

**Proposal by the Board of Directors of Nobia AB (publ), reg. no. 556528-2752, regarding change of the articles of association**

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The Board of Directors proposes that the Annual General Meeting decide to change the articles of association. The proposed changes aim at aligning the articles of association with legislative changes. The proposed changes reads as follow:

**Current wording**

Item 1

The name of the Company is Nobia AB. Nobia AB is a public company (publ).

Item 10

Shareholders who wish to participate in the business of a General Meeting shall be registered as shareholders on a transcript of the entire share register as stipulated in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551) that relates to the conditions prevailing five workdays prior to the Meeting and shall also provide notification of their intention to attend the Meeting not later than 4:00 p.m. on the date stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five workdays prior to the Meeting.

Each shareholder may be accompanied by one or two advisors at General Meetings provided the shareholder has provided notification of this in accordance with the preceding paragraph.

Item 12

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

**Proposed wording**

Item 1

The **business** name of the Company is Nobia AB. Nobia AB is a public company (publ).

Item 10

Shareholders who wish to participate in the business of a General Meeting shall be registered as shareholders on a transcript of the entire share register as stipulated in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551) that relates to the conditions prevailing ~~five six workdays~~ **banking days** prior to the Meeting and shall also provide notification of their intention to attend the Meeting not later than ~~4:00 p.m. on~~ the date stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five workdays prior to the Meeting.

Each shareholder may be accompanied by one or two advisors at General Meetings provided the shareholder has provided notification of this in accordance with the preceding paragraph.

Item 12

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 (1998:1479).

*Set forth below is the complete articles of association in the proposed changed wording.*

**Articles of Association**  
**for**  
**Nobia AB (publ)**  
**(corporate registration number 556528-2752)**

**Item 1**

The business name of the Company is Nobia AB. Nobia AB is a public company (publ).

**Item 2**

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

**Item 3**

The object of the Company's business is to, directly or indirectly, conduct industrial business, primarily relating to kitchen, bathroom and other building interiors, conduct trade business in these areas and perform other activities consistent therewith.

The Company shall also own and manage real property and chattels as well as conduct other activities consistent therewith.

**Item 4**

The Company's share capital shall be not less than SEK 45,000,000 and not more than SEK 180,000,000.

**Item 5**

The number of shares shall be not less than 135,000,000 and not more than 540,000,000.

**Item 6**

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

**Item 7**

The Board of Directors shall, to the extent appointed by the General Meeting, comprise not fewer than three and not more than nine members, with not more than three deputy members.

**Item 8**

The Company shall have not fewer than one and not more than two auditors, with not more than one deputy auditor. The elected auditor, or, when applicable, the deputy auditor, shall be an authorised public accountant or a registered public accounting firm.

The Board of Directors may, for the time until the conclusion of the following Annual General Meeting, appoint one or more special auditors to examine the statements of the Board of Directors regarding new share issues against consideration in kind, new issues offsetting debt or new shares that are otherwise issued on special terms, as well as merger plans. The special auditor shall be an authorised public accountant or a registered public accounting firm.

**Item 9**

Notice of General Meetings shall be announced in The Swedish Gazette (Sw. Post- och Inrikes Tidningar) and at the company's webpage. At the time of the notice, information regarding the notice shall be published in Dagens Industri.

**Item 10**

Shareholders who wish to participate in the business of a General Meeting shall be registered as shareholders on a transcript of the entire share register as stipulated in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551) that relates to the conditions prevailing six banking days prior to the Meeting, taking into account share re-registrations made no later than four banking days prior the General Meeting, and shall also provide notification of their intention to attend the Meeting not later than the date stipulated in the notice convening the General Meeting. The latter mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five workdays prior to the Meeting.

Each shareholder may be accompanied by one or two advisors at General Meetings provided the shareholder has provided notification of this in accordance with the preceding paragraph.

**Item 11**

The following matters shall be addressed at the Annual General Meeting:

1. Election of the Chairman of the Meeting;
2. Preparation and approval of the voting list;
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 the auditor's report, and the Consolidated Financial Statements and the auditors' report on the Consolidated Financial statements;
7. Resolution on adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet;
8. Resolution on appropriation of the Company's profit or loss according to the adopted balance sheet;
9. Resolution on discharge from liability for the members of the Board of Directors and for the President;
10. Determination of the number of members and deputy members of the Board of Directors, and, when applicable, the number of auditors and deputy auditors;
11. Determination of the fees to the members of the Board of Directors and, where applicable, to the auditors;
12. Election of members and deputy members of the Board of Directors and, where applicable, auditors and deputy auditors;
13. Other business to be addressed by the General Meeting according to the Swedish Companies Act (2005:551) or the Articles of Association.

**Item 12**

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 (1998:1479).