

## **ARTICLES OF ASSOCIATION**

### **§ 1**

The registered name of the Company is MEKO AB. The company is a limited liability company (publ).

### **§ 2**

The Company shall own and manage companies whose operations shall consist of conducting sales of automotive spare parts and accessories, and to conduct other related operations.

### **§ 3**

The Company's share capital shall amount to not less than SEK 100,000,000 and not more than SEK 400,000,000. The number of shares shall not be fewer than 40,000,000 and not exceed 160,000,000.

### **§ 4**

The registered office of the Board of Directors shall be in Stockholm Municipality, Stockholm County, Sweden.

### **§ 5**

The Board of Directors shall consist of three to nine members.

### **§ 6**

Signing on behalf of the Company may be undertaken by the person or persons appointed by the Board of Directors from within its ranks or externally.

### **§ 7**

For the purpose of examining the company's annual report and financial accounts and the company's administration by the President and the Board of Directors, a registered firm of accountants shall be appointed.

### **§ 8**

The company's financial year shall be a calendar year.

## § 9

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 minute-checkers.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and the auditors' report and the consolidated financial accounts and the auditors' report on the consolidated financial accounts.
7. Resolution concerning the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
8. Resolution concerning the disposition to be made of the Company's profits or losses as shown in the balance sheet adopted by the Meeting.
9. Resolution concerning the discharge of the Members of the Board and of the President from personal liability.
10. Determination of remuneration of Members of the Board and the auditors.
11. Election of Members of the Board, and where appropriate, auditors.
12. Other business duly referred to the Meeting for consideration.

## § 10

At the general meeting, each person entitled to vote may only vote for the number of shares such person own and represents.

## § 11

Notices of general meetings of shareholders shall be issued by an announcement in the Official Swedish Gazette (Post- och Inrikes Tidningar) and through posting on the company's website. At the time such notice is issued, information that the notice has been issued shall be advertised in Dagens Nyheter. Notice of Annual General Meetings and Extraordinary General Meetings, where issues pertaining to amendments to the Articles of Association will be addressed, shall be issued not earlier than six and not later than four weeks prior to the General Meeting.

Notice of meetings other than Extraordinary General Meetings shall be issued not earlier than six and not later than two weeks prior to the Meeting. In order to participate at a General Meeting, a shareholder must notify the company not later than the date specified in the notice convening the General Meeting. This day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve, New Year's Eve and must not fall earlier than the fifth weekday prior to the

meeting. Shareholders may be accompanied at a general meeting by assistants, maximum two, however, only if the shareholder has notified the company in connection with the notification of attendance.

## § 12

The shares of the company must be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instrument Accounts Act (1998:1479).

## § 13

The Board of Directors may collect proxies pursuant to the procedure described in Chapter 7, Section 4, paragraph 2 of the Swedish Companies Act (2005:551).

The Board of Directors may resolve, before a general meeting, that the shareholders shall be able to exercise their voting rights by post prior to the general meeting pursuant to Chapter 7, Section 4a of the Swedish Companies Act (2005:551). Voting by post may be made by electronic means if the Board of Directors so decides.

*Non-official translation*