

# Lundin Orrön Energy AB

Company Reg. No. 556610-8055

## ARTICLES OF ASSOCIATION

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### § 1 Name

The name of the Company is Lundin-Orrön Energy AB. The Company is a public company (publ).

### § 2 Registered office

The board of directors shall have its registered office in Stockholm.

### § 3 Object of the Company

The object of the Company's business is to ~~explore, develop and produce oil and gas, to develop~~ carry out business in the energy sector including in relation to renewable energy resources and other energy resources, ~~and energy facilities and infrastructure, energy storage systems as well as~~ to undertake other activities compatible therewith, either directly or indirectly through its subsidiaries, associated companies or in participation or co-operation with other companies or other forms of joint enterprises.

### § 4 Share capital

The share capital of the Company shall amount to not less than SEK 1,000,000 and not more than SEK 4,000,000.

### § 5 Shares

The number of shares in the Company shall not be less than 100,000,000 and not more than 400,000,000.

### § 6 Financial year

The financial year of the Company shall be January 1 – December 31.

### § 7 Board of directors

The board of directors shall consist of not less than three and not more than ten members without deputies.

### § 8 Auditors

The Company shall have not more than two auditors with or without not more than two deputy auditors.

### § 9 Annual general meeting

At an annual general meeting the following matters shall be dealt with;

1. Election of a chairman at the meeting
2. Preparation and approval of the voting list
3. Election of at a minimum one person to attest the minutes
4. Approval of the agenda

5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual statement of accounts and the auditor's report
7. Resolutions in respect of
  - a) adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
  - b) allocation of the Company's profit or loss according to the adopted balance sheet
  - c) discharge from liability of the directors and managing director
8. Determination of the number of members of the board of directors
9. Determination of the fees to be paid to the members of the board of directors and the auditor
10. Election of members of the board of directors and auditor
11. Other matters which should be addressed by the annual general meeting according to the Swedish Companies Act (2005:551) or the articles of association

#### **§ 10 Notice of general meetings of shareholders**

Notice of a general meeting of shareholders shall be made by an announcement in the Official Swedish Gazette (Post- och Inrikes Tidningar) and by making the notice available on the Company's website. The Company shall advertise in Svenska Dagbladet that notice has been made.

#### **§ 11 Participation at general meetings of shareholders**

Shareholders who wish to participate in a general meeting of shareholders shall give notice to the Company of his or her intention to participate in the meeting no later than the day that is set forth in the notice of the meeting. ~~The last mentioned day shall not be a Sunday, or any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall prior to the fifth weekday before the meeting.~~

Shareholders may be accompanied by not more than two advisers at the general meeting, however, only if the shareholder has notified the Company of the number of advisers in the manner stated in the previous paragraph.

The Board of Directors may resolve that persons that are not shareholders of the Company shall be entitled, on the conditions stipulated by the Board of Directors, to attend or in any other manner follow the discussions at a general meeting.

The Board of Directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act.

The Board of Directors may, before a general meeting, decide that the shareholders shall have the right to exercise their voting rights by post in accordance with Chapter 7, Section 4 a of the Swedish Companies Act.

#### **§ 12 Central Securities Depository clause**

The Company's shares shall be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act.

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