

VEDTÆGTER

FORCE BIDCO A/S

ARTICLES OF ASSOCIATION

FORCE BIDCO A/S

FAIRWIND A/S # 1254326
04/07/2022 16:06:07

VEDTÆGTER

FORCE BIDCO A/S
(CVR-NR. 42424757)

1 NAVN

1.1 Selskabets navn er Force Bidco A/S.

2 FORMÅL

2.1 Selskabets formål er at levere management ydelser for datterselskaber og at eje kapitalandele i andre selskaber og dermed forbundne aktiviteter.

3 SELSKABETS KAPITAL

3.1 Selskabets kapital udgør nominelt DKK 400.336 fordelt på 400.336 kapitalandele med en nominal værdi på DKK 1 eller multipla deraf.

3.2 Kapitalen er fuldt indbetalt.

4 KAPITALANDELE OG EJERBOG

4.1 Kapitalandelene skal lyde på navn og skal noteres på navn i selskabets ejerbog. Kapitalandelene skal være ikke-omsætningspapirer.

4.2 Ingen kapitalandele skal have særlige rettigheder. Der skal ikke gælde indskrænkninger i kapitalandelens omsættelighed. Ingen kapitalejer skal være forpligtet til at lade selskabet eller andre indløse sine kapitalandele helt eller delvist.

4.3 Selskabets ejerbog skal indeholde oplysning om alle kapitalejere og panthavere, dato for erhvervelse, afhændelse eller pantsætning, kapitalandelens størrelse, de stemmerettigheder, der er knyttet hertil, oplysninger om kapitalejernes navn og

ARTICLES OF ASSOCIATION

FORCE BIDCO A/S
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NAME

The company's name is Force Bidco A/S.

OBJECTS

The company's object is to supply management services to subsidiaries and hold shares in other companies and other related activities.

SHARE CAPITAL

The company's share capital amounts to DKK 400,336, divided into 400,336 shares of DKK 1 each or any multiples thereof.

The share capital is fully paid up.

SHARES AND REGISTER OF SHAREHOLDERS

The shares are registered shares and must be registered in the names of the holders in the company's register of shareholders. The shares are non-negotiable instruments.

No shares carry special rights. No restrictions on the transferability of the shares shall apply. No shareholder is under any obligation to let the company or others redeem its shares in whole or in part.

The company's register of shareholders must provide information about all shareholders and pledgees, the date of acquisition, sale or pledge, the amount of shares, the shares' voting rights, information about the shareholders' names and addresses or, in

	bopæl eller for virksomheders vedkommende navne, CVR-nr. og hjemsted.	respect of companies, the name, Company Registration (CVR) no. and registered office.
4.4	Der udstedes ikke ejerbeviser i selskabet.	No share certificates are issued in the company.
5	ELEKTRONISK KOMMUNIKATION	ELETRONIC COMMUNICATION
5.1	Til brug for kommunikation mellem selskabet og kapitalejerne anvender selskabet som udgangspunkt kommunikation pr. e-mail.	Generally, the company uses email to communicate with the company's shareholders.
5.2	Anvendelsen af e-mail omfatter enhver form for kommunikation mellem selskabet og kapitalejerne, herunder indkaldelse til ordinær og ekstraordinær generalforsamling, tilsendelse af dagsorden, regnskabsmeddelelser, årsrapporter, halvårsrapporter, kvartalsrapporter samt generelle oplysninger for selskabet til kapitalejerne.	The use of e-mail includes all kinds of communication between the company and the shareholders, including communication in relation to the convening of annual and extraordinary general meetings, agendas, financial statements, annual reports, interim reports, quarterly reports and general information of the company for the shareholders.
5.3	Selskabets adgang til at anvende elektronisk kommunikation omfatter ikke de tilfælde, hvor indkaldelse eller bekendtgørelse ved lov er foreskrevet at skulle foregå i Statstidende eller via Erhvervsstyrelsen it-system.	The company's access to use electronic communication does not include cases where the convening or notice are lawfully required to be conducted via Statstidende or through the Danish Business Authority's IT-system.
5.4	Det påhviler kapitalejerne at sikre, at selskabet er i besiddelse af den korrekte e-mailadresse, hvortil enhver form for kommunikation, dokumenter og anden information kan sendes.	The company's shareholders are required to ensure that the company is in possession of the correct e-mail address to which all kinds of communication, documents and other information can be sent.
6	GENERALFORSAMLING	GENERAL MEETINGS
6.1	Alle generalforsamlinger afholdes på selskabets hjemsted eller i Storkøbenhavn.	All general meetings must be held at the company's registered office or in Greater Copenhagen.
6.2	Generalforsamlinger indkaldes med højst 4 ugers og mindst 2 ugers varsel ved brev eller e-mail til hver enkelt kapitlejer på den til selskabet opgivne adresse. I indkaldelsen skal angives tid og sted for generalforsamlingen samt dagsordenen, hvoraf fremgår, hvilke anliggender der skal behandles på generalforsamlingen. Såfremt forslag til vedtægtsændringer skal behandles på generalforsamlingen, skal	General meetings are convened by giving four weeks and minimum two weeks' notice by letter or e-mail to the address provided by the individual shareholders to the company. The notice must state the time and place of the general meeting and the agenda specifying the business to be transacted at the general meeting. If any motion to amend these articles of association is to be considered by the general meeting, the most

