

VEDTÆGTER

KALAALLIT AIRPORTS INTERNATIONAL A/S

ARTICLES OF ASSOCIATION

KALAALLIT AIRPORTS INTERNATIONAL A/S

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VEDTÆGTER

KALAALLIT AIRPORTS INTERNATIONAL A/S

1 SELSKABETS NAVN OG HJEMSTED

- 1.1 Selskabets navn er KALAALLIT AIRPORTS INTERNATIONAL A/S.
- 1.2 Selskabets hjemsted er Kommuneqarfik Sermersooq.

2 SELSKABETS FORMÅL

- 2.1 Selskabets formål er i overensstemmelse med § 2 i Inatsisartutlov nr. 4 af 22. november 2018 om rammebetingelser for anlæg, drift og finansiering af international lufthavn i Nuuk og i Ilulissat samt regional lufthavn i Qaqortoq at anlægge, eje og drive international lufthavn i Nuuk og i Ilulissat.

3 SELSKABETS KAPITAL OG AKTIER

- 3.1 Selskabskapitalen udgør DKK 500.000 fordelt på kapitalandele à nominelt DKK 1. Selskabskapitalen er fuldt indbetalt.
- 3.2 Kapitalandelene er ikke-omsætningspapirer, men skal lyde på navn og være noteret i selskabets ejerbog. Selskabet fører selv sin ejerbog.
- 3.3 Ingen kapitalandele har særlige rettigheder. Ingen kapitalejer er pligtig til at lade sine kapitalandele indløse helt eller delvist.
- 3.4 Der er ikke udstedt ejerbeviser.

4 OVERDRAGELSE OG PANTSÆTNING AF KAPITALANDELE

- 4.1 Enhver overdragelse til eje eller pantsætning af kapitalandele i selskabet kræver bestyrelsens forudgående samtykke.
- 4.2 Bestyrelsens stillingtagen til hvorvidt samtykke til overgang eller pantsætning af kapitalandele i selskabet skal gives eller nægtes skal foreligge senest 4 uger efter, at en kapitalejer skriftligt

ARTICLES OF ASSOCIATION

KALAALLIT AIRPORTS INTERNATIONAL A/S

NAME AND REGISTERED OFFICE OF THE COMPANY

- The name of the Company is KALAALLIT AIRPORTS INTERNATIONAL A/S.
- The registered office of the Company is located at Kommuneqarfik Sermersooq.

OBJECTIVE OF THE COMPANY

- Pursuant to Section 2 of the Inatsisartut Act No. 4 of 22 November 2018 regarding the framework conditions for the construction, operation and financing of international airports in Nuuk and Ilulissat as well as a regional airport in Qaqortoq, the objective of the Company is to establish, own and operate international airports in Nuuk, Ilulissat.

CAPITAL AND SHARES OF THE COMPANY

- The Company's share capital equals DKK 500,000, divided into shares of nominally DKK 1. The share capital is fully paid in.
- The shares are non-negotiable instruments, but shall be registered shares and be entered into the Company's register of shareholders. The Company shall itself keep its register of shareholders.
- Special rights shall not be attached to any shares. No shareholder shall be under an obligation to allow their shares to be redeemed in part or in whole by the Company or others.
- Share certificates shall not be issued.

TRANSFER AND PLEDGE OF SHARES

- Any transfer in ownership or pledge of shares in the Company requires the prior approval of the board of directors.
- The resolution of the board of directors whether to consent to or refuse the transfer or pledge of shares in the Company shall be presented no later

har anmodet om et sådant samtykke. I mangel af stillingtagen inden fristens udløb anses samtykke til overdragelsen eller pantsætningen for givet.

than four (4) weeks after receipt of a written request from a shareholder for such consent. In the absence of such resolution before expiry of the deadline, the consent to the transfer or pledge shall be considered as given.

5 GENERALFORSAMLING

GENERAL MEETING

5.1 Selskabets generalforsamlinger afholdes i den kommune, hvor Selskabet har hjemsted.

The general meetings of the Company are to be held in the municipality of the registered office of the Company.

