

**ARTICLES OF ASSOCIATION**

of

**DALHOFF LARSEN & HORNEMAN A/S**

**NAME AND DOMICILE**

- 1.1 The name of the company is Dalhoff Larsen & Horneman A/S.
- 1.2 The company is also trading as:
- a) Nordisk Træ-Holding A/S (Dalhoff Larsen & Horneman A/S)
  - b) Nordisk Træimport A/S (Dalhoff Larsen & Horneman A/S)
  - c) DLH Træ-Holding A/S (Dalhoff Larsen & Horneman A/S)
  - d) Nordisk Sav- & Finerværk A/S, Northern Sawmill & Veneerworks Ltd.  
(Dalhoff Larsen & Horneman A/S)
  - e) OK Træ A/S (Dalhoff Larsen & Horneman A/S)
  - f) DLH A/S (Dalhoff Larsen & Horneman A/S)
  - g) DLH Nordisk A/S (Dalhoff Larsen & Horneman A/S)
  - h) DLH Nordisk Ltd. A/S (Dalhoff Larsen & Horneman A/S)
  - i) IH Softwood A/S (Dalhoff Larsen & Horneman A/S)
  - j) Internationalt Hårdttræ A/S (Dalhoff Larsen & Horneman A/S)
  - k) Nordisk Hårdttræ Co. A/S (Dalhoff Larsen & Horneman A/S)
  - l) Nordisk Rederi A/S (Dalhoff Larsen & Horneman A/S)
  - m) Nordisk Timber A/S (Dalhoff Larsen & Horneman A/S)
  - n) Nordisk Timber Ltd. A/S (Dalhoff Larsen & Horneman A/S)
  - o) Nordisk Trælast & Hårdttræ Co. A/S (Dalhoff Larsen & Horneman A/S)
  - p) Nordisk Trælastagentur A/S (Dalhoff Larsen & Horneman A/S)
  - q) DLH Timber Ltd. A/S (Dalhoff Larsen & Horneman A/S)
  - r) DLH Træ A/S (Dalhoff Larsen & Horneman A/S)
  - s) DLH Finer A/S (Dalhoff Larsen & Horneman A/S)
  - t) DLH Danmark A/S (Dalhoff Larsen & Horneman A/S)
  - u) DLH Global Trading & Sourcing A/S (Dalhoff Larsen & Horneman A/S)
  - v) DLH Global Sales & Sourcing A/S (Dalhoff Larsen & Horneman A/S)
  - w) DLH Global Sales A/S (Dalhoff Larsen & Horneman A/S)
  - x) DLH Global Sourcing A/S (Dalhoff Larsen & Horneman A/S)

## **OBJECTS**

- 2.1 The objects of the company are to be engaged in trade, industry, shipping, consultancy services, investment and financing activities.

## **SHARE CAPITAL**

- 3.1 The company share capital has been paid up in full and amounts to DKK 26.783.248,50, in words, twenty-six million seven hundred and eighty-three thousand two hundred and forty-eight 50/100.
- 3.2 The share capital is divided into shares in denominations of DKK 0.50 and multiples hereof.
- 4.1 The shares are registered shares and shall be entered by name in the company's register of shareholders. The shares are issued through and registered with VP Securities A/S. The shares are negotiable instruments.
- 4.2 Following registration, see Article 10.2, each share of DKK 0.50 carries one vote.
- 4.3 No shareholder is required to have his shares redeemed in whole or in part.
- 4.4 No share carries special rights.
- 4.5 If the share capital is increased by subscription for new shares, the shareholders are entitled to subscribe for the new shares in proportion to their shareholdings, unless otherwise determined by the general meeting by special resolution.
- 4.6 The shares confer on the holders a right to receive dividend and any other rights in the company from the time specified in the resolution on the capital increase.
- 4.7 Any dividend on the shares will be distributed under the legislation in force at any time.
- 4.8 The company's register of shareholders will be kept by Computershare A/S, Kongevejen 418, 2840 Holte, which has been appointed by the supervisory board as keeper of the register of shareholders on behalf of the company.
- 5.1 For an unlimited period of time, the supervisory board is authorized to on one or more occasions approve distribution of extraordinary dividends to the shareholders in accordance with the Danish Companies Act.

## **ELECTRONIC COMMUNICATION**

- 5.2 All communication from the company to the shareholders takes place electronically, including via e-mail, and general information will be available to the shareholders on the company's website, [www.dlh.com](http://www.dlh.com), unless otherwise provided by the Danish Companies Act. The company may, however, use regular post as an alternative or a supplement to electronic communication at any time.

Thus, the company may send all notices to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Association, the agenda for the general meeting, the annual report, company announcements, admission cards and any other general information from the

company to the shareholders by e-mail. Such documents will also be available on the company's website.

The company is required to request all registered shareholders to provide their e-mail addresses for the purpose of sending messages etc., and it is the shareholders' responsibility to ensure that the company has their correct electronic contact information. Information about the requirements for the systems to be used and the procedures to be followed when communicating electronically can be obtained on the company's website.

