

## **PROPOSAL OF THE BOARD OF DIRECTORS FOR RESOLUTION REGARDING AMENDMENT OF THE ARTICLES OF ASSOCIATION**

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The Board of HEXPOL AB (publ) proposes that the Annual General Meeting 2020 resolves on amendments of the Articles of Association in accordance with the below in order to adapt the Articles of Association to changes in legislation made since the latest amendment of the Articles of Association and upcoming changes due to the implementation of the EU Shareholder Rights Directive.

### **§ 1 Company Name (*Sw. Företagsnamn*)**

The term “trade name” (*Sw. firma*) has been replaced by the term “company name” by the new Swedish Companies Name Act (*Sw. lag om företagsnamn*). The Board proposes that the wording in § 1 of the Articles of Association is amended so that the term “trade name” is replaced with “company name”.

### **§ 8 Convening notice**

An expected change of legislation during 2020 will entail that the wording in the current Articles of Association regarding the right to participate at general meetings will be in conflict with applicable law. The Board therefore proposes that the wording in § 8 of the Articles of Association is amended in accordance with the below so that the reference to the obligation for shareholders who wish to participate at general meetings to be included in the share register five working days prior to the general meeting is removed.

<b><i>Current wording</i></b>	<b><i>Proposed wording</i></b>
To attend a General Meeting the shareholder must be recorded in a transcript or other presentation of the complete share register relating to facts recorded five weekdays prior to the General Meeting and must notify the company of his/her intention to attend the Meeting not later than 12.00 hrs on the date stated in the convening notice. This day must never be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may this day fall earlier than five weekdays before the General Meeting.	To attend a General Meeting the shareholder must <del>be recorded in a transcript or other presentation of the complete share register relating to facts recorded five weekdays prior to the General Meeting and</del> must notify the company of his/her intention to attend the Meeting not later than <del>12.00 hrs</del> on the date stated in the convening notice. This day must never be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may this day fall earlier than five weekdays before the General Meeting.

### **§ 12 Company with shares registered in record day register**

The Board proposes that the wording in § 12 of the Articles of Association is amended so that reference is made to the current wording of the title of the statute, that is the Swedish *Central Securities Depositories and Financial Instruments Accounts Act* (SFS 1998:1479).

Thereby, the Articles of Association shall have the wording set out in the Appendix.

The Board further proposes that the General Meeting authorises the Board, or anyone appointed by the Board to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (*Sw. Bolagsverket*).

In order for this resolution to be valid, it must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the general meeting.

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Malmö in March 2020  
**HEXPOL AB (publ)**  
The Board of Directors

## **APPENDIX TO THE PROPOSAL OF THE BOARD OF DIRECTORS REGARDING AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### **ARTICLES OF ASSOCIATION FOR HEXPOL AB (publ)**

Reg. No 556108–9631

#### **§ 1 Company name**

The company name of the company is HEXPOL AB. The company is a public limited liability company.

#### **§ 2 Registered office**

The company shall have its registered office in the municipality of Malmö in the county of Skåne.

#### **§ 3 Object of operations**

The object of the company's operations is to acquire, own and manage shares in industrial, trade and service companies. The company shall also own and manage securities, sell services within the administrative field as well as to carry on other operations compatible therewith.

#### **§ 4 Shares**

The share capital of the company shall be not less than SEK forty million (40,000,000) and not more than SEK one hundred and sixty million (160,000,000).

The number of shares issued shall be not less than two hundred million (200,000,000) and not more than eight hundred million (800,000,000).

Shares may be issued in two series, series A (A-share) and series B (B-share). If the shares are issued in two series, series A shares shall not exceed 50 per cent and series B shares shall not exceed 97 per cent of the total amount of outstanding shares from time to time.

Should the company resolve on a cash issue or a set-off issue of new shares of series A and series B, a holder of shares of series A and series B shall have a pre-emptive right to subscribe for new shares of the same series in proportion to the number of shares previously held by that shareholder (primary preferential right).