5.2 Ordinær generalforsamling afholdes hvert år i så god tid, at den reviderede og godkendte årsrapport kan være modtaget af Erhvervsstyrelsen senest 5 måneder og 3 uger efter regnskabsårets afslutning.

The ordinary general meeting shall be held each year in due time to submit the audited and adopted annual report to the Danish Business Authority no later than five (5) months and three (3) weeks after the end of the financial year.

5.3 Generalforsamlinger indkaldes af bestyrelsen ved brev, jf. dog pkt. 6, til kapitalejerne på den til ejerbogen opgivne adresse med højst fire ugers og mindst 14 dages varsel. I indkaldelsen skal angives, hvilke anliggender der skal behandles på generalforsamlingen, og såfremt forslag til vedtægtsændringer skal behandles på generalforsamlingen, skal forslagets væsentligste indhold angives i indkaldelsen.

General meetings are to be convened by the Board of Directors by letter, see however clause 6, to the shareholder at the addresses stated in the register of shareholders with no more than four (4) weeks' notice and not less than two (2) weeks' notice. The notice of the meeting shall include the matters to be discussed at the general meeting. If proposals for amendments to the Articles of Association are to be considered at the general meeting, a summary including key contents of such proposal is to be included in the notice of the meeting.

5.4 Senest 14 dage før generalforsamlingen skal dagsordenen og de fuldstændige forslag fremsendes til kapitalejerne og fremlægges til eftersyn for kapitalejerne på selskabets hovedkontor. For den ordinære generalforsamlings vedkommende skal årsrapporten med revisionspåtegninger fremsendes til kapitalejerne senest 30 dage før generalforsamlingen og fremlægges til eftersyn for kapitalejerne på selskabets hovedkontor senest 30 dage før generalforsamlingen.

Not later than two (2) weeks prior to the general meeting, the agenda and the complete wording of the proposals shall be submitted to the shareholders and made available for inspection by the shareholders at the head office of the Company. For the ordinary general meeting, the audited annual report shall be submitted to the shareholders no later than 30 days prior to the general meeting and be made available for inspection by the shareholders at the head office of the Company no later than 30 days prior to the general meeting.

5.5 Dagsordenen for den ordinære generalforsamling skal omfatte:

The following items shall be on the agenda of the general meetings:

1. Valg af dirigent
2. Beretning om selskabets virksomhed
3. Forelæggelse af årsrapporten til godkendelse
4. Beslutning om anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport
5. Valg af formand for bestyrelsen
6. Valg af øvrige medlemmer til bestyrelsen

1. Election of chairman of the meeting
2. Report on the activities of the Company
3. Presentation of the annual report for approval
4. Resolution on the distribution of profits or cover of loss pursuant to the approved annual report
5. Election of the Chairman of the Board
6. Election of the other members of the Board

