



Vedtægter
Georg Jensen A/S

CVR-nr. 26 57 36 45

Articles of association
Georg Jensen A/S

CVR no. 26 57 36 45



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1	Navn, formål og koncernsprog	1	Name, object and official group language
1.1	Selskabets navn er Georg Jensen A/S. Selskabet driver tillige virksomhed under følgende binavne: A. Michelsen A/S (Georg Jensen A/S) Aktieselskabet Sølvsmedene A. Michelsen og Georg Jensen (Georg Jensen A/S) Georg Jensen Sølvsmedie A/S (Georg Jensen A/S) Georg Jensen Selskabet A/S (Georg Jensen A/S) Georg Jensen Magazine A/S (Georg Jensen A/S) Hans Hansen Sølvsmedie A/S (Georg Jensen A/S)	1.1	The name of the company is Georg Jensen A/S. The company also operates under the following secondary names: A. Michelsen A/S (Georg Jensen A/S) Aktieselskabet Sølvsmedene A. Michelsen og Georg Jensen (Georg Jensen A/S) Georg Jensen Sølvsmedie A/S (Georg Jensen A/S) Georg Jensen Selskabet A/S (Georg Jensen A/S) Georg Jensen Magazine A/S (Georg Jensen A/S) Hans Hansen Sølvsmedie A/S (Georg Jensen A/S)
1.2	Selskabets formål er fabrikation og handel, særlig inden for juvel-, sølv- og guldvareindustrien, samt anden virksomhed som efter bestyrelsens skøn står i forbindelse hermed.	1.2	The object of the company is manufacturing and trade, particularly within the jewelry, silver and gold industry, and any other business activities which in the opinion of the board of directors are related thereto.
1.3	Koncernsproget er engelsk.	1.3	The official group language is English.
2	Selskabets kapital og aktier	2	The company's share capital and shares
2.1	Selskabets kapital udgør nominelt DKK 139.649.100 fordelt i aktier á nominelt DKK 100 eller multipla heraf.	2.1	The company's nominal share capital is DKK 139,649,100, divided into shares of nominal DKK 100 each or multiples thereof.
2.2	Ingen aktier skal have særlige rettigheder. Ingen aktionær er pligtig at lade sine aktier indløse helt eller delvis.	2.2	No shares shall carry special rights. No shareholder shall be under an obligation to have his shares redeemed in full or partly.



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| 2.3 | Aktierne skal ikke være omsætningspapirer, men skal lyde på navn og være noteret i selskabets ejerbog. Selskabet udsteder ikke aktiebrev. | 2.3 | The shares shall not be negotiable instruments but shall be recorded in the name of the holder in the company's register of shareholders. The company does not issue share certificates. |
| 2.4 | Ejerbogen føres af selskabet og skal indeholde en oversigt over ejerne af selskabets aktier samt andre rettigheder, der måtte stiftes over aktierne. | 2.4 | The register of shareholders is kept by the company and shall contain an overview of the owners of the company's shares as well as other rights over the shares from time to time. |
| 3 | | 3 | |
| 3.1 | Generalforsamlinger
Generalforsamlinger afholdes i Frederiksberg Kommune eller et andet sted i Storkøbenhavn. | 3.1 | General meetings
General meetings shall be held in the municipality of Frederiksberg or at another place in Greater Copenhagen. |
| 3.2 | Generalforsamlinger indkaldes med mindst 2 ugers og højst 4 ugers varsel. Indkaldelse kan ske via selskabets hjemmeside. Indkaldelse skal dog til alle aktionærer, som er noteret i selskabets ejerbog, og som har fremsat begæring herom, ske skriftligt ved anbefalet brev, eller elektronisk per e-mail i det omfang aktionæren har afgivet sin e-mail adresse til selskabet. Indkaldelsen skal angive dagsordenen for generalforsamlingen. | 3.2 | General meetings shall be convened with at least two weeks' and not more than four weeks' notice. The notice to convene can be provided on the company's website. If requested by any shareholder recorded in the register of shareholders the notice to convene shall be given in writing by registered letter or electronically by e-mail provided that the shareholder has given his e-mail address to the company. The notice to convene shall specify the agenda for the general meeting. |
| 3.3 | Ordinær generalforsamling afholdes hvert år efter regnskabsårets udløb i så god tid, at den reviderede og godkendte årsrapport kan indsendes til Erhvervsstyrelsen inden udløbet af den herfor gældende frist i Årsregnskabsloven. | 3.3 | The annual general meeting shall be held each year after the end of the financial year and in time for submission of the audited and adopted annual report to the Danish Business Authority before expiry of the time limit specified in the Danish Financial Statements Act. |
| 3.4 | Ekstraordinær generalforsamling afholdes, når bestyrelsen finder det hensigtsmæssigt eller på begæring af revisor. Aktionærer, der ejer mindst 5 % af aktiekapitalen, har ret til at begære, at bestyrelsen indenfor to uger fra begæringens modtagelse indkalder til en ekstraordinær generalforsamling. Begæringen skal indgives skriftligt og in- | 3.4 | An extraordinary general meeting shall be held when the board of directors finds it appropriate or when requested by the auditor. Shareholders owning 5% or more of the share capital shall be entitled to request that the board of directors within two weeks of the receipt of the request shall convene an extraordinary general meeting. The request shall be in writing |