Shares not subscribed for with primary preferential right shall be offered for subscription to all shareholders (secondary preferential right). If the number of shares issued is not sufficient to cover the number of shares subscribed for with secondary preferential right, the shares shall be distributed among the subscribers in proportion to the number of shares they previously held and, to the extent that is not possible, by drawing lots.

Should the company resolve on a cash issue or a set-off issue of new shares of series A only, or series B only, all shareholders shall, no matter if their shares are shares of series A or series B, have a pre-emptive right to subscribe for new shares in proportion to the number of shares previously held.

Should the company decide to issue warrants or convertibles through a cash issue or a set-off issue, the shareholders shall have pre-emptive rights to subscribe for warrants as if the issue was in respect of the shares that may be subscribed for by exercising the warrants and to subscribe for convertibles as if the issue was in respect of the shares that the convertibles may be exchanged against.

The aforementioned shall not constitute any restriction on the possibility to resolve on a cash issue or a set-off issue of new shares with deviation from the pre-emptive rights of the shareholders. In the event of an increase of the share capital through a bonus issue of shares, new shares of each series shall be issued in proportion to the number of shares already issued of that series. In such an event, existing shares of a certain series shall carry pre-emptive rights to new shares of the same series. The aforementioned shall not constitute any restriction on the possibility to issue shares of a new series through a bonus issue, subject to required amendments to the Articles of Association.

All shares shall carry equal rights to the company's assets and profit.

#### § 5 Voting rights

At the General Meeting a share of series A entitles to ten (10) voting rights and a share of series B entitles to one (1) voting right.

#### § 6 Board of Directors

The Board of Directors shall consist of at least five (5) but not more than ten (10) Directors with no more than two (2) deputy Directors. The Directors are appointed by the General Meeting and have a term of office up to and including the first Annual General Meeting held the year after the election of the Director.

#### § 7 Auditors

For the audit of the management by the board and the managing director and the company's accounts, one or two auditors, with one or two deputy auditors, shall be elected at a General Meeting. Alternatively, an authorized public accounting firm may be appointed.

#### § 8 Convening notice

Convening notice of General Meetings shall be published in the Swedish Official Gazette and on the company's website. That notice has been given shall be published in Dagens Industri.

Other messages to the shareholders shall be published as stated above or delivered to the shareholders by mail at the address recorded in the share register.

To attend a General Meeting the shareholder must notify the company of his/her intention to attend the Meeting not later than on the date stated in the convening notice. This day must never be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may this day fall earlier than five weekdays before the General Meeting.

#### § 9 Opening of the General Meeting

The chairman of the board or whomever the board appoints thereto shall open the General Meeting, after which the present shareholders who are entitled to vote through open voting shall elect a chairman to preside over the meeting.

#### § 10 Items to be dealt with at the Annual General Meeting

Any General Meeting shall be held where the Board of Directors has its registered office or in Stockholm. An Annual General Meeting shall be held within six months of the expiry of each financial year. The following items of business shall be dealt with at the Annual General Meeting:

1. Election of a chairman to preside over the meeting
2. Preparation and verification of the voting list
3. Approval of the Agenda
4. Election of one or two persons to verify and sign the minutes of the meeting
5. Decision as to whether the meeting has been properly convened
6. Presentation of the annual report and the auditors' report and the group annual report and the group auditors' report
7. Decision to adopt the profit and loss statement, the balance sheet, the group profit and loss statement and the group balance sheet
8. Decisions on appropriation of the company's profit or loss according to the adopted balance sheet
9. Decisions as to whether to discharge the Directors and the Managing Director from liability
10. Decision on the number of Directors and deputy Directors and, when required, auditors and deputy auditors
11. Decision on Directors' fees, auditors' fees and deputy auditors' fees
12. Election of Directors and, when required, deputy Directors
13. Election, when required, of one or two auditors and one or two deputy auditors
14. Any other item of business resting with the Annual General Meeting in accordance with the Companies Act or the Articles of Association

#### § 11 Financial Year

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

#### § 12 Company with shares registered in record day register

The shares of the company shall be registered in a record day register in accordance with the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

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These Articles of Association were adopted by the Annual General Meeting held on 28 April 2020.