

## VEDTÆGTER/ARTICLES OF ASSOCIATION

for/of **SGL FULFILLMENT & DISTRIBUTION A/S**

CVR-nr. Central Business Register (CVR) no. 40428224

**VEDTÆGTER/ARTICLES OF ASSOCIATION**

<b>1.</b>	<b>NAVN</b>	<b>NAME</b>
1.1	Selskabets navn er SGL Fulfillment & Distribution A/S med binavnene SGL Contract & E-Commerce Logistics A/S og SGL E-Commerce A/S	The company's name is SGL Fulfillment & Distribution A/S with the secondary names SGL Contract & E-Commerce Logistics A/S and SGL E-Commerce A/S
<b>2.</b>	<b>FORMÅL</b>	<b>PURPOSE</b>
2.1	Selskabets formål er at drive speditions- og transportvirksomhed og dermed beslægtet erhverv.	The objects of the company are to carry on shipping and transport, and related activities.
<b>3.</b>	<b>SELSKABSKAPITAL</b>	<b>SHARE CAPITAL</b>
3.1	Selskabets kapital udgør DKK 500.300.	The company's share capital is DKK 500,300.
3.2	Selskabskapitalen er ikke opdelt i kapitalklasser.	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
<b>4.</b>	<b>KAPITALANDELE</b>	<b>SHARES</b>
4.1	Hver kapitalandels pålydende er DKK 1.	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 holders name and must be registered in the holders 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 rettigheder.	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 redeemed in whole or in part by the company or any third party.

**5. OMSÆTNINGSBEGRÆNSNINGER**

- 5.1 Der gælder ingen indskrænkninger i kapitalandelenes omsættelighed.

**6. GENERALFORSAMLING**

- 6.1 Generalforsamlinger afholdes i den kommune, hvor selskabet har hjemsted.

- 6.2 Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan være Erhvervsstyrelsen i hænde senest inden udløbet af den i årsregnskabslovens 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 årsrapport
4. Beslutning om resultatdisponering.
5. Valg af bestyrelse.
6. Valg af bestyrelsesmedlemmer og bestyrelsesformand samt eventuelle suppleanter.
7. Valg af revisor.

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

**RESTRICTIONS ON THE TRANSFER OF SHARES**

The transferability of the shares is not subject to any restrictions.

**GENERAL MEETINGS**

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

Annual general meeting 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. (*årsregnskabsloven*).

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 of 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. Election 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

**7. BEMYNDIGELSE TIL EKSTRAORDINÆRT UD-  
BYTTE**

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

**8. STEMME- OG REPRÆSENTATIONSRET**

- 8.1 På generalforsamlingen giver hver kapitalandel på DKK 1 en stemme.
- 8.2 Kapitalejerne har mulighed for at afgive deres stemme skriftligt til bestyrelsen forud for generalforsamlingen. Er en stemme modtaget af selskabet, er den bindende for kapitalejeren og kan ikke tilbagekaldes.

**AUTHORITY TO DISTRIBUTE INTERIM DIVI-  
DENDS**

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

**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 4-6 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 stemmefler-tal. I tilfælde af stemmelighed er formandens eller i dens fravær næstfor-mandens stemme afgørende.
- 10.5 Bestyrelsesmedlemmer kan give fuldmagt til et andet medlem af bestyrelsen, hvis dette er betryggende hen-set 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 six 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.

## 13. REVISION

- 13.1 Selskabets årsrapport revideres af en stats- autoriseret revisor.
- 13.2 Revisor vælges af den ordinære generalforsamling for et år ad gangen.

## 14. ÅRSRAPPORT

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

## 15. REGNSKABSÅR

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

Vedtaget i forbindelse med stiftelse af selskabet den 4. april 2019.

Således ændret på selskabets ekstraordinære generalforsamling den 18. december 2019 .

Således ændret på selskabets ordinære generalforsamling den 1. april 2020.

Således ændret på selskabets ordinære generalforsamling den 20. juni 2020.

Således ændret på selskabets ekstraordinære generalforsamling den 1. juli 2020.

## POWER TO BIND THE COMPANY

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

## AUDITOR

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

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

## 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.

## FINANCIAL YEAR

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

As adopted in connection with the foundation of the company on 4. April 2019.

As amended by the extraordinary general meeting of the Company on 18 December 2019.

As amended by the extraordinary general meeting of the Company on 1 April 2020.

As amended by the ordinary general meeting of the Company on 20 June 2020.

As amended by the extraordinary general meeting of the Company on 1 July 2020.

Således ændret på selskabets ekstraordinære generalforsamling den 15. december 2020.

As amended by the extraordinary general meeting of the Company on 15 December 2020.

Således ændret på selskabets ordinære generalforsamling den 11. juni 2021.

As amended by the ordinary general meeting of the Company on 11 June 2021.

Således ændret på selskabets ordinære generalforsamling den 28. juni 2022.

As amended by the ordinary general meeting of the Company on 28 June 2022.

Således ændret på selskabets ordinære generalforsamling den 1. juli 2022.

As amended by the ordinary general meeting of the Company on 1 July 2022.

Således ændret på selskabets ordinære generalforsamling den 1. september 2023

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