## **GENERAL MEETING**

- 6.1 Within the framework of the company's articles of association the general meeting is the ultimate authority in all matters affecting the company.
- 7.1 General meetings of the company must be convened by the supervisory board no later than 3 weeks and no earlier than 5 weeks prior to the general meeting by notice on the company's website and by e-mail to all such shareholders registered in the company's register of shareholders who have requested written notice of general meetings.
- 7.2 The annual general meeting will be held every year before the end of April.
- 7.3 Extraordinary general meetings will be held when requested by the supervisory board or the auditor elected by the general meeting, when resolved by the general meeting or at the written request of shareholders holding no less than 5% of the company's share capital. Extraordinary general meetings to consider a specific issues must be convened within two weeks of receipt of a request to such effect.
- 7.4 General meetings are held in Region Hovedstaden.
- 7.5 In order to qualify for consideration at the general meeting of the company, proposals from shareholders must be submitted in writing to the supervisory board at least six weeks prior to the general meeting. The supervisory board will decide whether written proposals received by the supervisory board later than six weeks prior to the general meeting qualify for consideration at the general meeting of the company.
- 7.6 The notice convening the meeting, the agenda, the complete proposals for consideration and any documents to be submitted at the general meeting, and, with respect to the annual general meeting, also the audited annual report, must be posted at the company's website not later than three weeks prior to the date of the general meeting and remain posted up to and including the date of the general meeting for inspection by the shareholders.
- 8.1 The agenda of the annual general meeting must include the following items:
  - 1. The report of the supervisory board on the activities of the company during the past year.
  - 2. Presentation of the audited annual report for approval.
  - 3. Resolution on the appropriation of profit or provision for losses pursuant to the approved annual report.
  - 4. Proposed resolutions.
  - 5. Election of members to the supervisory board.

6. Appointment of auditor.
7. Any other business.
- 9.1 The supervisory board appoints a chairman to conduct the business of the general meeting and to decide on any matters concerning procedure, the casting of votes and the result of the voting. Voting takes place in writing if so decided by the chairman of the meeting.
- 9.2 Minutes of the general meeting are entered in the minute book authorised for this purpose by the supervisory board and signed by the chairman of the meeting.
- 10.1 Any shareholder who has requested to receive an admission card not later than three days prior to the general meeting and in that context has proved his/her capacity of shareholder is entitled to attend the general meeting.
- 10.2 Shareholders are only entitled to attend and vote at the general meeting in relation to the shares they hold at the date of registration. The registration date is one week ahead of the date of the general meeting. The shares held by the individual shareholder are computed at the registration date, based on the shareholder's ownership data according to the register of shareholders. Ownership data that the company or the registrar has received with a view to entering in the register of shareholders on the registration date, but which are not yet recorded in the register of shareholders, will also be included.
- 10.3 Voting rights may be exercised by proxy.
- 11.1 At the general meeting all resolutions are passed by simple majority unless the Danish Companies Act stipulates specific rules as to majority.

### **SUPERVISORY AND EXECUTIVE BOARDS**

- 12.1 The company is managed by a supervisory board consisting of 3-5 members elected by the general meeting and of any employee representatives elected in pursuance of the provisions of law to this effect. The supervisory board shall elect its own chairman and deputy chairman. Board resolutions shall be passed by a simple majority of votes. In case of an equality of votes, the chairman has the casting vote.
- 12.2 Any member elected under Article 12.1 will serve for a one-year term. Re-election is possible. Any person who has reached the age of 75 at the date of the general meeting cannot be (re-)elected as member of the supervisory board.
- 13.1 The supervisory board is responsible for the general management of the company.
- 13.2 The supervisory board adopts its own rules of procedure governing the performance of its duties.
- 13.3 Minutes of the business conducted at board meetings are kept and signed by all members of the supervisory board present.
- 14.1 The supervisory board appoints an executive board consisting of one or more executive vice presidents, one of whom may be the President and Chief Executive Officer, to be in charge of the day-to-day management of the company. The supervisory board also

allocates the duties to be discharged by the executive vice presidents as well as the terms of their employment.

- 14.2 The supervisory board may grant individual or collective powers of procuration.
- 14.3 The company has drafted general guidelines for the incentive remuneration of members of the management. These guidelines have been submitted to and approved by the company in general meeting and may be viewed at the company's website.

#### **POWERS TO BIND THE COMPANY**

- 15.1 The company is bound by the joint signatures of a managing director and the chairman of the supervisory board, by the joint signatures of a managing director and the deputy chairman of the supervisory board, by the joint signatures of a managing director and a member of the supervisory board, by the joint signatures of the chairman of the supervisory board and a board member of the supervisory board or by the joint signatures of the deputy chairman of the supervisory board and a board member of the supervisory board.

#### **AUDIT AND FINANCIAL STATEMENTS**

- 16.1 The company's annual reports are audited in accordance with the Danish Financial Statements Act. The financial statements of the company must be audited by an auditor elected by the general meeting, who must be a state-authorized public accountant.
- 16.2 The auditor is appointed for one year at a time.
- 17.1 The company's financial year coincides with the calendar year.
- 18.1 The annual report must give a true and fair view of the company's and the group's assets and liabilities, financial position and results for the year.
- 19.1 The company's annual reports and interim reports are prepared in either English or in Danish, following the resolution of the supervisory board.

As adopted at the extraordinary annual general meeting of the company held on 12 March 1986 with amendments of 29 August 1986, 19 November 1986, 29 April 1987, 25 May 1989, 16 May 1991, 7 May 1992, 11 May 1994, 4 May 1995, 8 June 1998, 18 January 2000, 4 April 2002, 7 April 2005, 7 February 2006, 19 April 2006, 18 April 2007, 16 April 2008, 16 April 2009, 26 August 2009, 9 April 2010, 8 March 2011, 12 April 2012, 8 April 2013, 9 January 2014, 27 April 2015, 25 April 2016 and 28 April 2017.