

## **Articles of Association Picterus Newborn Health**

### **Article 1: Name of the Company**

The company's name is Picterus Newborn Health.

### **Article 2: Registered Office**

The registered office is in the municipality of Trondheim, Norway.

### **Article 3: Language**

The company's official language is English and will only be translated into Norwegian if necessary and obligatory.

### **Article 4: The Non-Profit's Activity**

The company's purpose is to reduce the prevalence of severe jaundice in low-resource markets by offering a neonatal jaundice screening solution. Activity can also include production, marketing, further development of solutions, and other activities hereunder which is related. The company will on a need-to-need basis collaborate with local NGOs, governmental agencies, and other organizations. The organization is a NON-PROFIT company, and any surplus will be used to further develop the organization to reach a higher population. The company shall under no circumstance pay a dividend.

### **Article 5: Share Capital**

The share capital is NOK 30.000,00 divided on 30.000 shares, each with a nominal value of NOK 1,00.

### **Article 6: The Company's Board and Election of the Board**

The company will have a minimum of 2 and a maximum of 5 non-executive directors. Two non-executive directors sign jointly on behalf of the company.

### **Article 7: Changes to the Articles of Association**

Any amendments to the articles of association proposed by the board of directors must be unanimously approved. If significant changes are proposed—defined as amendments that fundamentally alter the company's direction, operations, or activities (equivalent to a change in Article 4)—the company must notify its donors to gather their feedback on the proposed changes. A summary of the donors' feedback will be presented at the General Meeting where the amendments

to the articles of association are to be decided. The General Meeting is responsible for resolving any amendments to the articles of association.

#### **Article 8: Ordinary General Meeting**

The Ordinary General Meeting shall be held every year within six months after the end of each accounting year. The notice of the Ordinary General Meeting shall be sent no later than one week before the meeting is to be held. The notice shall specify the items to be considered in the meeting and at minimum include approval of last financial year's accounting and other obligatory items which according to the law of articles of association are to be decided by the Ordinary General Meeting.

#### **Article 9: Dissolve**

If the Ordinary General Meeting resolves to either liquidate or in any way dissolve the company either in its whole or by changing its article, any paid-in donations are to be in its whole (less any external debt which are to be settled first) paid out to any humanitarian organization with a similar purpose as Picterus Newborn Health.

\*\*\* 24th January 2025\*\*\*