

This is a translation into English of the original Danish articles of association. In case of any discrepancies between the two texts, the Danish text shall prevail.

Adopted at the annual general meeting on 18 April 2018

ARTICLES of ASSOCIATION

BRØDRENE HARTMANN A/S

Article 1: Name of the company

- 1.1 The name of the company is BRØDRENE HARTMANN A/S.
- 1.2 The company also carries on business under the following names: HARTMANN BROTHERS LTD. A/S (BRØDRENE HARTMANN A/S), HARTMANN EMBALLAGE A/S (BRØDRENE HARTMANN A/S), SKANDINAVISK EMBALLAGE A/S (BRØDRENE HARTMANN A/S), SCANDINAVIAN PACKING COMPANY LTD. A/S (BRØDRENE HARTMANN A/S).

Article 2: Corporate language

- 2.1 The company's corporate languages are Danish and English.

Article 3: Object

- 3.1 The object of the company is to engage in manufacture and trade and other kinds of business related thereto, including investments in other companies.

Article 4: Share capital, shares and register of shareholders

- 4.1 The share capital of the company amounts to DKK 140,301,800. The share capital is divided into shares of DKK 20 or multiples thereof. The shares are listed on Nasdaq Copenhagen A/S and are issued through VP Securities A/S.
- 4.2 The share capital has been fully paid up.
- 4.3 No shareholders shall be obligated to have their shares redeemed in full or in part.
- 4.4 No shares confer special rights onto their holder.
- 4.5 The shares are registered shares and must be registered in the holder's name in the company's register of shareholders.
- 4.6 The shares are negotiable securities.
- 4.7 The company's register of shareholders shall be kept by VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, DK-2300 Copenhagen S.

Article 5: Negotiability of the shares

- 5.1 There are no restrictions in the negotiability of the shares.

Article 6: Dividend

- 6.1 Dividend shall be paid out to shareholders by transfer through VP Securities A/S.
- 6.2 Dividend that has not been claimed within three years of the due date shall accrue to the company.

Article 7: Increases of capital

- 7.1 In the event of further increases in the share capital, the shares under the new issue shall be offered to existing shareholders in proportion to their holdings of existing shares unless the general meeting resolves otherwise by the majority of votes stipulated in article 12(10).

Article 8: General meetings and convening notices

- 8.1 General meetings are convened by the board of directors by giving maximum five weeks' notice and minimum three weeks' notice unless the Danish Companies Act allows a shorter deadline. The notice convening the general meeting is made in writing by letter or email (see article 12a of these articles of association) to the shareholders registered in the company's register of shareholders that have so requested. The notice convening the general meeting must also be made public on the company's website at the same time.
- 8.2 General meetings shall be held in the municipality in which the company's registered office is located (as it appears in the IT system of the Danish Business Authority), in the municipality of Copenhagen or in the municipality of Tønder.
- 8.3 The annual general meeting shall be held early enough for the audited and adopted annual report to be submitted to and received by the Danish Business Authority not later than four months after the closing of the financial year. Once adopted, the audited and adopted annual report shall be submitted to the Danish Business Authority without undue delay.
- 8.4 Motions from shareholders for consideration by the annual general meeting shall be submitted to the board of directors in writing not later than six weeks before the date of the general meeting. In the event that the board of directors receives a motion later than six weeks before the general meeting, the board of directors shall decide whether it was received in time for it to be included on the agenda nonetheless.