- indkaldelsen indeholde forslaget væsentligste indhold. Indkaldelse til generalforsamlinger, hvor der skal træffes beslutning efter selskabslovens § 77, stk. 2, § 92, stk. 1 eller 5, eller § 107, stk. 1 eller 2, skal indeholde den fulde ordlyd af forslaget til vedtægtsændringer.
- essential contents of the motion must be specified in the notice to convene the general meeting. If the general meeting is to pass a resolution under sections 77(2) or 92(1) or (5) or 107(1) or (2) of the Danish Companies Act, the notice to convene the meeting must contain the full wording of the motion to amend the articles of association.
- 6.3 Senest 2 uger før generalforsamlingen skal dagsordenen og de fuldstændige forslag samt for den ordinære generalforsamlings vedkommende tillige årsrapport gøres tilgængelige til eftersyn for kapitalejerne.
- No later than two weeks before the holding of the general meeting, the agenda and the complete motions and, in respect of the annual general meeting, also the annual report must be made available for inspection by the shareholders.
- 6.4 Ordinær generalforsamling afholdes hvert år i så god tid, at den godkendte årsrapport kan indsendes til Erhvervsstyrelsen, så den er modtaget i styrelsen inden 5 måneder efter regnskabsårets udløb. Den godkendte årsrapport skal uden ugrundet ophold efter godkendelse indsendes til Erhvervsstyrelsen.
- The annual general meeting must be held every year in time for the adopted annual report to be received by the Danish Business Authority no later than five months after expiry of the financial year. The adopted annual report must be filed with the Danish Business Authority after the adoption without undue delay.
- 6.5 Ekstraordinær generalforsamling afholdes efter en generalforsamlings eller bestyrelsens beslutning. Ekstraordinær generalforsamling skal desuden indkaldes inden 2 uger, når det til behandling af et bestemt angivet emne skriftligt forlanges af kapitalejere, der ejer mindst 5 % af kapitalen.
- Extraordinary general meetings are to be held when decided by the general meeting or the board of directors. An extraordinary general meeting to consider a specific subject must also be convened within two weeks if so required in writing by shareholders representing at least 5% of the share capital.
- 6.6 Forslag fra kapitalejerne til behandling på den ordinære generalforsamling skal være skriftligt fremsat til bestyrelsen senest 6 uger før generalforsamlingens afholdelse. Modtager bestyrelsen et forslag senere end 6 uger før generalforsamlingens afholdelse, afgør bestyrelsen, om forslaget er fremsat i så god tid, at emnet alligevel kan optages på dagsordenen.
- Any motions from the shareholders to be considered at the annual general meeting must be presented in writing to the board of directors at least six weeks before the general meeting. If a motion is submitted to the board of directors less than six weeks before the holding of the general meeting, the board of directors will decide whether the motion has been submitted in time to be included on the agenda after all.
- 6.7 Over forhandlingerne på generalforsamlingen, derunder de vedtagne beslutninger, føres en protokol, der underskrives af dirigenten. Inden 2 uger efter generalforsamlingens afholdelse skal generalforsamlingsprotokollen eller en
- The company must maintain a minute book of the proceedings at general meetings, including the resolutions adopted, and the minutes must be signed by the chairman of the meeting. No later than two weeks after the general meeting the minutes of the general meeting or a certified copy thereof

bekræftet udskrift af denne gøres tilgængelig til eftersyn for kapitalejerne.

must be made available for inspection by the shareholders.

7 DAGSORDEN

AGENDA

7.1 Dagsordenen for den ordinære generalforsamling skal omfatte:

The agenda of the annual general meeting must at least include the following items:

1. Valg af dirigent
2. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår
3. Fremlæggelse af årsrapport til godkendelse
4. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
5. Valg af bestyrelse
6. Eventuel ændring af beslutning om revision af selskabets kommende årsrapporter
7. Eventuelle forslag fra bestyrelsen eller kapitalejerne

1. Election of the chairman of the meeting
2. The board of directors' report on the company's activities during the past financial year
3. Presentation of the annual report for adoption
4. Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report
5. Election of members to the board of directors
6. Any amendment of the decision to have the company's future annual reports audited
7. Any motions from the board of directors or the shareholders

8 STEMMERET OG REPRÆSENTATION

VOTING RIGHTS AND REPRESENTATION

8.1 Alle beslutninger på generalforsamlingen vedtages med simpelt stemmeflertal, medmindre selskabsloven foreskriver særlige regler om repræsentation eller majoritet. Står stemmerne lige, skal valg af dirigent, bestyrelsesmedlemmer og lignende afgøres ved lodtrækning.

