

**ARTICLES OF ASSOCIATION  
FOR AXIS AKTIEBOLAG (publ)  
(corporate identity number 556241-1065)**

**§ 1**

The Company's name is AXIS AKTIEBOLAG. The Company is a public company (publ).

**§ 2**

The registered office of the Board of Directors shall be in Lund, County of Skåne.

**§ 3**

The objects of the Company shall be to directly or indirectly, through whole- or part-owned Companies, develop, manufacture and sell products based on microprocessors, own and administrate real estate and also conduct other activities that are consistent with the objects of the Company.

**§ 4**

The minimum share capital shall be Five Hundred Thousand (500,000) Swedish Kronor and the maximum share capital shall be Two Million (2,000,000) Swedish Kronor.

**§ 5**

Each share shall have a par value of One (1) Swedish Öre.

**§ 6**

The Board of Directors shall consist of not less than three and not more than seven Directors with not more than three Deputy Directors. The Directors and Deputy Directors are elected annually at the Annual General Meeting of Shareholders for the period until the end of the next Annual General Meeting of Shareholders.

**§ 7**

For the purpose of reviewing the Company's annual report, the accounting records and the administration of the Boards of Directors, one Auditor with or without a Deputy Auditor is elected at the Annual General Meeting of Shareholders for the

period until the end of the Annual General Meeting of Shareholders held during the fourth financial year after the election of Auditors. A registered firm of accountants may also be elected as Auditor or Deputy Auditor.

### **§ 8**

Convening of an Annual General Meeting of Shareholders and convening of an Extraordinary General Meeting of Shareholders where the question of changing the Articles of Association is to be dealt with, shall be issued, at the earliest, six weeks before and, at the latest, four weeks before the Meeting. Convening to other Extraordinary General Meeting of Shareholders shall be issued, at the earliest, six weeks before and, at the latest, two weeks before the Meeting.

### **§ 9**

A Shareholder who wants to participate in the negotiations at a Meeting of the Shareholders shall be registered as Shareholder in such a print-out of the Shareholders' register as mentioned in Chapter 3, Section 13, second Paragraph in the Companies Act (1975:1385), regarding the situation ten days before the Meeting, as well as notify the Company at the latest 4 p.m. on the day stated in the convening to the Meeting. The last mentioned day may not be a Sunday, other Public Holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth workday before the Meeting.

A Shareholder may bring one or two assistants to the Meeting, if the Shareholder has given notice of this according to the previous paragraph.

### **§ 10**

The Annual General Meeting of Shareholders shall deal with the following matters:

1. Election of Chairman for the Meeting,
2. Drawing up and approval of the voting list,
3. Approval of the agenda,
4. Election of one or two persons to approve the minutes,
5. Resolution on whether the Meeting has been duly convened,

6. Presentation of the annual report and the Auditors' report and the Group's annual report and Auditors' report,
7. Resolutions with respect to
  - a) Adoption of the income statement and the balance sheet and the consolidated income statement and balance sheet of the Group,
  - b) Appropriation of the profit or loss according to the adopted balance sheet, and
  - c) Discharge of liability for the Board of Directors and the Managing Director,
8. Determination of the number of Directors and Deputy Directors,
9. Determination of fees to the Board of Directors and the Auditor,
10. Election of Directors and, where applicable, Auditor and Deputy Auditor,
11. Any other matter to be referred to the Meeting in accordance with the Companies Act or the Articles of Association.

#### **§ 11**

The fiscal year of the Company is calendar year.

#### **§ 12**

Every person who on the stipulated record day is entered into the Shareholders' register or in a record according to Chapter 3, Section 12 in the Companies Act (1975:1385) shall be considered qualified to receive a dividend and, in the case of a bonus issue, new share that is given to a Shareholder, and also practise a Shareholder's preferential right to participate in an issue.

#### **§ 13**

At a Meeting of the Shareholders, every person who is entitled to vote may vote for the entire number of Shares owned and represented by him without restrictions as to the number of votes.

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These Articles of Association were approved at the Annual General Meeting of Shareholders held on August 30, 2000.