MAZANTI–
ANDERSEN

03.03.2025
Sagsnr. 74259

The English part of this document is an unofficial translation of the Danish text. In the event of disputes or misunderstandings arising from the translation, the Danish text shall prevail.

	# VEDTÆGTER	# ARTICLES OF ASSOCIATION
	FRANCKS KØLEINDUSTRI APS	FRANCKS KØLEINDUSTRI APS
1.	**NAVN**	**NAME**
1.1.	Selskabets navn er Francks Køleindustri ApS.	The name of the company is Francks Køleindustri ApS.
2.	**FORMÅL**	**OBJECTIVE**
2.1.	Selskabets formål er at drive virksomhed med køb, salg og service af køleanlæg og dertil knyttet virksomhed.	The objective of the Company is to engage in the business of buying, selling and servicing refrigeration equipment and related activities.
3.	**SELSKABETS KAPITAL**	**THE COMPANY'S SHARE CAPITAL**
3.1.	Selskabets selskabskapital udgør nominelt kr. 40.000 fordelt på 40.000 kapitalandele à kr. 1,00 pr. stk.	The share capital of the Company amounts to DKK 40,000 divided into 40,000 shares of DKK 1.00 each.
3.2.	Selskabskapitalen er fuldt indbetalt.	The share capital is fully paid.
3.3.	Overdragelse af kapitalandele kræver bestyrelsens samtykke.	Transfer of shares requires the consent of the board of directors.
4.	**GENERALFORSAMLINGEN, KOMEPTENCE, STED OG INDKALDELSE**	**GENERAL MEETING, AUTHORITY, VENUE AND NOTICE OF MEETINGS**
4.1.	Generalforsamlingen har den højeste myndighed i alle Selskabets anliggender inden for de i lovgivningen og nærværende vedtægter fastsatte grænser.	Within the limits of statutory provisions and these articles of association the general meeting shall be the supreme authority in all Company matters.
4.2.	Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan indsendes til	The annual general meeting shall be held in time for the adopted annual report to be filed and received by the Danish Business

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	Erhvervsstyrelsen inden for den i lovgivning en enhver tid gældende frist.	Authority before the expiry of the legal time limit applicable at any given time.
4.3.	Generalforsamlinger indkaldes af bestyrelsen med mindst to (2) ugers og højst fire (4) ugers varsel ved almindeligt brev eller e-mail til hver enkelt kapitalejer.	General Meetings shall be convened by the board of directors with not less than two (2) weeks' notice and not more than four (4) weeks' notice by letter or email to all registered shareholders.
5.	**GENERALFORSMALINGEN, DAGSORDEN**	**GENERAL MEETING, AGENDA**
5.1.	På den ordinære generalforsamling skal dagsordenen som minimum indeholde følgende:	At the annual general meeting, the following business shall at minimum be transacted:
	(i) Bestyrelsens beretning om selskabets virksomhed i det forløbne år.	(i) Report of the Board of directors on the Company's activities during the past year.
	(ii) Fremlæggelse af årsrapport og eventuelt koncernregnskab til godkendelse.	(ii) Presentation of annual report and consolidated accounts, if any, for adoption.
	(iii) Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport.	(iii) Adoption as to the appropriation of the profit or the covering of loss according to the adopted annual report.
	(iv) Valg til bestyrelsen.	(iv) Election of board of directors.
	(v) Valg af revisor.	(v) Election of auditor.
	(vi) Eventuelt.	(vi) Any other business.
6.	**GENERALFORSAMLINGEN, DIRIGENT, STEMMERET OG BESLUTNINGER**	**GENERAL MEETING, CHARIPERSON, VORTING RIGHT AND RESOLUTIONS**
6.1.	Hver kapitalandel på kr. 1,00 giver én stemme.	Each share of DKK 1.00 entitles the holder to one vote.
6.2.	Bestyrelsen udpeger en dirigent, der leder forhandlingerne og afgør alle spørgsmål	The board of directors shall appoint a chairperson to direct the discussion and to decide

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vedrørende sagernes behandling og stemmeafgivning.

all matters relating to the procedure of the general meeting and the voting.

6.3. På generalforsamlingen træffes alle beslutninger ved simpelt flertal bortset fra de tilfælde, hvor selskabsloven kræver kvalificeret flertal.

All resolutions passed at the general meeting shall be passed by simple majority of votes unless a mores qualified majority is prescribed by the Danish Companies Act.

7. **ELEKTRONISK GENERALFORSAMLING**

ELECTRONICAL GENERAL MEETING

7.1. Bestyrelsen er bemyndiget til at beslutte, at generalforsamlinger afholdes fuldstændigt eller delvist elektronisk.

The board of directors is authorized to decide that general meetings are held in whole or in part electronically.

7.2. Bestyrelsen skal sørge for, at elektroniske generalforsamlinger afvikles på betryggende vis, og skal sikre, at det anvendte system er indrettet, så lovgivningens krav til afholdelse af generalforsamling opfyldes, herunder især kapitalejernes adgang til at deltage i, ytre sig samt stemme på generalforsamlingen. Systemet skal gøre det muligt at fastslå, hvilke kapitalejere der deltager, hvilken selskabskapital og stemmeret de repræsenterer samt antallet af afstemninger.