	deholde en angivelse af emnerne, der ønskes behandlet på generalforsamlingen.		and contain a specification of the topics that are requested to be transacted at such general meeting.
3.5	Senest to uger før en generalforsamlings afholdelse skal dagsordenen og de fuldstændige forslag samt for den ordinære generalforsamlings vedkommende tillige revideret årsrapport gøres tilgængelige til eftersyn for aktionærerne.	3.5	At least two weeks before a general meeting, the agenda and the complete proposals, and in the case of the annual general meeting, the audited annual report, shall be made available for review by the shareholders.
3.6	Dagsordenen for den ordinære generalforsamling skal omfatte: <ol style="list-style-type: none">1. Bestyrelsens beretning.2. Godkendelse af revideret årsrapport.3. Anvendelse af overskud eller dækning af tab i henhold til den godkendte årsrapport.4. Decharge for bestyrelsen og direktionen.5. Forslag fra bestyrelsen eller aktionærer.6. Valg af medlemmer til bestyrelsen.7. Valg af revisor.8. Eventuelt.	3.6	The agenda for the annual general meeting must include the following items: <ol style="list-style-type: none">1. Report from the board of directors.2. Adoption of the audited annual report.3. Distribution of profits or covering of loss according to the adopted annual report.4. Discharge of the board of directors and the executive board.5. Proposals from the board of directors or the shareholders.6. Election of members to the board of directors.7. Election of auditor.8. Any other business.
3.7	På generalforsamlingen giver hvert aktiebeløb på nominelt DKK 100 én stemme.	3.7	Each share amount of nominal DKK 100 carries one vote at the general meeting.
3.8	Stemmeret kan udøves i henhold til fuldmagt.	3.8	Voting rights may be exercised by proxy.
3.9	På generalforsamlingen afgøres alle anliggender ved simpelt stemmeflertal, med mindre vedtægterne eller lovgivningen foreskriver andet.	3.9	At the general meeting, all resolutions shall be decided by a simple majority of votes unless otherwise prescribed by law or by the articles of association.
3.10	Generalforsamlingen ledes af en dirigent udpeget af bestyrelsen.	3.10	The general meeting shall be chaired by a chairman appointed by the board of di-



3.11 Dirigenten afgør alle spørgsmål om generalforsamlingens lovlige indvarsling, sagernes behandling, stemmeafgivningen og resultatet heraf.

3.12 Over forhandlingerne på generalforsamlingen føres en protokol, der underskrives af dirigenten.

4 Bestyrelse og direktion

4.1 Til selskabets bestyrelse vælger generalforsamlingen mellem tre og fem medlemmer.

4.2 Bestyrelsens medlemmer vælges for et år ad gangen. Genvalg kan finde sted.

4.3 Bestyrelsen vælger selv en formand.

4.4 Bestyrelsen er beslutningsdygtig, når over halvdelen af dens medlemmer er repræsenteret. De i bestyrelsen behandlede anliggender afgøres ved simpelt stemmeflertal. I tilfælde af stemmelighed i bestyrelsen er formandens stemme bestemmende.

4.5 Bestyrelsen fastsætter selv sin forretningsorden.

4.6 Bestyrelsen ansætter en direktion bestående af et til tre medlemmer.

4.7 Bestyrelsen er bemyndiget til at træffe en eller flere beslutninger om udlodning af ekstraordinært udbytte i overensstemmelse med reglerne i selskabslovens § 182 og § 183.

5 Tegningsret

5.1 Selskabet tegnes af bestyrelsesformanden og et bestyrelsesmedlem i for-
ening, af et bestyrelsesmedlem og en

rectors.

3.11 The chairman decides on all questions concerning the legal convening of the general meeting, the processing of cases, the voting and the result thereof.

3.12 Minutes recording the proceedings at the general meeting shall be kept and shall be signed by the chairman.

4 Board of directors and management

4.1 The general meeting elects between three and five members to the board of directors of the company.

4.2 The members of the board of directors are elected for a term of one year. Re-election may take place.

4.3 The board of directors elects a chairman.

4.4 The board of directors forms a quorum when more than half of its members are represented. The business transacted by the board of directors shall be decided by a simple majority of votes. In the event of a tied vote among the board of directors, the chairman's shall have a casting vote.

4.5 The board of directors adopts its own rules of procedure.

4.6 The board of directors appoints an executive board consisting of one to three members.

4.7 The board of directors is authorised to pass one or more resolutions on distributing extraordinary dividends in accordance with sections 182 and 183 of the Danish Companies Act.

5 Authority to bind

5.1 The company is bound by the joint signatures of the chairman of the board of directors and a member of the board of di-



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direktør i forening, af to direktører i forening eller af den samlede bestyrelse i forening.

rectors, by the joint signatures of a member of the board of directors and a member of the executive board, by the joint signatures of two members of the executive board, or by the joint signatures of the entire board of directors.

6 Regnskab og revision

6 Accounts and auditing

6.1 Selskabets regnskabsår løber fra 1. januar til 31. december.

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

6.1a Selskabets regnskaber udarbejdes og aflægges på engelsk.

6.1a The company's accounts shall be prepared and presented in English

6.2 Selskabets regnskab revideres af en af generalforsamlingen for et år ad gangen valgt statsautoriseret revisor. Genvalg kan finde sted.

6.2 The company's accounts are audited by a state-authorized public accountant elected at the general meeting for one year at a time. Re-election may take place.

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Som ændret på selskabets ekstraordinære generalforsamling den 28. september 2015.

As amended at the extra ordinary general meeting of the company on 28 September 2015.

Som dirigent:

As chairman of the meeting:



Michael Wejp-Olsen