

Articles of association

Hemtex AB

Corp. reg. no.556132-7056

Article 1 Name of the company

The name of the company is Hemtex AB. The company is a public company (publ).

Article 2 Registered office

The registered office of the Board of Directors of the Company shall be in Borås.

Article 3 The company's operations

The company shall directly and indirectly within a franchise system conduct trade with interior decoration products for private homes and public environments in Sweden and on selected export markets, and own and manage its subsidiaries.

Article 4 Share capital

The company's share capital shall be not less than SEK 65 million and no more than SEK 260 million.

Article 5 Shares

The number of shares shall be at least 25,000,000 and not more than 100,000,000.

Article 6 Board

The board of directors shall, with respect to directors appointed by the general shareholders' meeting, consist of not less than three (3) and not more than nine (9) members, with not more than five (5) deputy directors.

Article 7 Auditors

At least one and not more than two auditors with, where applicable, not more than two deputy auditors are to be elected at the Annual General Meeting. Authorized Public Accountants or a registered accounting firm are to be elected the company's auditors and, where applicable, deputy auditors.

Article 8 Notice convening general shareholders' meetings

Notices convening the Annual General Meeting or extraordinary shareholders' meeting held to address amendments of the company's articles of association shall be issued not earlier than six weeks and not later than four weeks prior to the meeting. Notice of any other extraordinary shareholders' meeting shall be issued not earlier than six weeks and not later than two weeks prior to the meeting.

Notice of the shareholders' meeting shall be issued through an announcement in Post- och Inrikes Tidningar (the Official Gazette) and in Dagens Nyheter.

Article 9 General shareholders' meetings

Since the company is a CSD company, the right to participate in general shareholders' meetings accrues to anyone who is entered as a shareholder in the transcript or other statement of the share register referred to in Chapter 7, Section 28, third paragraph of the Swedish Companies Act that pertains to conditions pertaining five weekdays prior to the Meeting.

Shareholders wishing to participate in shareholders' meeting shall report their intention to participate at the meeting to the company not later than at 4:00 pm on the date specified in the notice convening the meeting. This day may not be a Sunday, any other public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not be earlier than five weekdays prior to the meeting.

Shareholders' meetings shall be held in Borås, Gothenburg or Stockholm. Shareholders may be accompanied by one or two assistants at the shareholders' meeting, provided that they have informed the company of the number of assistants in the manner stipulated in the foregoing paragraph.

The following items of business shall be addressed at the Annual General Meeting:

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes of the meeting
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and the auditors' report and the consolidated financial statements and the auditors' report on the consolidated financial statements.
7. Adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet.
8. Appropriations to be made of the Company's earnings as shown in the adopted balance sheet.

9. Resolution to discharge the members of the Board and the President from personal liability for the period covered by the financial statements.
10. Determination of the number of Members and Deputy Members of the Board of Directors and, where applicable the number of Auditors and Deputy Auditors.
11. Determination of the fees to be paid to the Board of Directors and to the auditors.
12. Election of Members and Deputy Members of the Board and, where applicable, of Auditors and Deputy Auditors.
13. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the Articles of Association.

Article 10 Fiscal year

The company's fiscal year shall extend from 1 May to 30 April.

Article 11 CSD clause

The company's shares must be registered in a central securities register pursuant to the Financial Instruments (Accounts) Act (1998:1479).

The Articles of Association were assigned the above wording following a resolution made by an Annual General Meeting held on September 5, 2006.

CURRENT TEXT:		PROPOSED NEW TEXT:
<p>Articles of association</p> <p>Hemtex AB org. nr 556132-7056</p> <p>Article 10 Fiscal year</p> <p>The company's fiscal year shall extend from 1 May to 30 April.</p>		<p>Articles of association</p> <p>Hemtex AB org. nr 556132-7056</p> <p>Article 10 Fiscal year</p> <p>The company's fiscal year shall extend from 1 January to 31 December.</p>