

# Articles of Association

## § 1 Registered name

The registered name of the Company is Sectra Aktiebolag (publ), corporate registration number 556064-8304.

## § 2 Registered office

The registered office of the Board of Directors shall be in the municipality of Linköping, Östergötland County, Sweden.

## § 3 Operations

The Company shall develop and deliver products and system solutions as well as utilize innovations in the areas of computer technology and telecommunications, including *inter alia* execution of contracts for the installation, integration and maintenance of medical imaging and medical information IT solutions and related control equipment, instruments, tools and system, and own and manage shares in industrial companies, conduct trading in securities and financing businesses (however, not such business that requires license according to the Swedish Securities Operations Act (Sw: lagen om värdepappersrörelse) or the Swedish Banking and Financing Act (Sw: lagen om bank- och finansieringsrörelse ), and undertake other operations related to the above.

## § 4 Share capital

The Company's share capital shall amount to not less than SEK 32,000,000 and not more than SEK 128,000,000.

Shares shall be issued in two series, designated Series A and Series B. Each Series A share entitles the holder to ten votes and each Series B share to one vote. Of the share capital, not more than SEK 128,000,000 shall be in Series A shares and not more than SEK 128,000,000 in Series B shares. Both types of share carry equal rights to shares in the company's assets and profit.

## § 5 Number of shares

The number of shares in the Company shall be not less than 32,000,000 and not more than 128,000,000.

## § 6 Preferential rights

In the event of an issue, against other payment than contribution in kind, of both new Series A or B shares, holders of Series A or B share shall have preferential rights to subscribe for new shares of the same series in relation to the number of shares already held (primary preferential right). Shares not subscribed for on the basis of primary preferential rights shall be offered for subscription to all shareholders (subsidiary preferential right). If the number of shares offered in

this manner is insufficient for subscription based on subsidiary preferential rights, the shares shall be distributed among the subscribers in relation to the number of shares already held and, to the extent that this is not possible, by lottery.

In the event of an issue, against other payment than contribution in kind, of Series A or Series B shares alone, all shareholders, regardless of whether the shares held are of Series A or Series B, shall have preferential rights to the subscription of new shares in relation to the number of shares already held.

The stipulations above regarding shareholders' preferential right shall apply to issues of warrants and convertibles and shall not constitute any infringement on the possibility to make a decision regarding an issue in which the preferential rights of shareholders are waived.

### **§ 7 Board of Directors**

The Board of Directors shall consist of not less than three directors and not more than nine directors, with not more than nine deputies.

### **§ 8 Auditors**

The Company shall appoint not less than one and no more than two auditors, with or without deputies.

### **§ 9 Notice of Annual General Meeting**

Notice of shareholders' meeting shall be announced in Swedish Official Gazette (Sw: Post- och Inrikes Tidningar) and on the company's website. That notice has been made shall be announced in Svenska Dagbladet.

### **§ 10 Notification of attendance**

Shareholders who wish to participate in a General Meeting of shareholders shall be recorded as a shareholder in a print-out or other manifestation of the share register five days before the meeting, as set out in Chapter 7 Section 28 third paragraph of the Companies Act (2005:551) and shall notify their names, and if applicable the names of any assistants who will be accompanying them, to the Company not later than the day 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 earlier than five days before the Meeting.

### **§ 11 Fiscal year**

The Company's fiscal year shall extend from May 1 to April 30.

### **§ 12 Record date**

The shareholder or nominee who is registered on the record date in the share register and in a central securities depository register pursuant to Chapter 4 of the Financial Instruments Accounts

Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 first paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

### **§ 13 Right of first refusal**

If a Series A share in Sectra AB has been transferred to a person who previously was not a shareholder in the Company, that share shall immediately be offered for redemption to the other holders of Series A shares in Sectra AB through written notice to the Company's Board of Directors.

Once the share has been offered for redemption in this manner, the Board of Directors shall inform other holders of Series A shares in the Company, inviting those wishing to exercise the right of redemption to so inform the Board of Directors, in writing, within two months of the date when notification of the ownership transfer reached the Board of Directors. If several shareholders give notice of their wish to exercise the right of redemption, the order of priority among them shall be determined by lottery. However, in the event of several shares being offered simultaneously for redemption, the shares shall in the first instance, as far as possible, be divided among the shareholders wishing to redeem the shares in proportion to their existing holdings of Series A shares.

The surcharge per share shall consist of the volume-weighted average of the price paid for the company's Series B shares on the O-list of Stockholmsbörsen five days before and five days after the date of the postmark when notification of the claim for pre-emption was made in writing according to article 2 above.

The surcharge shall be paid within a month from the expiration of the time in which the claim for pre-emption according to article 2 above, shall have been notified to the Board of Directors.

Should no shareholder, within the prescribed period, give notice of an intention to redeem a share offered for redemption, or if the share is not redeemed within a period of one month following determination of the redemption price for the share, the person who offered the share for redemption is entitled to be registered as a shareholder in the Company.

These Articles of Association were adopted at the Annual General Meeting on 27 June 2013.