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This English translation of the statutes of the Swedish Credit Insurance and Surety Association (KGFF) are for information purposes only. The official statutes accepted by the Annual Meeting of the association is the original Swedish document, whereas the purpose of this translation is to make the content of the statutes accessible for non-Swedish participants.

STATUTES

These statutes have been adopted at the Annual General Meeting on the 14th of February 2019 and are an update of the original Statutes at the Ordinary General Meeting from the 26th of June 2013, amended at the extra General Meeting of the 17th of January 2014, the Annual General Meeting on the 23rd of March 2015, 21st of March 2016, 16th of February 2017 and 15th of February 2018.

1 § Name

The name of the association shall be Kredit- och Garantiförsäkringsföreningen (abbreviation KGFF), with its domicile in Stockholm, Sweden. The English name shall be The Swedish Credit Insurance and Surety Association.

2 § Purpose

KGFF is a joint organisation for the insurers, the insurance brokers and other interested parties within credit insurance and surety in Sweden. The main purpose of the association is to increase the knowledge regarding credit insurance and surety and its importance for the Swedish trade and industry. This shall be done through information, education, PR, directed activities and general spreading of information towards the Swedish trade society and the governmental authorities.

The association will fulfil its purpose through:

working for increased knowledge regarding the importance of credit insurance and surety for the society and for individual entities

acting as a remittance instance and express the joint view of the credit insurance and surety society on relevant topics in relation to the parliament, the government, organizations and the public

executing investigations, issuing proposals and raise debate on topics of importance for the credit insurance and surety society, the Swedish trade and industry and the economy in general



otherwise work in the interest of a sound development of the credit insurance and surety sector

otherwise work in the interest of spreading knowledge and educate regarding credit insurance and surety

The association shall not in any respect carry on the opinions or interests of any individual member and shall never engage in any activity contrary to free competition.

3 § Membership

A membership in the association can be applied for and approved of for:

- An insurance company with licence to conduct insurance practice in accordance to the law (1982:713) of insurance (Försäkringsrörelselagen), and whose main practice is credit insurance and surety bonds. The same is applicable for foreign insurance companies and associations with a permit to conduct insurance practice in Sweden in accordance with the law (1998:293) on foreign insurance companies and pension institutes practice in Sweden (lagen om utländska försäkringsgivares och tjänstepensionsinstituts verksamhet i Sverige) - 2 chapter 1 § 1 p and 4 chapter 1 § 1 sentence

- Insurance brokers according to the law (2005:405) on insurance brokering (lagen om försäkringsförmedling), with direct or indirect interest in the credit insurance and surety bonds sector.

- Other companies and organization with direct or indirect interest in the credit insurance and surety sector

A membership in the association includes all companies or associations within a company group or an associated group of companies.

Membership applications shall be considered by the board of directors and executed by the CEO.

Member who is not working in line with KFF's statues and purpose or member not fulfilling its obligations within KFF, can be excluded by decision by the board of directors.

4 § The Annual Meeting of the association – The annual assembly

The association shall assemble for an annual meeting once per year, no later than three months after the end of the business year. An extra assembly can be held, should the board of directors find it necessary, or if at least 60% of the members so requests in writing to the board of directors.

The notice of the annual meeting shall be sent in writing to each member no earlier than six (6) weeks and no later than four (4) weeks in advance of the ordinary meeting and at least

two (2) weeks in advance of an extra meeting. The members shall be informed of the agenda and the topics to be discussed no later than two (2) weeks in advance of the meeting.

