

Corporate Registration Number: 556928-0380

ARTICLES OF ASSOCIATION

Article 1 Company name

The Company's registered name is Bonava AB (publ).

Article 2 Registered office of the board of directors

The board of directors shall have its registered office in Stockholm, County of Stockholm, Sweden.

Article 3 Operations

The object of the Company's operations is to – directly or indirectly through subsidiaries – develop and invest in housing, engage in trading involving properties and to conduct other operations related to the above. The Company shall also undertake certain activities common to the Group as a whole, such as the provision of staff services.

Article 4 Share capital

The share capital shall amount to not less than SEK 400,000,000 and not more than SEK 1,600,000,000.

Article 5 Number of shares

The number of shares shall be no fewer than 100,000,000 and no more than 400,000,000.

Article 6 Series of shares

The shares may be issued in two series, designated shares of series A and series B.

Shares of series A may be issued in a number not exceeding 80,000,000 shares and shares of series B may be issued in a number not exceeding 100 per cent of the Company's shares outstanding.

Each share of series A entitles the holder to ten votes and each share of series B to one vote.

Article 7 Conversion

Holders of shares of series A are entitled to request that shares of series A be converted to shares of series B. Requests for conversion, which must be made in writing and specify the number of shares to be converted, are to be submitted to the Company. The Company shall without delay provide notification of the conversion to the Companies Registration Office for registration. Conversions become effective when the shares have been registered and a note of this has been entered in the record register.

Article 8 Preferential right

If the Company decides, through a new issue of shares that is not effected against payment in the form of a non-cash issue, to issue shares of series A and series B, holders of shares of series A and series B shall have preferential rights to the subscription of new shares of the same type in relation to the number of shares already held (primary preferential right). Shares that are not subscribed for on the basis of primary preferential rights will be offered to all shareholders for subscription (subsidiary preferential right). If the number of shares offered on this basis is insufficient for subscription based on subsidiary preferential rights, the shares shall be distributed in relation to the number of shares already held and, insofar as this is not possible, by lottery.

If the Company decides, through a new issue of shares that is not effected against payment in the form of a non-cash issue, to issue shares of series A or series B alone, all shareholders, irrespective of whether their shares are of series A or series B, shall have preferential rights to subscribe for new shares in proportion to the number of shares owned prior to the issue.

The aforementioned stipulations shall not constitute any infringement on the possibility to make a decision regarding a cash or an offset issue whereby the shareholders' preferential rights are disapplied.

What is stated above concerning the shareholders' preferential rights shall apply in a corresponding manner to the issuance of warrants and convertible debentures.

In the event of an increase in share capital through a bonus issue, in which new shares are to be issued, new shares of each series are to be issued in relation to the number of shares of the same series already held. In this context, old shares of a certain series shall carry rights to new shares of the same series. The aforementioned stipulation shall not constitute any infringement on the possibility, following the requisite amendment of the articles of association, to issue shares of a new series through a bonus issue.

Article 9 Board of directors and auditors

Apart from persons who, pursuant to Swedish law, may be appointed in accordance with other provisions, the board of directors shall consist of three to eight directors.

The Company shall have at least one and a maximum of three auditors with a maximum of three deputy auditors, or a registered public accounting firm.

Article 10 Official notice of general meeting of shareholders

Official notice convening a general meeting of shareholders is to be issued through an advertisement being placed in Post- och Inrikes Tidningar (Official Swedish Gazette) and on the Company's website. Confirmation that the Official notice has been issued will be announced in Dagens Nyheter.

Article 11 Registration to and right to participate in general meeting of shareholders

Shareholders wishing to participate in the general meeting must be registered in a transcript or some other presentation of the entire shareholder register pertaining to the conditions pertaining to five weekdays prior to the meeting, and notify the Company of their intention to attend not later than the day stated in the notice to attend the meeting. This may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may it fall less than five working days prior to the meeting.

Article 12 General meetings of shareholders

The annual general meeting is held every year within six months of the end of the financial year.

The following items of business shall be addressed at the annual general meeting:

1. Election of chairman of the Meeting.
2. Preparation and approval of the list of shareholders entitled to vote at the Meeting.
3. Approval of the agenda.
4. Election of two minute-checkers.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and the auditors' report and, where appropriate, the consolidated financial statements and the auditor's report on the consolidated financial statements.
7. Resolutions
 - (a) regarding the adoption of the income statement and the balance sheet, and the consolidated income statement and the consolidated balance sheet;
 - (b) regarding the disposition to be made of the Company's profits or losses as shown in the adopted balance sheet; and
 - (c) regarding the discharge of the members of the board of directors and of the CEO from personal liability.
8. Determination of the number of members of the board and the number of auditors and, where applicable, deputy auditors.
9. Determination of the fees to be paid to the members of the board and, where applicable, the auditors.
10. Election of members of the board and audit firm or auditor, or where applicable, audit firms or auditors, as well as any deputy auditors.
11. Election of members of the Nomination Committee and of the chairman of the Nomination Committee.
12. Determination of the guidelines for remunerating senior executives.
13. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the Articles of Association.

Article 13 Financial Year

The Company's financial year shall extend from 1 January – 31 December.

Article 14 Record day provision

The Company's shares shall be recorded in a CSD register pursuant to the Swedish Central Securities Depositories and Financial Instrument Accounts Act (1998:1479).

Shareholders or trustees who, on the record date, are entered in the shareholders' register and noted in a control register in accordance with Chapter 4 of the Swedish Central Securities Depositories and Financial Instrument Accounts Act (1998:1479) or those listed in a control account in accordance with Chapter 4, Section 18, paragraph 1, lines 6-8 of the aforementioned Act shall be deemed authorised to exercise the rights set out in Chapter 4, Section 39 of the Swedish Companies Act (2005:551).

Adopted at the annual general meeting on 10 April 2019.