

Vedtægter

Articles of association

for

of

Genexis Denmark A/S
CVR-nr. 31482607

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CVR no. 31482607

1	Navn	1	Name
1.1	Selskabets navn er Genexis Denmark A/S.	1.1	The company's name is Genexis Denmark A/S.
2	Formål	2	Objects
2.1	Selskabets formål er import og salg af telekommunikationsudstyr og dermed beslægtet virksomhed.	2.1	The company's objects are import and sale of telecommunication equipment and any other activity related thereto.
3	Selskabskapital	3	Share capital
3.1	Selskabskapitalen udgør nominelt DKK 500.000, fordelt på kapitalandele a nominelt DKK 1.000 eller multipla heraf.	3.1	The company's nominal share capital is DKK 500,000, divided into shares of a nominal amount of DKK 1,000 or multiples thereof.
3.2	Selskabskapitalen er fuldt indbetalt.	3.2	The share capital is fully paid up.
4	Kapitalandelenes rettigheder	4	Rights attaching to shares
4.1	Hver kapitalandel på nominelt DKK 1.000 giver 1 stemme.	4.1	Each share of a nominal amount of DKK 1,000 carries 1 vote.
4.2	Kapitalandelene er ikke-omsætningspapirer og skal lyde på navn. Kapitalandelene skal tillige noteres i selskabets ejerbog.	4.2	The shares are non-negotiable instruments and must be registered in the names of the holders. The shares must also be registered in the company's register of shareholders.
4.3	Selskabets ejerbog føres af bestyrelsen.	4.3	The company's register of shareholders is kept by the board of directors.
4.4	Ingen kapitalandel har særlige rettigheder. Ingen kapitalejer er forpligtet til at lade selskabet eller andre indløse sine kapitalandele helt eller delvist.	4.4	No share confers any special rights upon its holder. No shareholder is required to let the company or others redeem its shares in full or in part.
5	Generalforsamling	5	General meetings
5.1	Sted	5.1	Place

<p>5.1.1 Generalforsamling skal afholdes på selskabets hjemsted eller i Storkøbenhavn.</p>	<p>5.1.1 General meetings must be held at the company's registered office or in the Greater Copenhagen.</p>
<p>5.2 Ordinær generalforsamling</p>	<p>5.2 Annual general meetings</p>
<p>5.2.1 Ordinær generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan indsendes til Erhvervsstyrelsen, så den er modtaget i styrelsen inden udløbet af fristen i årsregnskabsloven.</p>	<p>5.2.1 The annual general meeting must be held in time for the adopted annual report to reach the Danish Business Authority (<i>Erhvervsstyrelsen</i>) within the time limit specified in the Danish Financial Statements Act (<i>årsregnskabsloven</i>).</p>
<p>5.2.2 Dagsordenen for den ordinære generalforsamling skal omfatte:</p> <ul style="list-style-type: none"> • Valg af dirigent • Bestyrelsens beretning om selskabets virksomhed i det forløbne år • Fremlæggelse af årsrapport til godkendelse samt ledelsesberetning • Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport • Valg af medlemmer til bestyrelsen • Eventuelle forslag fra bestyrelsen og kapitalejerne 	<p>5.2.2 The agenda of the annual general meeting must include:</p> <ul style="list-style-type: none"> • Election of chairman of the meeting • The board of directors' report on the company's activities in the past year • Submission of the annual report for adoption and management report • Resolution on the appropriation of profit or covering of loss according to the adopted annual report • Election of members to the board of directors • Any proposals from the board of directors and the shareholders
<p>5.3 Enhver kapitalejer har ret til at få et bestemt emne optaget på dagsordenen for den ordinære generalforsamling. Den pågældende kapitalejer skal skriftligt over for bestyrelsen fremsætte krav om optagelse af et bestemt emne på dagsordenen for den ordinære generalforsamling. Fremsættes kravet senere end 6 uger før generalforsamlingens afholdelse, afgør bestyrelsen,</p>	<p>5.3 Each shareholder is entitled to have a specific item included in the agenda of the annual general meeting. The shareholder must submit a written request to the board of directors in order to have a specific item included in the agenda of the annual general meeting. If the request is received less than 6 weeks before the general meeting, the board of directors will decide whether</p>