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| <p>7. Fastlæggelse af honorar til bestyrelsen</p> <p>8. Valg af revisor</p> <p>9. Forslag fra bestyrelsen og/eller kapital-ejerne</p> <p>10. Eventuelt</p> | <p>7. Determination of the fee of the members of the Board</p> <p>8. Election of an Auditor</p> <p>9. Proposals submitted by the Board of Directors and/or the shareholders</p> <p>10. Any other business</p> |
| <p>5.6 På generalforsamlingen giver hver kapitalandel à DKK 1 én stemme. På generalforsamlingen kan beslutninger kun tages om de forslag, der har været optaget på dagsordenen.</p> | <p>At the general meeting, each share of DKK 1 entitles to one vote. At the general meeting, decisions can only be made on proposals that have been admitted to the agenda.</p> |
| <p>5.7 De på generalforsamlingen behandlede anliggender afgøres ved simpelt stemmeflertal, medmindre selskabsloven foreskriver særlige regler om repræsentation og majoritet eller det vedrører anliggender, der kræver enstemmighed i medfør af pkt. 5.8.</p> | <p>The matters discussed at the general meeting shall be determined by a simple majority of the votes, unless the Danish Companies Acts provides special rules in respect of representation and majority or it is a matter that requires unanimity pursuant to clause 5.8.</p> |
| <p>5.8 Følgende beslutninger kan alene træffes ved enstemmighed blandt kapitalejerne:</p> <p>(i) Samtykke til overgang af kapitalandele og pantsætning af kapitalandele i selskabet (jf. punkt 4.1).</p> <p>(ii) Vedtægtsændringer, der ikke udelukkende skyldes ændringer i lovgivningen.</p> <p>(iii) Spaltning og fusion (hvor beslutningen herom tilkommer generalforsamlingen).</p> <p>(iv) Opløsning af selskabet.</p> | <p>The following resolutions can only be made by unanimity of the shareholders:</p> <p>(i) Consent to the transfer of shares or pledge of shares in the Company (see clause 4.1).</p> <p>(ii) Amendments of the Articles of Association that are not entirely due to amendments to the legislation.</p> <p>(iii) Demerger or merger (the decision of which rests with the general meeting).</p> <p>(iv) Dissolution of the Company.</p> |
| <p>5.9 Over det på generalforsamlingen passerede indføres beretning i selskabets forhandlingsprotokol, der underskrives af dirigenten.</p> | <p>The proceedings of the general meeting are to be reported in the Minutes of General Meeting to be signed by the chairman of the meeting.</p> |

6 ELEKTRONISK KOMMUNIKATION

- 6.1 I enhver kommunikation mellem selskabet og kapitalejerne kan anvendes elektronisk kommunikation, dvs. elektronisk dokumentudveksling samt elektronisk post (e-mail) i stedet for fremsendelse eller fremlæggelse af fysiske dokumenter. Den enkelte kapitalejer er ansvarlig for, at selskabet til enhver tid er i besiddelse af den pågældende kapitalejers e-mailadresse.
- 6.2 Selskabet kan således blandt andet fremsende indkaldelser til og dagsordener for generalforsamlinger, årsrapporter, fuldstændige forslag til behandling på generalforsamlingen og øvrige informationer til kapitalejerne via e-mail.

ELECTRONIC COMMUNICATION

- Any communication between the Company and the shareholders can take place by electronic means, i.e. electronic exchange of documents and electronic mail (email) instead of forwarding or presenting physical documents. The individual shareholder is responsible for the Company being at any time in possession of the email address of the individual shareholder.
- Thus, the Company may, inter alia, forward convening notices or agendas of general meetings, annual reports, complete proposals to be discussed at the general meeting and other information to the shareholders by email.

- 6.3 Kapitalejerne kan til enhver tid anmode selskabet om at oplyse kravene til de anvendte systemer samt om fremgangsmåden i forbindelse med elektronisk kommunikation.
- The shareholders may at any time request the Company to inform about the requirements of the applied systems and the procedure in respect of the electronic communication.

