

# ARTICLES OF ASSOCIATION

OF

BJÖRN BORG AB

## § 1

### **Company name**

The Company conducts its business under the name Björn Borg AB. The company is public (publ).

## § 2

### **Registered office**

The registered office of the Board of Directors is in Stockholm.

## § 3

### **Operations**

The object of the company's business shall be to directly or through wholly owned or partly owned companies, own, manage and commercialize (including through licensing), and develop the brand Björn Borg, and pursue therewith compatible business.

## § 4

### **Share capital**

The share capital shall amount to no less than seven million (7,000,000) Swedish kronor and no more than twenty-eight million (28,000,000) Swedish kronor.

## § 5

### **Number of shares**

The number of shares shall amount to no less than twenty-two million, four hundred thousand (22,400,000) and no more than eighty-nine million, six hundred thousand (89,600,000).

## § 6

### **Board of Directors**

The Board of Directors shall consist of no fewer than four and no more than eight Directors with no more than two Deputy Directors. The Directors and Deputy Directors are elected annually at the Annual General Meeting for a term ending at the conclusion of the following Annual General Meeting.

## § 7

### **Auditors**

The Company shall have one (1) or two (2) Auditors with no more than two Deputies, or one (1) registered public accounting firm.

## § 8

### **Notice convening the General Meeting**

Notice convening general meetings shall be given by announcement in Post- och Inrikes Tidningar and on the company's web site. It shall be announced in Svenska Dagbladet that notice of general meeting has been made.

## § 9

### **Notification of attendance and right to attend the General Meeting**

Shareholders wishing to attend a general meeting must notify the Company no later than on the date indicated in the notice convening the general meeting. This day may not be a Sunday, another public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five weekdays prior to the general meeting.

A shareholder may be accompanied by one or two assistants when attending a General Meeting, but only if the shareholder's notification pursuant to the previous paragraph includes information to that effect.

The board of directors has the right to decide that anyone who is not a shareholder in the company shall, under the terms determined by the board of directors, have the right to attend or otherwise follow the negotiations at a general meeting.

Prior to a general meeting, the board of directors may decide that the shareholders shall be able to exercise their voting rights in advance (postal voting) in accordance with the procedure specified in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

## **§ 10**

### **Annual General Meeting**

The Annual General Meeting, which shall be held each year within six months of the conclusion of the financial year, shall deal with the following matters:

1. Election of a Chairman at the General Meeting;
2. Preparation and approval of a voting list;
3. Election of one or two persons to check the minutes;
4. Examination whether the Meeting has been properly convened;
5. Approval of the agenda;
6. Presentation of the Annual Report and the Auditors' Report and, where applicable, of the Consolidated Accounts and the Auditors' Report on the Group;
7. Resolutions in respect of:
  - a) Adoption of the income statement and the balance sheet and, where applicable, of the consolidated income statement and the consolidated balance sheet;
  - b) Appropriation of the Company's profit or loss according to the adopted balance sheet;
  - c) The Directors' and the President's discharge from liability;
8. Determination of the remuneration payable to the Board of Directors and, where applicable, to the Auditors;
9. Election of Directors and, where applicable, of Deputy Directors;
10. Election, where applicable, of Auditors and Deputy Auditors;
11. Other matters which shall be dealt with at the Meeting according to the Swedish Companies Act (2005:551) or these Articles of Association.

In addition to the place where the board of directors has its registered office, the annual general meeting may also be held in Solna.

## **§ 11**

### **Financial year**

The financial year of the Company shall be the calendar year.

## **§ 12**

### **Record day provisions**

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

The shareholder or nominee who on the record date is entered in the share register and noted in a central securities depository register in accordance with Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479) or the individual who is recorded in a central securities depository account according to Chapter 4, Section 18, first paragraph 6-8 of the said Act, shall be deemed to be competent to exercise the rights that follow from Chapter 4, Section 39 of the Swedish Companies Act (2005:551).

---

The above Articles of Association have been adopted by the Annual General Meeting on May 18 2021.