

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original the Swedish text shall prevail.*

## **Adopted at the Annual General Meeting of the Shareholders held on 27 April 2022**

### **ARTICLES OF ASSOCIATION OF SANDVIK AKTIEBOLAG**

**Reg. No 556000-3468**

#### **§ 1**

The name of the company is Sandvik Aktiebolag. The company is public (publ).

#### **§ 2**

The objects of the Company shall be to carry on industrial operations, primarily in the steel, hard metals, tools, rock drilling equipment, engineering, electronics and process system sectors, and other related or comparable industries; to own, manage and conduct trade in real property, shares and other securities and to carry on farming, forestry and mining. The Company may also conduct business in the field of leasing and other financing, and also lending and related activities. These activities may be conducted directly or via ownership of other business entities.

The Company is entitled to give guarantees or give other security for obligations of subsidiaries or associated companies.

#### **§ 3**

The registered office of the Board is in Stockholm.

#### **§ 4**

The minimum share capital of the Company shall be 700 million Swedish kronor (SEK 700,000,000) and the maximum share capital shall be 2,800 million Swedish kronor (SEK 2,800,000,000).

#### **§ 5**

The number of shares shall amount to no less than 1 billion (1,000,000,000) and no more than 4 billion (4,000,000,000).

#### **§ 6**

Insofar as it is elected at a General Meeting of the Shareholders, the Board shall consist of not less than five and not more than ten Directors.

#### **§ 7**

The Company shall have not less than one and not more than three Auditors with not more than three Deputy Auditors. A registered public accounting firm may be appointed Auditor.

#### **§ 8**

The financial year of the Company shall be the calendar year.

#### **§ 9**

Notice of a general meeting of the shareholders shall be given by announcement in *Post-och Inrikes Tidningar* ("the Swedish Official Gazette") and on the Company's website. It shall be announced in *Svenska Dagbladet* and in a daily newspaper published in Sandviken or Gävle that notice has been published.

#### **§ 10**

To be entitled to participate in a General Meeting of the Shareholders, a shareholder must notify the Company of his/her intention to participate not later than the date stipulated in the

notice of the Meeting. This date may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday prior to the Meeting.

At a General Meeting of the Shareholders, a shareholder may be accompanied by one or two persons assisting him, provided, however, that the shareholder has notified the Company of the number of accompanying persons in the manner stipulated in the preceding paragraph.

#### **§ 11**

The following matters shall be dealt with at the Annual General Meeting:

1. election of chairman of the Meeting;
2. preparation and adjustment of the voting list;
3. election of one or two persons to countersign the minutes;
4. approval of the agenda;
5. examination of whether or not the Meeting has been duly convened;
6. presentation of the Annual Report, Auditor's Report and the Group Accounts and Auditor's report for the Group;
7. resolution in respect of adoption of the Profit and Loss Account, Balance Sheet, and Consolidated Profit and Loss Account and Consolidated Balance Sheet;
8. resolution in respect of discharge from liability of the Board of Directors and the Chief Executive Officer for the period to which the accounts relate;
9. resolution in respect of allocation of the Company's profit or loss in accordance with the adopted Balance Sheet;
10. determination of the number of Directors;
11. where applicable, determination of the number of Auditors;
12. determination of Directors' fees and, where applicable, Auditors' fees;
13. election of Directors and, where applicable, Auditors and Deputy Auditors;
14. other matters to be dealt with at the Meeting pursuant to the Swedish Companies Act or the Articles of Association.

#### **§ 12**

General Meetings of the Shareholders shall be held in Sandviken or Stockholm.

#### **§13**

The Board may before a General Meeting decide that the shareholders shall be able to exercise their right to vote by post before the General Meeting as set out in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

The Board may decide that persons not being shareholders of the Company shall be entitled, on the conditions stipulated by the Board, to attend or in any other manner follow the discussions at a General Meeting.

#### **§ 14**

The Company's shares shall be registered in a Central Securities Depository Register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

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