

Vedtægter

Articles of association

for

of

Skill BidCo ApS
CVR-nr. 43 63 99 51

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CVR no. 43 63 99 51

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| 1 | Navn | 1 | Name |
| 1.1 | Selskabets navn er Skill BidCo ApS. | 1.1 | The company's name is Skill BidCo ApS. |
| 2 | Formål | 2 | Objects |
| 2.1 | Selskabets formål er at virke som holdingselskab ved at købe, holde og sælge kapitalandele i andre selskaber, yde lån eller finansiering og yde konsulentbistand og anden dermed beslægtet virksomhed. | 2.2 | The object of the company is to operate a holding company by purchasing, holding and selling shares in other companies, providing loans and financing and to operate consulting and other related activities. |
| 3 | Selskabskapital | 3 | Share capital |
| 3.1 | Selskabskapitalen udgør nominelt DKK 40.000, fordelt på kapitalandele a nominelt DKK 1,00. | 3.1 | The company's nominal share capital is DKK 40,000, divided into shares of a nominal amount of DKK 1.00. |
| 3.2 | Selskabskapitalen er fuldt indbetalt. | 3.2 | The share capital is fully paid up. |
| 4 | Kapitalandelenes rettigheder | 4 | Rights attaching to shares |
| 4.1 | Hver kapitalandel på nominelt DKK 1,00 giver 1 stemme. | 4.1 | Each share of a nominal amount of DKK 1.00 carries 1 vote. |
| 4.2 | Kapitalandelene er ikke-omsætningspapirer og skal noteres i selskabets ejerbog. | 4.2 | The shares are non-negotiable instruments and must be registered in the company's register of shareholders. |
| 4.3 | Selskabets ejerbog føres af direktionen. | 4.3 | The company's register of shareholders is kept by the executive board. |
| 4.4 | Ingen kapitalandel har særlige rettigheder. Ingen kapitalejer er forpligtet til at lade selskabet eller andre indløse sine kapitalandele helt eller delvist. | 4.4 | No share confers any special rights upon its holder. No shareholder is required to let the company or others redeem its shares in full or in part. |
| 4.5 | Direktionen kan, i henhold til den til enhver tid gældende selskabslov, beslutte at udstede og annullere ejerbeviser. Hvis der udstedes ejerbeviser, kan bortkomne ejerbeviser ved selskabets foranstaltning og for kapitalejerens regning mortificeres uden | 4.5 | Under the Danish Companies Act (<i>selskabsloven</i>) in force from time to time, the executive board may decide to issue and cancel share certificates. If the company issues share certificates, it may decide to cancel any lost share certificates at the shareholder's expense without any court order in |

dom efter de til enhver tid gældende regler herom.

accordance with the relevant statutory provisions in force from time to time.

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| 5 | Generalforsamling | 5 | General meetings |
| 5.1 | Sted | 5.1 | Place |
| 5.1.1 | Generalforsamling skal afholdes på selskabets hjemsted eller i Storkøbenhavn. | 5.1.1 | General meetings must be held at the company's registered office or in the Greater Copenhagen. |
| 5.2 | Ordinær generalforsamling | 5.2 | Annual general meetings |
| 5.2.1 | Ordinær generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kanindsendes til Erhvervsstyrelsen, så den er modtaget i styrelsen inden udløbet af fristen i årsregnskabsloven. | 5.2.1 | The annual general meeting must be held in time for the adopted annual report to reach the Danish Business Authority (<i>Erhvervsstyrelsen</i>) within the time limit specified in the Danish Financial Statements Act (<i>årsregnskabsloven</i>). |
| 5.2.2 | Dagsordenen for den ordinære generalforsamling skal omfatte: | 5.2.2 | The agenda of the annual general meeting must include: |
| | <ul style="list-style-type: none"> • Valg af dirigent • Direktionens beretning om selskabets virksomhed i det forløbne år • Fremlæggelse af årsrapport til godkendelse • Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport • Valg af medlemmer til direktionen • Valg af revisor • Eventuelle forslag fra direktionen og kapitalejerne | | <ul style="list-style-type: none"> • Election of chairman of the meeting • The executive board's report on the company's activities in the past year • Submission of the annual report for adoption • Resolution on the appropriation of profit or covering of loss according to the adopted annual report • Election of members to the executive board • Election of auditor • Any proposals from the executive board and the shareholders |
| 5.3 | Ekstraordinær generalforsamling | 5.3 | Extraordinary general meetings |

