

Articles of association

Corporate identity number: 556576-6655. Last amended at the Extraordinary General Meeting held on November 3, 2023.

Article 1 Company name

The company's business name is Cell Impact AB (publ).

Article 2 Seat of the Board of Directors

The company shall have its seat in Karlskoga Municipality, Örebro County. General meetings may be held in Karlskoga or Stockholm.

Article 3 Object

The company shall develop, manufacture and market flow plates for use primarily in the fuel cell and hydrogen industry and conduct operations compatible therewith.

Article 4 Share capital

The share capital shall not be less than SEK 46,302,500 and not more than SEK 185,210,000.

Article 5 Number of shares, share classes, etc.

The number of shares shall not be less than 400,000,000 and not more than 1,600,000,000.

Article 6 Board of Directors and auditors

The Board of Directors shall comprise 3-10 board members with no more than 10 deputy board members.

The company shall have 1-2 auditors with 1-2 deputy auditors, or a registered firm of auditors.

Article 7 The convening of general meetings

The notice convening a general meeting shall be published in the Swedish Official Gazette (Post och Inrikes Tidningar) and on the company's website. The fact that the notice has been published shall be advertised in Dagens Nyheter.

Article 8 Participation in general meetings

In order to participate in the general meeting, shareholders must register with the company no later than the date specified in the notice convening the meeting. This day may not be Sunday,

another public holiday, Saturday, Midsummer's Eve, Christmas Eve, or New Year's Eve and may not occur earlier than the fifth weekday before the general meeting.

Article 9 Proxy collection and postal voting

The board may collect proxies in accordance with the procedure specified in Chapter 7. Section 4 second paragraph of the Swedish Companies Act (2005:551). Before a general meeting, the board may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting in accordance with the procedure specified in chapter 7 Section 4 a of the Swedish Companies Act (2005: 551).

Article 10 Annual General Meeting

An Annual General Meeting shall be held annually, within 6 months of the end of the financial year.

At the Annual General Meeting, the following matters should be addressed:

1. Election of the Chairman of the Annual General Meeting;
2. Establishment and approval of the list of voters;
3. Approval of the agenda;
4. Appointment of one or two persons to verify the minutes;
5. Examination of whether the Annual General Meeting was duly convened;
6. Presentation of the proposed annual accounts and auditor's report and, if applicable, the consolidated accounts and the auditor's report for the Group;
7. Resolutions
 - a. regarding the adoption of the income statement and the balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet;
 - b. regarding the appropriation of profit or loss according to the adopted balance sheet;
 - c. regarding the discharge of the board members and the CEO, if applicable, from liability;
8. Determination of fees for the board members and auditor;
9. Appointments to the Board of Directors and the appointment of a firm of auditors or auditors and potential alternate auditors;
10. Any other matters to be considered by the General Meeting according to the Swedish Companies Act or the Articles of Association.

Article 11 Financial year

The company's financial year shall be January 1 to December 31.

Article 12 CSD-registered company

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