

**Axactor AB (publ) – 556227-8043**

**Nota bene:** *The English text is an uncertified translation of the Swedish original and in the event of any inconsistency between the English version and the Swedish version, the Swedish version shall prevail.*

**ARTICLES OF ASSOCIATION**

for

**Axactor AB (publ)**

**reg. nr 556227-8043**

**1 The name of the Company**

The Company's name is Axactor AB (publ).

**2 The registered office of the Board of Directors**

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

**3 The Company's business**

The object of the Company's business is to directly, or through subsidiaries or via co-operations with others, conduct debt collection work, extend financial and administrative services, legal service, acquire debt, invoice service and investment operations, as well as therewith associated activities.

**4 Share capital**

The share capital shall constitute a minimum of 50,000,000 EUR and maximum 100,000,000 EUR.

**5 Number of shares**

The number of shares in the Company shall be a minimum of 1,000,000,000 and maximum 2,000,000,000.

**6 Board of Directors**

The Board of Directors shall constitute of minimum three (3) and maximum six (6) directors and minimum zero (0) and maximum six (6) deputies.

**7 Audit**

For the audit of the Company's Annual Report, the book-keeping and the Board's and CEO's administration, a registered audit company or one (1) or two (2) auditors with one (1) deputy, shall be appointed.

**Nota bene:** *The English text is an uncertified translation of the Swedish original and in the event of any inconsistency between the English version and the Swedish version, the Swedish version shall prevail.*

**8 Notice to Annual General Meeting**

The notice to the Annual General Meeting shall be published in Post och Inrikes Tidningar and on the Company's webpage. Information about that the notice has been published, shall be published in Svenska Dagbladet.

**9 Pre-notification to attend the Annual General Meeting**

Shareholder who wishes to participate at the Annual General Meeting, shall be recorded in a transcript, or any other presentation, of the share ledger five days prior to the Annual General Meeting, and notify the Company no later than on the day stated in the notice to the Annual General Meeting. Such day may not be a Sunday, other Public Holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth workday before the Annual General Meeting.

Shareholders may bring one or two advisors, provided that the shareholder pre-notifies this to the Company pursuant to the above.

**10 Presence of a third party at the Annual General Meeting**

The Board has the right to decide that non-shareholders may, on the terms and conditions decided by the Board, have the right to attend or in other ways observe the negotiations at the Annual General Meeting.

**11 Record day provision**

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

**12 Annual General Meeting**

The Annual General Meeting is held annually no later than six months after the end of the financial year.

On the Annual General Meeting, the following matters shall be addressed:

1. Election of chairman of the Annual General Meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and auditor's report, as well as consolidated financial statements and auditor's report for the group.

**Axactor AB (publ) – 556227-8043**

**Nota bene:** *The English text is an uncertified translation of the Swedish original and in the event of any inconsistency between the English version and the Swedish version, the Swedish version shall prevail.*

7. Resolution regarding:
  - (a) Adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet;
  - (b) disposition of the Company's profit in accordance with the adopted balance sheet; and
  - (c) discharge from liability for the board members and the CEO.
8. Determination of the number of board members and deputy members as well as the number of auditors and potential deputy auditor to be elected by the Annual General Meeting.
9. Determination of remuneration for the Board of Directors and the auditor.
10. Election of the Board of Directors and potential deputy members and auditors and a potential auditor deputy.
11. Other matters for the Annual General Meeting pursuant to the Swedish Companies Act (2005:551) or the Articles of Association.

**13 Financial year**

The financial year of the Company is the calendar year.

**14 Accounting currency**

The Company's accounting currency is the euro (EUR).

**15 Nomination Committee**

The Company shall have a Nomination Committee consisting of two to four members. The majority of the members shall be independent in relation to the Board members and the Company management.

The Nomination Committee shall give a proposal for Chairman and other members of the Board as well as remuneration and other compensation for the Board work to each Board member.

The Annual General Meeting shall adopt principles for the election of the Nomination Committee as well as guidelines for the Nomination Committee and remuneration to its members.

---

These Articles of Association have been adopted on [the Annual General Meeting, May 31<sup>st</sup> 2017]