7 SELSKABETS LEDELSE

MANAGEMENT OF THE COMPANY

7.1 Bestyrelse

Board of Directors

- 7.1.1 Selskabets bestyrelse består af 3 – 7 medlemmer med tillæg af eventuelle medarbejdervalgte repræsentanter.
- The Board of Directors of the Company shall consist of 3 - 7 members with addition of any representatives elected by the staff.
- 7.1.2 De generalforsamlingsvalgte bestyrelsesmedlemmer, herunder formanden, vælges på den ordinære generalforsamling for 1 år ad gangen. Genvalg kan finde sted.
- The members of the Board of Directors elected by the general meeting, including the Chairman of the Board of Directors, are elected at the ordinary general meeting for a period of one year at a time. Re-election is possible.
- 7.1.3 Såfremt et bestyrelsesmedlem fratræder sit hverv før udløbet af perioden, og et nyt bestyrelsesmedlem indvælges som følge heraf, indtræder det nye bestyrelsesmedlem i det fratrædende medlems resterende valgperiode.
- If a member of the Board of Directors resigns before the expiry of the relevant period and a new member is subsequently elected, the new member shall join the Board of Directors for the remaining election period of the resigning member.
- 7.1.4 Bestyrelsesmedlemmerne oppebærer et årligt honorar, hvis størrelse for det kommende år fastsættes af generalforsamlingen.
- The members of the Board of Directors shall receive an annual fee, the amount of which for the subsequent year shall be determined by the general meeting.
- 7.1.5 En person kan ikke vælges til eller forblive medlem af bestyrelsen, hvis vedkommende er eller bliver medlem af Inatsisartut eller Naalakkersuisut, Folketinget eller den danske Regering, er eller bliver taget under konkursbehandling eller betalingsstandsning (eller rekonstruktion, såfremt der er tale om en person hvis forhold er underlagt det danske konkursstatut), er eller bliver dømt for grovere overtrædelser af skattelovgivningen eller for overtrædelser af bestemmelser om økonomisk kriminalitet i kriminallov for Grønland eller tilsvarende lovgivning i Danmark eller udlandet.
- A person cannot be elected or remain a member of the Board of Directors if the person in question is or becomes a member of Inatsisartut or Naalakkersuisut, the Danish Parliament or the Danish government; is or becomes subject to proceedings in bankruptcy or suspension of payments (or reconstruction if the person in question is subject to the Danish bankruptcy rules); is or has been convicted for gross violations of tax laws or violations of provisions regarding financial crimes pursuant to criminal law in Greenland or corresponding legislation in Denmark or abroad.
- 7.1.6 Ethvert bestyrelsesmedlem skal forud for valg på generalforsamlingen give oplysning om sine ledelseshverv i andre selskaber.
- Prior to the election at the general meeting, each member of the Board of Directors shall inform about his/her managerial offices in other companies.
- 7.1.7 I tilfælde af stemmelighed i bestyrelsen er formandens stemme afgørende.
- In the case of equality of votes, the Chairman has the casting vote.
- 7.1.8 I øvrigt træffer bestyrelsen ved en forretningsorden nærmere bestemmelser om udførelsen af sit erhverv.
- Furthermore, the Board of Directors shall on basis of the Rules of Procedure make decisions regarding the performance of its duties.

7.1.9 Bestyrelsens medlemmer har tavshedspligt med hensyn til alt, hvad de erfarer i deres egenskab af medlemmer af bestyrelsen, medmindre der er tale om forhold, der af bestyrelsen er bestemt til eller ifølge lovgivningen er genstand for umiddelbar offentliggørelse.

The members of the Board of Directors are bound by a duty of confidentiality regarding all matters coming to their knowledge in their capacity as members of the Board, unless such matters according to the decision of the Board or pursuant to law are to be subject to immediate publication.

7.2 **Direktion**

Board of Management

7.2.1 Bestyrelsen ansætter en direktion bestående af 1 – 4 medlemmer.

The Board of Directors shall appoint a management board consisting of 1 - 4 members.

8 TEGNINGSREGEL

PROVISION REGULATING THE POWER TO BIND THE COMPANY

8.1 Selskabet tegnes af en direktør i forening med bestyrelsesformanden, eller af bestyrelsesformanden i forening med et bestyrelsesmedlem eller af den samlede bestyrelse

The Company is bound by the signature of a member of the management board jointly with the Chairman of the Board of Directors, or by the Chairman of the Board of Directors jointly with a member of the Board of Directors, or by all members of the Board of Directors.

9 REGNSKAB OG REVISION

ANNUAL ACCOUNTS AND AUDITING

9.1 Selskabets regnskabsår er kalenderåret. Det første regnskabsår er dog fra stiftelsen og til udgangen af 2019.

The Company's financial year is the calendar year. However, the first financial year shall run from the establishment until the end of 2019.

9.2 Selskabets årsrapport revideres af én statsautoriseret revisor med fast hjemsted i Grønland, der vælges af generalforsamlingen for ét år ad gangen.

The Company's annual report shall be audited by one state-authorized public accountant with fixed domicile in Greenland, elected at the ordinary general meeting for one year at a time.

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Således vedtaget ved ekstraordinær generalforsamling den 8. januar 2019.

Approved the extraordinary general meeting on 8 January 2019.