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| 5.3.1 | Ekstraordinær generalforsamling skal afholdes, når direktionen eller generalforsamlingen har forlangt det. Enhver kapital ejer kan skriftligt forlange, at der afholdes en ekstraordinær generalforsamling. | 5.3.1 | Extraordinary general meetings must be held when requested by the executive board or the general meeting. Any shareholder may request in writing that an extraordinary general meeting be held. |
| 5.3.2 | Ekstraordinær generalforsamling til behandling af et bestemt angivet emne skal indkaldes af direktionen, senest 2 uger efter at det er forlangt. | 5.3.2 | Extraordinary general meetings for the transaction of a specific item must be convened by the executive board no later than 2 weeks after a request has been made to that effect. |
| 5.3.3 | Indkaldelse skal foretages skriftligt til alle kapitalejere, der er noteret i ejerbogen. | 5.3.3 | The company must send a written notice convening the general meeting to all shareholders registered in the register of shareholders. |
| 5.3.4 | Indkaldelse til generalforsamling skal foretages tidligst 4 uger og senest 2 uger før generalforsamlingen. | 5.3.4 | General meetings must be convened no earlier than 4 weeks and no later than 2 weeks before the general meeting. |
| 5.3.5 | Indkaldelse skal angive tid og sted for generalforsamlingen samt dagsorden, hvoraf det fremgår, hvilke emner der skal behandles på generalforsamlingen | 5.3.5 | The notice convening the general meeting must specify the date, hour and place for the general meeting and include an agenda setting out the business to be transacted at the meeting. |
| 5.4 | Dirigent og protokol | 5.4 | Chairman and minute book |
| 5.4.1 | Generalforsamlingen ledes af en dirigent, der vælges af generalforsamlingen. | 5.4.1 | A chairman elected by the general meeting will be in charge of proceedings. |
| 5.4.2 | Over forhandlingerne på generalforsamlingen skal der føres en protokol, der underskrives af dirigenten. Generalforsamlingsprotokollen skal indeholde alle selskabets generalforsamlingsbeslutninger. | 5.4.2 | The business transacted at general meetings must be recorded in a minute book to be signed by the chairman of the meeting. All resolutions at general meetings must be recorded in the company's minute book. |
| 6 | Ledelse | 6 | Management |
| 6.1 | Selskabets ledelse består af en direktion. | 6.1 | The company's management consists of an executive board. |
| 6.2 | Direktionen består af 1-3 medlemmer, der vælges af generalforsamlingen. Direktionsmedlemmerne afgår hvert år på den | 6.2 | The company's executive board consists of 1-3 members elected by the general meeting. The members of the executive board |

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| | ordinære generalforsamling men kan gen-vælges. | | resign each year at the annual meeting, but they are eligible for re-election. |
| 6.3 | Direktionen skal varetage såvel den over-ordnede og strategiske ledelse som den daglige ledelse. Direktionen skal desuden sikre en forsvarlig organisation af selskabets virksomhed. | 6.3 | The executive board is responsible for the overall and strategic management duties as well as the day-to-day management. Moreover, the executive board must ensure the proper organisation of the company's activities. |
| 7 | Regnskabsår og aflæggelse af årsrap- port | 7 | Financial year and preparation of annual report |
| 7.1 | Selskabets regnskabsår løber fra 1. januar til 31. december. Selskabets første regnskabsår løber fra 11. november 2022 til 31. december 2022. | 7.1 | The company's financial year runs from 1 January to 31 December. The company's first financial year runs from 11 November 2022 to 31 December 2022. |
| 7.2 | Selskabets årsrapport udarbejdes og af-lægges på engelsk. Bestyrelsen kan beslutte, at årsrapporten tillige udarbejdes på dansk. | 7.2 | The company's annual report is prepared and submitted in English. The board of directors can decide that the annual report is also prepared in Danish. |
| 8 | Tegningsregel | 8 | Power to bind the company |
| 8.1 | Selskabet tegnes af en direktør eller af alle direktørerne i forening. | 8.1 | The company is bound by one executive officer or jointly by the entire executive board. |

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Vedtaget i forbindelse med den ekstraordinære ge-
neralforsamling afholdt i selskabet den 1. marts
2023.

Adopted at the extraordinary general meeting held
in the company on 1 March 2023.