All resolutions by the general meeting are passed by a simple majority of votes, unless the Danish Companies Act prescribes any special rules on presentation or majority. In the event of an equality of votes, the election of the chairman of the meeting the election of members to the board of directors and the like must be determined by drawing of lots.

8.2 På generalforsamlingen giver hver kapitalandel på DKK 1 én stemme.

At the general meeting, each share of DKK 1 entitles the holder to one vote.

8.3 Kapitalejerne har ret til at møde på generalforsamlinger ved fuldmægtig, som skal fremlægge skriftlig og dateret fuldmagt.

The shareholders are entitled to attend general meetings by proxy subject to presentation of a written and dated instrument of proxy.

9 BESTYRELSE OG DIREKTION

BOARD OF DIRECTORS AND EXECUTIVE BOARD

9.1 Selskabet ledes af en generalforsamlingsvalgt bestyrelse på 3-7 medlemmer, der varetager selskabets overordnede og strategiske ledelse. Bestyrelsen vælges for 1 år ad gangen og afgår samlet på den ordinære generalforsamling. Fratrædende medlemmer kan genvælges.

The company is managed by a board of directors which is composed of 3-7 members elected by the general meeting that is in charge of the general and strategic management of the company. The board of directors is elected for a term of one year at a time and will resign collectively at the annual general meeting. Resigning members are eligible for re-election.

9.2 Bestyrelsens formand vælges af generalforsamlingen. En direktør må ikke vælges til formand.

The chairman of the board of directors is elected by the general meeting. A member of the executive board cannot be elected chairman of the board of directors.

9.3 Bestyrelsen er beslutningsdygtig, når over halvdelen af bestyrelsesmedlemmerne er repræsenteret. De i bestyrelsen behandlede emner afgøres ved simpelt stemmeflertal.

The board of directors is quorate when more than half of its members are represented. Resolutions by the board of directors are passed by a simple majority of votes.

9.4 Bestyrelsens formand indkalder til bestyrelsesmøde, når bestyrelsens formand skønner det påkrævet, eller når et medlem af bestyrelsen eller en direktør fremsætter krav herom.

The chairman of the board of directors must convene a board meeting whenever deemed necessary by him/her or whenever required by a member of the board of directors or a member of the executive board.

9.5 Bestyrelsen skal ved en forretningsorden træffe nærmere bestemmelser om udførelsen af sit hverv.

The board of directors must lay down its own rules of procedure to govern its activities.

9.6 Referater af bestyrelsesmøderne skal indføres i en protokol, som skal underskrives af de medlemmer af bestyrelsen, som er til stede ved møderne.

The minutes of the board meetings must be entered in a minute book and signed by the members of the board of directors having attended the individual meetings.

9.7 Bestyrelsen ansætter en direktion på 1-3 medlemmer til at varetage den daglige ledelse af selskabet.

The board of directors will employ a management composed by 1-3 members to be in charge of the day-to-day management of the company.

10 TEGNINGSREGEL

AUTHORITY TO SIGN FOR THE COMPANY

10.1 Selskabet tegnes af to bestyrelsesmedlemmer i forening eller af en direktør i forening med et bestyrelsesmedlem.

The company is bound by the joint signatures of two members of the board of directors or by the joint signatures of a member of the

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executive board and a member of the board of directors.

11 REGNSKABSÅR OG ÅRSRAPPORT

FINANCIAL YEAR AND ANNUAL REPORT

11.1 Selskabets regnskabsår løber fra 1. januar til 31. december. Selskabets første regnskabsår løber fra selskabets stiftelse til 31. december 2021.

The company's financial year runs from 1 January to 31 December. The company's first financial year runs from the formation of the company until 31 December 2021.

11.2 Selskabets årsrapport udarbejdes i overensstemmelse med årsregnskabsloven.

The company's annual report must be prepared in accordance with the Danish Financial Statements Act.

11.3 Revision af selskabets årsrapporter foretages af en generalforsamlingsvalgt statsautoriseret eller registreret revisor. Revisor vælges for ét år ad gangen, men kan genvælges.

The company's annual reports must be audited by a state-authorized or registered public accountant appointed by the general meeting. The auditor is appointed for a term of one year and is eligible for re-appointment.

Vedtaget ved ekstraordinær generalforsamling den 28. september 2021.

Adopted at the extraordinary general meeting on 28 September 2021.

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