

Articles of Association for Swedish National Road Consulting AB (SweRoad)

I. Name and Domicile of the Company and its Field of Operations

- §1 The name of the Company is Swedish National Road Consulting Aktiebolag.
- §2 The registered office of the Company shall be situated in Solna.
- §3 The object of the Company is to conduct consulting activities which can also comprise the selling of products and services in the field of road management as well as other activities compatible therewith.

II. Share Capital and Shares

- §4 The share capital of the Company shall amount to a minimum of one million (1,000,000) Swedish Kronor and a maximum of two million (2,000,000) Swedish Kronor.
- §5 The number of shares shall amount to a minimum of 1 000 and a maximum of 2 000.

III. Management of the Company

- §6 The Board of Directors shall comprise at least four and at the most seven members.
- The members of the Board of Directors shall be elected at the Annual General Meeting for a period ending when the next Annual General Meeting has taken place.

IV. Closing of Accounts and Annual Audit

- §7 To audit the annual report and accounts as well as the management of the Board of Directors and the General Manager two auditors shall be appointed at the most and just as many deputy auditors at the Annual General Meeting. At least one of the auditors shall be an authorized public accountant. The National Audit Bureau shall be entitled to assign one auditor and one deputy auditor.

V. Annual General Meeting

- §8 Notice convening a General Meeting and other messages to the shareholders of the Company shall be sent in writing by post. Notice convening a General Meeting shall be effectuated at the latest two weeks before the General Meeting. General Meetings shall be held in Solna or Stockholm.

- §9 The following items of business shall be taken up at the Annual General Meeting:
1. Election of chairman for the Meeting.
 2. Adoption of the Agenda.
 3. Preparation and adoption of the electoral register.
 4. Election of a member to check the Minutes.
 5. Consideration whether the Meeting has been called in the constituted manner.
 6. Submission of the Annual Report and Auditors' Report.
 7. Decisions shall be taken regarding:
 - a) Adoption of Profit and Loss Account and Balance Sheet;
 - b) Distribution of the Profit or Loss of the Company in accordance with the approved Balance Sheet;
 - c) Discharge from liability of the members of the Board of Directors and the Managing Director for their administration of the Company.
 8. Determination of fees for the Board of Directors and Deputy Members.
 9. Determination of fees for the Auditors and Deputy Auditors.
 10. Decision on the amount of Board Members and Auditors.
 11. Election of Board of Directors and their deputies, and, every fourth year, of Auditors and their deputies.
 12. Any other business depending on the Meeting in accordance with the Swedish Companies Act (1975:1385) or the Articles of Association or business which has been brought before the Meeting in the appropriate manner.
- §10 At General Meetings each shareholder shall be entitled to full voting rights of shares owned or represented by him.

VI. Other

- §11 The financial year of the Company shall be the calendar year.
- §12 Paragraphs three (3), four (4) and twelve (12) may not be changed without the consent of the Swedish Government.

The Articles of Association were sanctioned at the Annual General Meeting on 25 of May 2011.