5 § Agenda items of the annual meeting

On an ordinary annual meeting of the association, the following items shall be addressed:

1. Election of Chairman and secretary for the annual meeting of the association, and the election of two persons to verify the minutes together with the chairman
2. Rectification of the voting list
3. Approval of the agenda as suggested by the board of directors
4. Confirm whether the meeting has been duly noticed
5. Submission of annual report, yearly status report and auditor's report, and adopting the profit and loss statement and the balance sheet
6. Granting discharge for the board of directors
7. Decide on the number of seats in the board of directors and electing directors, chairman and vice chairman
8. Decide on substitutes for the directors and elect substitutes, if any.
9. Elect auditor auditors and substitutes for the auditors
10. Decide on the number of members of the election committee and elect chairman and members of the election committee
11. Budget and action plan for the coming business year
12. Establish the membership fee for the coming business year
13. Other issues as suggested by the board of directors
14. Other issues as suggested by the members

When deciding on granting discharge for the board of directors, members of the board are not entitled to vote.

Decisions and elections as expressed in agenda items 7 - 8, 10 are for the period until the next ordinary annual meeting. The term of office for auditors and substitutes are three years.

In order for a proposal as stated in agenda item 14 to be considered by the annual meeting, the proposal shall be sent in writing to the board of directors no later than three weeks prior to the meeting.

An Extra assembly of the annual meetings shall be opened with the election of a chairman for the meeting and two persons to verify the minutes together with the chairman. Further, there shall be a rectification of the voting list. Only the topics that gave rise to the extra assembly are allowed to be discussed at the meeting.



6 § Voting Rights

Each member has one vote. With the exception mentioned in paragraph 16, all votes are decided with simple majority. Any member can demand a secret poll in a particular issue. In case of equal number of votes, the chairman has the casting vote.

7 § Fees

The costs for the operations of the association, or any other legal entity where the association is involved and operates its practice, shall be financed through membership fees and other eventual revenues.

Each business year, all members shall pay a membership fee as established at the annual meeting.

The membership fees shall be due at a point in time decided by the board of directors.

Member who has not paid the annual fee within due date and after reminder can be excluded by decision by the board of directors.

The membership fee decides whether the member is entitled to a seat at the board of directors. The criteria for the membership fees and qualification for a seat on the board of directors are the following:

Insurer:	1/1 membership fee	Entitled to a seat on the board
Banks & Finance Companies:	1/1 membership fee	Entitled to a seat on the board
Banks & Finance Companies:	1/2 membership fee	Not entitled to a seat on the board
Insurer:	1/2 membership fee	Not entitled to a seat on the board
Insurance broker:	1/2 membership fee	Entitled to a seat on the board
Insurance broker:	1/4 membership fee	Not entitled to a seat on the board
Companies:	1/4 membership fee	Not entitled to a seat on the board

A new member entering into the association during a business year shall, at the time of entry, pay the above stated membership fee, pro-rata the remainder of the business year.

8 § Board of Directors

The association is presided by a board of directors.

The board of directors consists of the number of delegates decided at the annual meeting and as suggested by the election committee. The board of directors is elected for a period of one year. The annual meeting is electing the Chairman and the Vice Chairman of the board.



To each board member a deputy is elected from the same member organisation who has the possibility to enter in its place in the case of the regular board members absence. An external director does not need a deputy.

Any member paying the membership fee according to the qualifying criteria in accordance with paragraph 7 is entitled to a seat on the board. In addition, the annual meeting can elect one external director.

If the Chairman resigns prematurely, the Vice Chairman shall succeed as Chairman until the next ordinary annual meeting. If both the Chairman and the Vice Chairman resigns prematurely, the board of directors shall among themselves appoint a new Chairman.

In case one of the members of the board of directors is restrained from fulfilling his or her duties as a member of the board, a replacement can be elected to act in his or her place for the remainder of the term of office

The Managing Director of the association is a co-opted member of the board of directors and is the permanent secretary, responsible for the minutes of the meetings. The Managing Director does not have the right to vote, unless he represents a member company or organization.

Unless other is decided in a specific case, no remuneration shall be given to any of the members of the board of directors. The remuneration to the Managing Director shall be determined by the board of directors.