- 8.5 Not later than eight weeks before the date set for the annual general meeting the board of directors shall announce the date on which it intends to hold the general meeting as well as the date by which requests must be filed by shareholders wishing to have specific items included on the agenda, see article 8(4) above.
- 8.6 Extraordinary general meetings shall be held when so resolved by the general meeting or at the request of the board of directors or the auditor. Moreover, at the request in writing by shareholders whose aggregate holdings represent minimum five per cent of the company's share capital, an extraordinary general meeting shall be convened within a period of two weeks for the purpose of addressing a specific, identified topic.
- 8.7 The notice convening shareholders to an annual or an extraordinary general meeting shall contain at a minimum the information set out below.
- (i) The time and place of the general meeting, the agenda of the meeting and a description of all motions to be considered at the meeting. If the meeting is to consider motions to amend these articles of association, the notice to convene the general meeting shall set out the most important elements of such motions.
 - (ii) The size of the share capital and the voting rights of the shareholders.
 - (iii) The registration date stated in article 12(5) below with a clear indication that only companies or persons holding shares in the company as at said date shall be entitled to attend and vote at the general meeting.
 - (iv) An indication of where and how to obtain the full, unabridged text of the documents to be presented at the general meeting, the agenda and the complete motions.
 - (v) The exact internet address of the company's website where the agenda and the other documents mentioned in article 11 below will be made available.
 - (vi) The procedure for voting by proxy, and the information that the company will make a written or electronic proxy form available to shareholders entitled to vote at the

general meeting, as well as an indication of the means of communication accepted by the company for electronic messages concerning the appointment of proxyholders.

- (vii) The procedures for how to vote by postal or electronic means, and the information that shareholders are entitled to ask questions about the agenda and other meeting-related material, as well as an indication of the deadline contained in article 12(7) below for the submission of such questions to the company prior to the general meeting.
- (viii) If the general meeting is conducted partially by electronic means, see article 8a below, such fact must be stated in the notice convening the general meeting together with the details on how to sign up and what the requirements are to electronic systems used for electronic participation in the general meeting. The notice convening the general meeting must also point out that detailed information about the procedure to follow for electronic participation in the general meeting is available on the company's website.

Article 8a: Partially electronic general meeting

- 8a.1 When the board of directors finds it appropriate and technically safe it may invite shareholders to attend by electronic means general meetings that are also attended by shareholders in person (a partially electronic general meeting). In this way, shareholders will be able to attend, express their opinion and vote at the general meeting by electronic means. In due course, more information will be made available on the company's website and in the relevant notices convening the general meetings, and written information on the subject will also be sent to shareholders registered in the company's register of shareholders.

Article 9: Chairman of the meeting, minute book and voting results

- 9.1 The general meeting shall be presided over by a chairman appointed in advance by the board of directors. The chairman, who does not have to be a shareholder, shall de-

side all questions concerning the handling of matters at the meeting, including the proceedings, votes and voting results.

9.2 The proceedings at the general meeting shall be recorded in a minute book to be signed by the chairman of the meeting.

9.3 Not later than two weeks after the general meeting the minute book, or an authenticated transcript of the minute book, shall be made available to the company's shareholders.

9.4 Not later than two weeks after the general meeting, the voting results from the meeting shall be posted on the company's website.

Article 10: Agenda

10.1 The agenda of the annual general meeting shall include:

- (i) A report from the board of directors on the company's activities in the past financial year
- (ii) Presentation of the audited annual report for adoption
- (iii) Resolution on the discharge from liability of members of the executive board and the board of directors
- (iv) Resolution on the distribution of profit or the payment of loss in accordance with the adopted annual report
- (v) Election of members to the board of directors
- (vi) Election of auditor
- (vii) Any motions submitted by the board of directors or by shareholders

- (viii) Any other business

Article 11: Making the agenda and related documents available to shareholders on the company's website

11. Unless a shorter timeframe is prescribed by the Danish Companies Act, the following documents and information shall be made available to the shareholders on the company's website not later than three weeks before the general meeting (including the date on which the meeting is held):
- (i) The notice convening the general meeting containing such information as is set out in article 8(7) above
 - (ii) The total number of shares and voting rights as at the date of the notice convening the general meeting
 - (iii) The documents to be presented at the general meeting including, for annual general meetings, the audited annual report
 - (iv) The agenda and the complete motions
 - (v) If relevant, the forms to be used for voting by proxy or by correspondence, unless these forms are sent directly to shareholders. If, for technical reasons, these forms cannot be made available on the company's website, the company must explain on its website how to obtain hardcopy forms. In such cases, the company shall send the forms to all shareholders upon request.

