pre-emptive right to the new shares.

The authority shall be effective until and including 20 June 2022.

The new shares shall be non-negotiable instruments and shall be registered in the name of the holder. The negotiability of the new shares shall be subject to the following restrictions in the article 4.4 of the articles of association.

As of 6 December 2017, the Board of Directors decided to partly exercise the authorisation granted in article 3.4 of the articles of association to issue 65,638 shares to managers and board members in any company in the group and to depart from the existing shareholders' pre-emption rights. Accordingly, the authorisation granted in article 3.4 of the articles of association has been decreased to 64,363 shares.

SHARES

The Company's shares must be registered in the names of the holders and entered in the Company's register of shareholders.

The shares are non-negotiable instruments.

No share certificates will be issued.

Any transfer of shares will be subject to the prior written consent of the Board of Directors. The shareholder requesting consent must be notified of the Company's decision no later than four weeks after receipt of the request. Otherwise, consent will be deemed to be given.

The register of shareholders will be kept by the Company at its registered office.

5. GENERALFORSAMLINGEN, KOMPETENCE, STED OG INDKALDELSE

- 5.1 Kapitalejernes beslutningskompetence udøves på generalforsamlingen.
- 5.2 Generalforsamlingen har den højeste myndighed i alle selskabets anliggender, inden for de i lovgivningen og disse vedtægter fastsatte grænser.
- 5.3 Selskabets generalforsamlinger skal afholdes på selskabets hjemsted eller i Storkøbenhavn.
- 5.4 Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan modtages i Erhvervsstyrelsen inden udløbet af fristen i årsregnskabsloven.
- 5.5 Ekstraordinær generalforsamling skal afholdes, når bestyrelsen eller den generalforsamlingsvalgte revisor har forlangt det. Ekstraordinær generalforsamling til behandling af et bestemt angivet emne skal endvidere indkaldes senest 2 uger efter, at kapitalejere, der ejer mindst 5 % af selskabskapitalen, skriftligt har forlangt det.
- 5.6 Generalforsamlinger indkaldes af bestyrelsen senest 2 uger og tidligst 4 uger før generalforsamlingen ved almindeligt brev eller e-mail.
- 5.7 Selskabets generalforsamlinger er ikke åbne for offentligheden, medmindre bestyrelsen i det enkelte tilfælde giver tilladelse hertil.

6. GENERALFORSAMLINGEN, DAGSORDEN

- 6.1 På den ordinære generalforsamling skal dagsordenen være følgende:
1. Valg af dirigent

GENERAL MEETINGS; POWERS, VENUE AND NOTICE

- The shareholders' authority to pass resolutions is to be exercised at the general meeting.
- The general meeting has supreme authority in all Company affairs, subject to the limits set by statute and these Articles of Association.
- General meetings must be held at the Company's registered office or in the Greater Copenhagen area.
- The annual general meeting must be held every year in time for the adopted annual report to reach the Danish Business Authority (Erhvervsstyrelsen) before expiry of the time limit provided by the Danish Financial Statements Act (årsregnskabsloven).
- Extraordinary general meetings will be held upon request of the Board of Directors or of the auditor elected by the general meeting. Also, extraordinary general meetings to consider specific issues must be convened within two weeks of receipt of a written request to such effect from shareholders holding no less than 5% of the share capital.
- General meetings will be convened by the Board of Directors no later than two weeks and no earlier than four weeks before the date of the general meeting by regular post or email.
- The Company's general meetings will not be open to the public, unless authorised by the Board of Directors in each case.

GENERAL MEETINGS; AGENDA

- The agenda of annual general meetings will be as follows:
1. Election of chairman of the meeting

2. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår
3. Godkendelse af årsrapporten
4. Anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
5. Valg af bestyrelsesmedlemmer direktion og eventuelle suppleanter
6. Valg af revisor(er)
7. Eventuelle forslag fra bestyrelsen og/eller kapitalejerne

7. GENERALFORSAMLINGEN, STEMME- OG REPRESENTATIONSRET

- 7.1 Hver aktie af nominelt DKK 1 giver én stemme hver.

8. GENERALFORSAMLINGEN, DIRIGENT, BESLUTNINGER OG PROTOKOL

- 8.1 På generalforsamlingen træffes alle beslutninger ved simpelt flertal, medmindre andet følger af selskabsloven eller af disse vedtægter.

9. ELEKTRONISK KOMMUNIKATION MELLEM SELSKABET OG KAPITALEJERE

- 9.1 Selskabet kan anvende elektronisk dokumentudveksling samt elektronisk post (e-mail) i kommunikation mellem selskabet og kapitalejerne. Dette omfatter indkaldelse af kapitalejerne til ordinær og ekstraordinær generalforsamling, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapport m.v. samt øvrige generelle oplysninger fra selskabet til kapitalejerne. Selskabet kan altid benytte almindelig brevpost som alternativ til elektronisk kommunikation. Det er kapitalejernes ansvar at sikre, at selskabet er i besiddelse af korrekt elektronisk kontaktoplysning. Kapitalejerne kan få oplysninger om

2. The report of the Board of Directors on the Company's activities during the past financial year
3. Adoption of the annual report
4. Appropriation of profit or loss as recorded in the adopted annual report
5. Election of members to the Board of Directors executive officers and any alternates
6. Election of auditor(s)
7. Any proposals by the Board of Directors and/or the shareholders

GENERAL MEETINGS; VOTING AND REPRESENTATION RIGHTS

Each share of nominally DKK 1 carry one vote.

