ARTICLES OF ASSOCIATION

Acast AB (publ)
556946-8498

1. NAME

The company’s name is Acast AB (publ).

2. REGISTERED OFFICE

The company’s registered office shall be situated in the municipality of Stockholm.

3. OBJECT OF THE COMPANY'S BUSINESS

The company shall develop and market technological platforms for digital marketing and carry out activities compatible therewith.

4. LIMITS OF SHARE CAPITAL

The share capital shall be a minimum of SEK 500,000 and a maximum of SEK 2,000,000.

5. NUMBER OF SHARES

The number of shares shall be no less than 1,500,000 and no more than 6,000,000.

6. BOARD OF DIRECTORS

The board of directors shall consist of not less than three members and not more than ten members with not more than ten deputy members. The members and deputy members are elected yearly at the annual meeting until the next annual meeting has been held.

7. AUDITOR

An auditor or a registered public accounting firm shall be elected as auditor of the company, with or without a deputy auditor.

8. NOTICE

Notices to shareholders’ meetings shall be issued by advertisement in Post- och Inrikes Tidningar and by keeping the notice available on the company’s website. Information that a notice has been issued shall be presented in Svenska Dagbladet.
Notices to annual shareholders’ meetings and notices to extraordinary shareholders’ meetings where matters regarding a change of the articles of association will be considered shall be issued no earlier than six weeks and no later than four weeks prior to the meeting.

Notices to any other extraordinary shareholders’ meeting shall be issued no earlier than six weeks and no later than two weeks prior to the meeting.

In order to participate at a shareholders’ meeting, the shareholder shall notify this to the company along with the number of assistants no later than on the date specified in the notice to the shareholders’ meeting. This day may not be a Sunday or any other public holiday, Saturday, Midsummers eve, Christmas eve or New Years eve and may not occur earlier than five business days prior to the meeting. Attorneys do not need to notify the number of legal assistants.

9. ANNUAL MEETING

The annual shareholders’ meeting shall be held within six (6) months from the end of the financial year. The following business shall be addressed at annual shareholders’ meetings

1. Opening of the meeting
2. Election of a chair of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of persons who shall approve the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and, where applicable, the auditors’ report and the consolidated financial statements and the auditors’ report for the group
8. Resolutions regarding
   (a) the adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet,
   (b) allocation of the company’s profits or losses in accordance with the adopted balance sheet, and
   (c) discharge of the members of the board of directors and, where applicable, the managing director from liability
9. Determination of fees for members of the board of directors and, where applicable, auditors
10. Election of members of the board of directors and potential deputy members
11. Election of the auditor and potential deputy auditors
12. Other matters that shall be dealt with pursuant to the Swedish Companies Act or the company’s articles of association

10. FINANCIAL YEAR

The company’s financial year shall be from January 1st until December 31st.

11. RECORD DAY PROVISION

The company shares shall be registered in a CSD register according to the Act (1998:1479) on CSDs and Accounting of Financial Instruments.
shareholder or nominee who on the record day is registered in the share register and noted in a record day register, according to 4 Chapter. 18§, first paragraph 6-8 of the above-mentioned Act, shall be presumed authorized to execute the rights according to 4 Chapter, 39§ of the Companies Act.

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These articles of association have been adopted on the annual shareholders’ meeting held on June 15th 2020.