Article 12: Right to vote and right of attendance etc

- 12.1 All shareholders have a right to vote at the general meeting in accordance with the provisions below.

- 12.2 The right of shareholders conferred upon them by their shareholdings to attend and vote at the company's general meetings or to vote by correspondence, see article 12(6) below, shall be determined on the basis of the number of shares held by them as at the registration date, as defined in article 12(5) below. Sales or purchases of shares by shareholders in the period between the registration date and the general meeting to which said date is connected do not affect the shareholders' right to vote at the general meeting in person or by correspondence.
- 12.3 To attend the company's general meeting shareholders must submit a request for an admission card to the company not later than three days before the general meeting accompanied by appropriate proof of identity. Admission cards are issued to shareholders holding shares in the company at the date of registration, see article 12(5) below.
- 12.4 If the board of directors has decided to arrange a general meeting that is partially electronic, see article 8(a) above, shareholders wishing to attend the general meeting by electronic means must follow the procedure posted on the company's website and set out in the notice convening the general meeting in order to sign up for electronic attendance not later than three days before the general meeting. Participation by electronic means is subject to the same requirements as stated above on the issuance of admission cards.
- 12.5 The registration date shall be defined as the day preceding the date of the general meeting by one week. At the expiry of the registration date the number of shares held by each individual shareholder in the company shall be determined on the basis of the entries made in the register of shareholders and duly substantiated notices to the company concerning acquisitions of shares not yet recorded in the register but received by the company prior to the expiry of the registration date. To be recorded in the register of shareholders and included in the statement, notices concerning shareholdings must be documented by the presentation of transcripts from VP Securities A/S or similar documentation issued within the preceding month. The company must be in receipt of such documentation before the expiry of the registration date.

- 12.6 Instead of casting their vote by attending the general meeting in person, shareholders may vote by correspondence, meaning that they submit their votes prior to the general meeting. Shareholders deciding to vote by correspondence must submit their vote to the company by ordinary mail or by email in due time for it to be received by the company not later than one day before the general meeting. Postal votes received by the company cannot be revoked.
- 12.7 Prior to the general meeting shareholders may ask questions about the agenda and other meeting-related material provided that the company is in receipt of such questions not later than three days before the general meeting. The possibility of asking questions before the general meeting does not affect the right of shareholders to ask questions at the actual general meeting.
- 12.8 Each share amount of DKK 20 shall confer one vote upon its holder at the general meeting.
- 12.9 As a general rule, all resolutions passed at the general meeting are passed by simple majority.
- 12.10 However, as a general rule the adoption of a resolution to amend the company's articles of association shall require the support of two thirds of both the votes cast and the voting stock represented at the general meeting.
- 12.11 However, the amendments listed below may be carried out only if two thirds of the share capital are represented at the general meeting, and only if the motion is adopted by a majority of two thirds of the votes cast as well as of the voting stock represented at the general meeting. If less than two thirds of the share capital are represented at the general meeting, but the motion is adopted by a majority of two thirds of the votes cast as well as of the voting stock represented at the general meeting, a new general meeting shall be convened as soon as possible at which the motion may be adopted by two thirds of the votes cast regardless of the size of the share capital represented at the meeting. This provision shall apply to the following:

- i. Resolution to dissolve the company and amend article 3 of these articles of association
 - ii. Resolution to amend article 4 of these articles of association
 - iii. Resolution to amend article 5 of these articles of association
 - iv. Resolution to amend article 7 of the articles of association
 - v. Resolution to amend articles 12(8), 12(9), 12(10) and 12(11) of these articles of association
 - vi. Resolution to amend article 21 of these articles of association
- 12.12 Shareholders are entitled to attend the general meeting by proxy. The proxyholder shall present a written and dated proxy. No restrictions in terms of time or otherwise shall apply to proxies.
- 12.13 Shareholders may revoke proxies issued by them at any point in time. This shall be done in writing.
- 12.14 The shareholder or the proxyholder may attend the general meeting accompanied by an advisor.

