

Vedtægter / Articles of Association

SGL Express A/S
(CVR-nr. / Business reg. no. 40139915)

1.	Navn	Name
1.1	Selskabets navn er SGL Express A/S.	The company's name is SGL Express A/S.
2.	Formål	Purpose
2.1	Selskabets formål er at drive speditjons-og transportvirksomhed og dermed beslægtet erhverv.	The objects of the company are to carry on shipping and transport, and related activities.
3.	Selskabskapital	Share capital
3.1	Selskabets kapital udgør 500.100 kr.	The company's share capital is DKK 500,100.
3.2	Selskabskapitalen er ikke opdelt i kapital-klasser.	The share capital is not divided into different classes of shares.
3.3	Selskabskapitalen er fuldt indbetalt.	The share capital has been paid up in full.
4.	Kapitalandele	Shares
4.1	Hver kapitalandels pålydende er 1 kr.	The nominal value of each share is DKK 1.
4.2	Kapitalandelene skal lyde på navn og skal noteres på navn i selskabets ejerbog.	The shares must be issued in the holder's name and must be registered in the holder's name in the company's register of shareholders.
4.3	Kapitalandelene er ikke-omsætningspapirer.	The shares are non-negotiable instruments.
4.4	Ingen kapitalandele skal have særlige ret-ligheder.	No share confers any special rights or privileges on the holder.
4.5	Ingen kapitalejer er forpligtet til at lade sine kapitalandele indløse helt eller delvist af selskabet eller andre.	No shareholder will be obliged to have his shares re-deemed in whole or in part by the company or any third party.
5.	Omsætningsbegrænsninger	Restrictions on the transfer of shares
5.1	Der gælder ingen indskrænkninger i kapi-talandelenes omsættelighed.	The transferability of the shares is not subject to any re-strictions.

6. Generalforsamling

- 6.1 Generalforsamlinger afholdes i den kommune, hvor selskabet har hjemsted.
- 6.2 Ordinær generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan være Erhvervsstyrelsen i hænde senest inden udløbet af den i årsregnskabsloven fastsatte frist.
- 6.3 Bestyrelsen indkalder til generalforsamling ved meddelelse til hver kapitalejer.
- 6.4 Dagsordenen for den ordinære generalforsamling skal omfatte følgende:
1. Valg af dirigent
 2. Beretning om selskabets virksomhed
 3. Godkendelse af årsrapporten
 4. Beslutning om resultatdisponering
 5. Valg af bestyrelse
 6. Valg af revisor

- 6.5 Forhandlingerne på generalforsamlingen ledes af en dirigent, der udpeges af selskabets bestyrelse.

7. Bemyndigelse til ekstraordinært udbytte

- 7.1 Generalforsamlingen har bemyndiget selskabets bestyrelse til efter aflæggelsen af den første årsrapport at træffe beslutning om uddeling af ekstraordinært udbytte.

8. Stemme-og repræsentationsret

- 8.1 På generalforsamlingen giver hver kapitalandel på 1 kr. en stemme.
- 8.2 Kapitalejerne har mulighed for at afgive deres stemme skriftligt til bestyrelsen forud for generalforsamlingen. Er en stemme

General meetings

General meetings of the company must be held within the municipality of its registered office.

Annual general meetings must be held in time for the adopted annual report to be received by the Danish Business Authority before expiry of the deadline set out in the Danish Financial Statements Act.

The board of directors convenes general meetings by notice to each shareholder.

The agenda for the annual general meeting must include:

1. Election of chairman of the meeting
2. Report on the company's activities
3. Adoption of the annual report
4. Resolution on appropriation of profit or covering of loss
5. Election of members to the board of directors
6. Appointment of auditor

The proceedings at the general meeting must be presided over by a chairman to be appointed by the company's board of directors.

Authority to distribute interim dividends

The general meeting has authorised the company's board of directors to pass a resolution alter presentation of the first annual report and the distribution of interim dividends.