GENERAL MEETINGS; CHAIRMAN, RESOLUTIONS AND MINUTE BOOK

All business transacted at the general meeting will be decided by a simple majority of votes, unless otherwise provided by the Danish Companies Act (selskabsloven) or by these Articles of Association.

ELECTRONIC COMMUNICATION BETWEEN THE COMPANY AND THE SHAREHOLDERS

The Company and its shareholders may exchange documents electronically and communicate by e-mail. Electronic modes of communication may be used for giving notice to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Association, the agenda for the general meeting, the annual report, and any other general information from the Company to its shareholders. The Company may use regular post as an alternative to electronic communication at any time. The shareholders are responsible for

kravene til de anvendte systemer og om fremgangsmåden ved elektronisk kommunikation ved henvendelse til selskabet.

ensuring that the Company has their correct electronic contact information. Information about the requirements for the systems to be used and the procedures to be followed when communicating electronically can be obtained from the Company.

10. BESTYRELSE

BOARD OF DIRECTORS

- 10.1 Selskabet ledes af en bestyrelse på 3-7 medlemmer valgt af generalforsamlingen for tiden indtil næste ordinære generalforsamling. Der kan tillige vælges en eller flere suppleanter.
- 10.2 Bestyrelsen vælger en formand og en næstformand. En direktør må ikke vælges til formand eller næstformand.
- 10.3 Formandens eller ved dennes forfald næstformandens stemme er afgørende ved stemmelighed.
- 10.4 Bestyrelsen skal vedtage en forretningsorden om udførelsen af sit hverv.

The Company is managed by a Board of Directors consisting of 3-7 members elected by the general meeting to hold office until the next annual general meeting. One or more alternates may be elected.

The Board of Directors will elect a chairman and vice chairman of the Board of Directors. No member of the Executive Board may be elected chairman or vice chairman.

The chairman or, in the chairman's absence, the vice chairman will have the casting vote.

The Board of Directors will adopt rules of procedure governing the performance of its duties.

11. DIREKTION

EXECUTIVE BOARD

- 11.1 Bestyrelsen ansætter 1-3 direktører til at varetage den daglige ledelse af selskabets virksomhed.
- 11.2 I tilfælde af, at direktionen består af flere direktører, vælges én af dem som administrerende direktør.

The Board of Directors will appoint 1-3 executive officers to be responsible for the day-to-day management of the Company.

If the Executive Board has more than one executive officer, one of them will be appointed Chief Executive Officer.

12. TEGNINGSREGEL

POWER TO BIND THE COMPANY

- 12.1 Selskabet tegnes af bestyrelsens formand i forening med en direktør, af bestyrelsens formand i forening med et bestyrelsesmedlem eller af den samlede bestyrelse.

The Company is bound by the joint signatures of the chairman of the board of directors and an executive officer, by the joint signatures of the chairman of the board of directors and a member of the board of directors, or by the joint signatures of the board of directors.

13. REVISION

- 13.1 Selskabets årsregnskab og et eventuelt koncernregnskab revideres af én eller to statsautoriserede eller registrerede revisorer valgt af generalforsamlingen indtil videre.

14. REGNSKAB

- 14.1 Selskabets regnskabsår er kalenderåret.
- 14.2 Selskabets årsrapporter skal udarbejdes og aflægges på engelsk.

I tilfælde af modstrid mellem den danske og den engelske version af disse vedtægter, skal den danske version lægges til grund.

Således vedtaget på den ekstraordinære generalforsamling den 20. juni 2017, ændret den 6. december 2017 som følge af bestyrelsens delvise udnyttelse af myndigheden i pkt. 3.4. ændret på ekstraordinær generalforsamling den 25. maj 2018, ændret på ekstraordinær generalforsamling 30. august 2018 samt ændret på ekstraordinær generalforsamling den 23. april 2019.

AUDITING

The Company's annual report shall be audited by one or two state-authorized public accountants elected at the general meeting to hold office until their appointment is terminated.

ANNUAL REPORT

The Company's financial year is the calendar year.

The Company's annual reports will be prepared and presented in English.

In the event of any discrepancies between the Danish version and the English version of these Articles of Association, the Danish version shall prevail.

As adopted by the extraordinary general meeting of the Company on 20 June 2017, amended on 6 December 2017 as a result of the Board of Directors' partial exercise of the authorization granted in clause 3.4., amended at the extraordinary general meeting on 25 May 2018, amended at the extraordinary general meeting on 30 August 2018 and amended at the extraordinary general meeting on 23 April, 2019.