The board of directors shall ensure that electronic general meetings are convened in a satisfactory manner and shall ensure that the system used is arranged so that the requirements of legislation for holding a general meeting are fulfilled, including, in particular, the right of shareholders to attend, comment and vote at the general meeting. The system should enable the determination of which shareholders participate, the share capital and voting rights they represent as well as the result of voting.

7.3. Via egen opkobling tilslutter kapitalejerne sig et virtuelt forum, hvor generalforsamlingen afholdes. Bestyrelsen fastsætter de nærmere krav til de elektroniske systemer, som anvendes ved elektronisk generalforsamling. Kapitalejerne bærer egne omkostninger i forbindelse med deres deltagelse i den elektroniske generalforsamling.

Via their own connection, the shareholders join a virtual forum where the general meeting is held. The board of directors determines the detailed requirements for the electronic systems used at electronic general meetings. The shareholders themselves bear their own costs in connection with their participation in the electronic general meeting.

7.4. Ved afholdelse af elektronisk generalforsamling, kan Selskabet beslutte at benytte elektronisk dokument udveksling samt el-

When holding an electronic general meeting, the Company may decide to use electronic document exchange as well as electronic mail in the communication between ektronik post i kommunikationen i overensstemmelse med pkt. 8 nedenfor, i stedet for at fremsende eller fremlægge papirbaserede dokumenter.

the Company and the shareholders in accordance with Clause 8 below, instead of sending or presenting paper-based document.

8. **ELEKTRONISK KOMMUNIKATION**

ELECTRONIC COMMUNICATION

8.1. Al kommunikation fra Selskabet til kapitalejerne, herunder indkaldelse til generalforsamlinger, kan ske elektronisk via e-mail.

All communication from the Company to the shareholders, including the convening notice to general meetings, can be done electronically via e-mail.

8.2. Kommunikation fra kapitalejere til Selskabet kan ske via e-mail.

Communication from the shareholders to the Company can be done by e-mail.

8.3. Det er den enkelte kapitalejers ansvar at sikre, at Selskabet har kapitalejernes korrekte e-mailadresse. Selskabet har ingen pligt til at søge e-mailadresser berigtiget eller til at fremsende meddelelser på anden måde.

It is each individual shareholder's responsibility to ensure that the Company has the correct e-mail address for the shareholder. The Company has no obligation to correct e-mail addresses or to transmit messages in any other way.

9. **LEDELSE**

MANAGEMENT

9.1. Selskabet ledes af en bestyrelse på 1-3 medlemmer, der varetager den overordnede og strategiske ledelse af Selskabet samt sikrer en forsvarlig organisation af Selskabets virksomhed. Bestyrelsens medlemmer vælges af generalforsamlingen for en periode på ét år ad gangen.

The Company is governed by a board of directors consisting of 1-3 members responsible for the overall and strategic management of the Company. Members of the board of directors are elected by the general meeting for a period of one year.

9.2. Selskabets bestyrelse ansætter og afskediger en direktion på 1-3 medlemmer, der forestår den daglige ledelse af Selskabet.

The board of directors appoints and dismisses an executive board consisting of 1-3 members to be responsible for day-to-day management of the Company.

9.3. Bestyrelsen skal vedtage en forretningsorden om udførelsen af sit hverv.

The board of directors shall adopt rules of procedure for the performance of its duties.

9.4. På bestyrelsesmøder træffes alle beslutninger ved simpelt stemmeflertal bortset fra de tilfælde, hvor selskabsloven eller vedtægterne kræver kvalificeret flertal. I tilfælde af stemmelighed har bestyrelsens formand den afgørende stemme.

At board meetings, all decisions are taken by simple majority of votes, except in cases where the Companies Act or the articles of association requires a qualified majority. In vase of a tie, the chairman of the board shall have the deciding vote.

10. **TEGNINGSREGEL**

AUTHORITY TO BIND THE COMPANY

10.1. Selskabet tegnes af en direktør i forening med et bestyrelsesmedlem.

The Company shall be bound by a manager in association with a member of the board of directors.

11. **REVISOR**

AUDITOR

11.1. Selskabets regnskaber revideres af en af generalforsamlingen valgt registreret eller statsautoriseret revisor. Revisor vælges for ét år ad gangen. Genvalg kan finde sted.

The company's accounts shall be audited by a registered or state-authorized auditor elected by the general meeting. The auditor shall be elected for 1 year at a time. Re-election may take place.

12. **REGNSKABSÅR**

ACCOUNTING YEAR

12.1. Selskabets regnskabsår løber fra 1. januar til 31. december. Selskabets første regnskabsår løber fra Selskabets stiftelse til 31. december 2023.

The accounting year of the Company shall be from 1 January to 31 December. The first accounting year of the Company runs from the time of formation of the Company until 31 December 2023.

Godkendt på Selskabets ekstraordinære generalforsamling den 3. marts 2025.

Approved at the Company's extraordinary general meeting on 3 March 2025.