Article 12a: Electronic communication

- 12a.1 The company may use electronic document exchange and electronic mail as specified below in its communication with the shareholders.
- 12a.2 Notices convening the shareholders to ordinary and extraordinary general meetings, including the complete motions for amendments to these articles of association, agenda, annual report, interim report, quarterly report, company announcements, minutes of general meetings, proxy forms, postal voting forms and admission cards as well as other general information from the company to the shareholders, may be sent electronically, including by email.
- 12a.3 The above documents, except for the admission cards for the general meeting, shall also be posted on the company's website. The company's website shall also contain

information about the requirements to the systems used and the procedures applying to the use of electronic communication.

- 12a.4 The company shall request from the shareholders registered in the company's register of shareholders an electronic address to which the company may send notices etc. It is the individual shareholder's responsibility to ensure that the company is in possession of his or her correct electronic address.

Article 13: The board of directors

- 13.1 In addition to the members of the board of directors elected by the employees of the company according to the applicable provisions of Danish law, the board shall consist of not less than three and not more than eight members to be elected at the general meeting for a term of one year. Members may be re-elected.

Article 14: Rules of procedure

- 14.1 The board of directors shall elect a chairman and a deputy chairman to take over the duties of the chairman in his or her absence.
- 14.2 The board of directors shall lay down detailed rules for the performance of its tasks in the form of a set of Rules of Procedure.
- 14.3 The board of directors shall meet as provided by the Rules of Procedure and when deemed expedient by the chairman or at the request of a member of the board of directors or a member of the executive board.
- 14.4 The board of directors constitutes a quorum when more than half of all its members as well as more than half of the members elected by the general meeting are present. Resolutions by the board are passed by a simple majority of the members present at the meeting. In the event of a parity of votes, the chairman holds the casting vote.

- 14.5 The proceedings of the meetings of the board of directors shall be recorded in a minute book to be signed by all members present.

Article 15: Employment of the executive board

- 15.1 The board of directors shall employ between one and five executive directors including one chief executive officer and between one and four executive officers, as the case may be, who may be employed as a chief technical officer, a chief financial officer, an HR director or a marketing director.

Article 16: Divestment of real property

- 16.1 Real property owned by the company may only be sold or mortgaged with the prior consent of the board of directors.

Article 17: The executive board

- 17.1 The executive board shall be in charge of the day-to-day management of the company's operations under the supervision of, and in accordance with the instructions issued by, the board of directors.

Article 17a: Incentive pay

- 17a.1 The company has prepared a set of general guidelines for incentive pay to the executive board. These guidelines have been presented to and adopted by the company's general meeting. The guidelines are publicly available on the company's website.

Article 18: Power to sign for the company

- 18.1 The power to sign for the company shall be exercised by the chief executive officer jointly with another executive director or jointly with the chairman or the deputy chairman of the board of directors, or by the chief financial officer jointly with the

chairman of the board of directors, or by the joint signatures of all members of the board of directors.

Article 19: Closing of the books

19.1 The company's financial year runs from 1 January to 31 December.

Article 20: Annual report

20.1 The company's annual report shall be audited by a state-authorized public accountant elected by the general meeting for one year at a time.

Article 21: Distribution of profit

21.1 The annual report shall give a true and fair view of the company's assets and liabilities, its financial position and profit/(loss) for the year and shall include such depreciation and provisions as are prescribed by law and are deemed necessary. The general meeting shall decide on the distribution of profit upon recommendation from the board of directors.

Thus adopted at the annual general meeting on 18 April 2018.