Voting rights and right of representation

Each share of DKK 1 carries one vote at the general meeting.

Shareholders may cast their votes in writing to the board of directors prior to the general meeting. A vote received by the company is irrevocable and binding upon the shareholder.

modtaget af selskabet, er den bindende for kapitalejeren og kan ikke tilbagekaldes.

9. Meddelelser

- 9.1 Selskabet kan give alle meddelelser til selskabets kapitalejere i henhold til selskabsloven eller disse vedtægter ved elektronisk post, ligesom dokumenter kan fremlægges eller sendes elektronisk.

10. Bestyrelse

- 10.1 Selskabet ledes af en af generalforsamlingen for et år ad gangen valgt bestyrelse på 4-7 medlemmer.
- 10.2 Medlemmer af bestyrelsen, som er valgt af generalforsamlingen, afgår på hvert års ordinære generalforsamling, men kan genvælges.
- 10.3 Bestyrelsen vælger blandt sine medlemmer en formand og næstformand.
- 10.4 Bestyrelsen træffer beslutning ved simpelt stemmeflertal. I tilfælde af stemmelighed er formandens eller i dennes fravær næstformandens stemme afgørende.
- 10.5 Bestyrelsesmedlemmer kan give fuldmagt til et andet medlem af bestyrelsen, hvis dette er betryggende henset til emnet for drøftelserne.
- 10.6 Bestyrelsen træffer ved en forretningsorden nærmere bestemmelse om udførelsen af sit hverv.

11. Direktion

- 11.1 Bestyrelsen ansætter en direktion bestående af et til tre medlemmer. Hvis direktionen består af flere direktører, skal en ad disse udnævnes til administrerende direktør.

Notices

The company is entitled to give any notices to the company's shareholders to be given under the Danish Companies Act or these articles of association by email, and documents may be made available or forwarded in electronic form.

Board of directors

The Company is managed by a Board of Directors consisting of four to seven directors elected by the general meeting to hold office for one-year terms.

Members of the board of directors elected by the general meeting must retire from office at each annual general meeting but will be eligible for re-election.

The board of directors must elect its chairman and vice-chairman from among its own members.

Resolutions by the board of directors are passed by a simple majority of votes. In case of equality of votes, the chairman, or in his absence the vice-chairman, will have a casting vote.

Members of the board of directors may issue an instrument of proxy to another member of the board of directors when appropriate considering the topic of discussion.

The board of directors must lay down rules of procedure for the performance of its duties.

Management board

The board of directors will appoint a management board consisting of one to three members. Where two or more members are appointed to the management board, one of them must be appointed managing director.

12. Tegningsregel

12.1 Selskabet tegnes af to bestyrelsesmedlemmer i forening.

Power to bind the company

The company is bound by the joint signatures of two members of the board of directors.

13. Revisor

13.1 Selskabets årsrapport revideres af en statsautoriseret revisor.

13.2 Revisor vælges af den ordinære generalforsamling for et år ad gangen.

Auditor

The company's annual report must be audited by a state authorised public accountant.

The auditor must be appointed by the annual general meeting for a one-year term.

14. Årsrapport

14.1 Selskabets årsrapport udarbejdes og aflægges på engelsk. Bestyrelsen kan beslutte, at årsrapporten tillige udarbejdes på dansk.

Annual report

The company's annual report is prepared and presented in English. The board of directors may resolve that the annual report is also to be prepared in Danish.

15. Regnskabsår

15.1 Selskabets regnskabsår følger kalenderåret. Det første regnskabsår løber til den 31. december 2019.

Financial year

The financial year of the company follows the calendar year. The first financial year runs until 31 December 2019.

Således ændret på selskabets ekstraordinære generalforsamling den 10. maj 2023

As amended by the extraordinary general meeting of the Company on 10 May 2023.

Således ændret på selskabets ekstraordinære generalforsamling den 1. september 2023

As amended by the extraordinary general meeting of the Company on 1 September 2023.