9 § The form of work for the board of directors

The board of directors shall assemble at least three times per year, of which one meeting shall be a constitutive meeting no later than one month after the annual meeting of the association.

The board of directors form a quorum when more than half of the delegates are present. Cases are decided through with simple majority. In case of equal number of votes, the chairman has the casting vote.

The board of directors shall suggest a budget for the business year, which will be approved by the annual meeting. The board of directors shall decide regarding the split of costs between the associations and any eventual other legal entity wherein the association carries on activities.

The authorized signatories for the association shall be the board of directors or other person empowered by the board of directors.



10 § Committees and other bodies

The board of directors can appoint one or several committees for processing certain issues or topics before being tried in the board, or for making decisions in matters of non critical nature. For each committee, the board of directors shall establish statutes. The delegates, the chairman, and if relevant, vice chairman of the committee, are appointed by the board of directors.

The board of directors can decide to set up certain organizational bodies for a certain time period or until further notice. Also in these cases, the board of directors shall establish statutes and appoint the chairman and delegates

11 § The election committee

The annual general meeting appoints the election committee with representation from the association's members. The annual general meeting also appoints the chairman of the election committee. At least one member of the election committee shall be from any of the member associations represented in the board. The members of the election committee may not at the same time be regular members of the board.

The tasks of the election committee are to prepare the election of the delegates, substitutes, chairman and vice chairman of the board of directors. In case the election committee suggests a re-election, the committee shall report at what time the delegate or the substitute was originally elected. The same procedure shall apply in case of re-election of the chairman and vice chairman.

Since whether the members are eligible for the board of directors is determined by the membership fee, the responsibility of the election committee is particularly important. The main task of the election committee is to ensure that the proposals regarding the board of directors for the coming business year is prepared according to the following:

- a) Describe and suggest the size and the composition of the board of directors for the coming business year
- b) List and document the members whom for the coming business year are eligible for a seat among the board of directors
- c) Obtain suggestions regarding people nominated for a seat among the board of directors from each member eligible for a seat during the coming business year

If a delegate of the election committee leaves a member organization or if his or her role as a delegate of the committee is terminated for another reason, the election committee shall, in consultation with the chairman of the board of directors, chose a replacement.

The election committee shall, in addition to its suggestions, also account for how the work of the committee has been conducted.



The proposals as suggested by the election committee shall be delivered to the board of directors no later than three weeks in advance of the ordinary annual meeting.

12 § Managing Director

The Managing Director is appointed by the board of directors.

It is the responsibility of the Managing Director to manage the secretariat of the association, to prepare and present cases to the board of directors, to take minutes of the board meetings, to ensure that the accounts are being maintained and to execute decisions made by the board.

The Managing Director is expected to run the operative business in the spirit of the purpose of the association, independently and without the involvement of the board of directors.

13 § Messages to the members

The members of the association shall, without delay, have access to minutes of the annual meeting and other important meetings. Further, the members shall be informed of important issues discussed in the board of directors as well as changes in the composition of the association.

14 § Auditors

The business year of the association shall be identical to the calendar year.

For the audit of the accounting records and the administration of the board of directors, one auditor and a substitute shall be appointed.

15 § Resignation

A member has the right to resign from the association at any time. The announcement of the resignation shall be made in writing to the board of directors.

The resigning member shall pay the membership fee to the association for the remainder of the business year during which the resignation was announced.

If the resignation is caused by the reluctance to pay the established membership fee, the resigning member shall announce this to the Managing Director or the board of directors no later than 30 days after the membership fee has been decided and communicated.



16 § Alterations of the statutes

A decision to change these statutes or a decision to dissolve the association must be made by a unanimous annual meeting. Such a decision can also have legal effect if it is made by two consecutive annual meetings, of which one is an ordinary meeting, held with at least one month period in between and which on the second meeting is taken with at least two thirds majority.

Any eventual surplus from the association shall be split pro-rata among the members in accordance with the membership categories in paragraph 7.