	om kravet er fremsat i så god tid, at emnet kan optages på dagsordenen.		the request has been made in time for the item to be included in the agenda.
5.4	Ekstraordinær generalforsamling	5.4	Extraordinary general meetings
5.4.1	Ekstraordinær generalforsamling skal afholdes, når bestyrelsen eller generalforsamlingen har forlangt det. Kapitalejere, der ejer mindst 10% af selskabskapitalen, kan skriftligt forlange, at der afholdes en ekstraordinær generalforsamling.	5.4.1	Extraordinary general meetings must be held when requested by the board of directors or the general meeting. Shareholders holding at least 10% of the company's share capital may request in writing that an extraordinary general meeting be held.
5.4.2	Ekstraordinær generalforsamling til behandling af et bestemt angivet emne skal indkaldes af bestyrelsen, senest 2 uger efter at det er forlangt.	5.4.2	Extraordinary general meetings for the transaction of a specific item must be convened by the board of directors no later than 2 weeks after a request has been made to that effect.
5.5	Indkaldelse til generalforsamling	5.5	Notice of general meeting
5.5.1	Indkaldelse skal foretages skriftligt til alle kapitalejere, der er noteret i ejerbogen.	5.5.1	The company must send a written notice convening the general meeting to all shareholders registered in the register of shareholders.
5.5.2	Indkaldelse til generalforsamling skal foretages tidligst 4 uger og senest 2 uger før generalforsamlingen.	5.5.2	General meetings must be convened no earlier than 4 weeks and no later than 2 weeks before the general meeting.
5.5.3	Indkaldelse skal angive tid og sted for generalforsamlingen samt dagsorden, hvoraf det fremgår, hvilke emner der skal behandles på generalforsamlingen. Såfremt forslag til vedtægtsændringer skal behandles på generalforsamlingen, skal forslaget væsentligste indhold angives i indkaldelsen.	5.5.3	The notice convening the general meeting must specify the date, hour and place for the general meeting and include an agenda setting out the business to be transacted at the meeting. If a proposal to amend these articles of association is to be transacted at the general meeting, the notice must set out the main contents of the proposed resolution.
5.6	Dirigent og protokol	5.6	Chairman and minute book
5.6.1	Generalforsamlingen ledes af en dirigent, der vælges af generalforsamlingen.	5.6.1	A chairman elected by the general meeting will be in charge of proceedings.
5.6.2	Over forhandlingerne på generalforsamlingen skal der føres en protokol, der underskrives af dirigenten.	5.6.2	The business transacted at general meetings must be recorded in a minute book to be signed by the chairman of the meeting.

Generalforsamlingsprotokollen skal indeholde alle selskabets generalforsamlingsbeslutninger.

All resolutions at general meetings must be recorded in the company's minute book.

6 Ledelse

6 Management

6.1 Selskabets ledelse består af en bestyrelse og en direktion.

6.1 The company's management consists of a board of directors and an executive board.

6.2 Bestyrelse

6.2 Board of directors

6.2.1 Selskabets bestyrelse består af 3-7 medlemmer, der vælges af generalforsamlingen, som også vælger bestyrelsesformanden. Bestyrelsesmedlemmerne afgår hvert år på den ordinære generalforsamling men kan genvælges.

6.2.1 The company's board of directors consists of 3-7 members elected by the general meeting, which also elects the chairman of the board of directors. The members of the board of directors resign each year at the annual meeting, but they are eligible for re-election.

6.2.2 Flertallet af bestyrelsens medlemmer skal være personer, som ikke er direktører i selskabet. En direktør kan ikke være bestyrelsesformand eller næstformand for bestyrelsen.

6.2.2 The majority of the members of the board of directors cannot be members of the company's executive board. The chairman of the board of directors and the vice-chairman cannot be members of the executive board.

6.2.3 Bestyrelsen fastsætter ved en forretningsorden de nærmere bestemmelser om udførelsen af sit hverv.

6.2.3 The board of directors lays down the rules of procedure for the performance of its duties.

6.2.4 Bestyrelsen er beslutningsdygtig, når over halvdelen af bestyrelsesmedlemmerne er til stede. I tilfælde af stemmelighed er formandens stemme udslagsgivende.

6.2.4 The board of directors forms a quorum when more than half of the members of the board of directors are present. In the event of a tie vote, the chairman of the board of directors's vote is decisive.

6.3 Direktion

6.3 Executive board

6.3.1 Bestyrelsen ansætter en direktion bestående af 1-3 medlemmer til at forestå den daglige ledelse af selskabet. Direktionen skal følge de retningslinjer og anvisninger, som bestyrelsen giver.

6.3.1 The board of directors appoints an executive board consisting of 1-3 members to be responsible for the company's day-to-day management. The executive board must comply with the guidelines and instructions given by the board of directors.

7	Regnskabsår og aflæggelse af årsrapport	7	Financial year and preparation of annual report
7.1	Selskabets regnskabsår løber fra 1. januar til 31. december.	7.1	The company's financial year runs from 1 January to 31 December.
7.2	Selskabets årsrapport m.v. aflægges på dansk.	7.2	The company's annual report etc. is prepared in Danish.
8	Tegningsregel	8	Power to bind the company
8.1	Selskabet tegnes af den samlede bestyrelse eller af to bestyrelsesmedlemmer i forening eller af en direktør i forening med et bestyrelsesmedlem.	8.1	The company is bound by the joint signature of the entire board of directors, by the joint signatures of two members of the board of directors or by the joint signatures of a member of the executive board and a member of the board of directors.

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Således vedtaget på selskabets ekstraordinære generalforsamling afholdt 7. december 2022.

Adopted by the company's extraordinary general meeting held on 7 December 2022.