

## **ARTICLES OF ASSOCIATION**

adopted at extraordinary general meeting on 7 October 2015

### **1. Company name**

The name of the company is Camurus AB. The company is a public company (publ).

### **2. Object of business**

The objective of the company's business is to conduct research and production primarily within the fields of chemistry and biotechnology, sales of know-how and products within these fields, and to acquire and manage securities and other personal property and to conduct business compatible therewith.

### **3. Registered office**

The registered office of the company shall be in the municipality of Lund.

### **4. Share capital**

The company's share capital shall amount to not less than SEK 500,000 and not more than SEK 2,000,000.

### **5. Number of shares**

The number of shares shall be not less than 20,000,000 and not more than 80,000,000.

### **6. Board of directors**

The board of directors shall consist of no less than three (3) and no more than ten (10) members.

### **7. Auditors**

The company shall have one (1) or two (2) auditors with no more than two (2) deputy auditors. As auditor shall be elected an authorized public accountant or a registered public accounting firm.

### **8. Annual general meeting**

The annual general meeting shall be held no later than six (6) months after the end of the financial year.

At the annual general meeting the following matters shall be addressed:

1. Election of the chairman of the meeting.

2. Preparation and approval of the voting list.
3. Election of one or two persons to approve the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report, and if applicable, the consolidated financial statements and the group auditor's report.
7. Resolutions regarding:
  - (i) adoption of the income statement and the balance sheet, and, if applicable, the consolidated income statement and the consolidated balance sheet;
  - (ii) appropriation of the company's profit or loss according to the adopted balance sheet;
  - (iii) discharge from liability for the members of the board of directors and the managing director.
8. Resolution regarding fees for the members of the board of directors and fees for the auditors.
9. Resolution regarding the number of members of the board of directors and auditors and deputy auditors.
10. Election of members of the board of directors, as well as election of auditors and deputy auditors.
11. Any other matter on which the annual general meeting is required to decide pursuant to the Swedish Companies Act or the articles of association.

## **9. Notice**

Notice convening a general meeting shall be published in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) and on the company's website. It shall be advertised in Svenska Dagbladet that notice convening a general meeting has been made.

Shareholders that wishes to participate in a general meeting shall be recorded in a print-out or other representation of the entire share register as at the date falling five weekdays (Sw. *vardagar*) prior to the meeting and notify the company of their intention to participate by the date specified in the notice convening the meeting. The last mentioned day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall earlier than the fifth weekday prior to the meeting.

At a general meeting, shareholders may be accompanied by one or two assistants, however only if the shareholder has notified the company of the number of assistants in the manner stated in the previous paragraph.

**10. Financial year**

The financial year of the company shall comprise the period 1 January to 31 December.

**11. CSD Company**

The company's shares shall be registered in a central securities depository register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).

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