# ARTICLES OF ASSOCIATION

**for**

**BioGaia AB (publ), Reg No 556380-8723**

*§ 1* Company name

The name of the company is BioGaia AB. The company shall be public (publ).

*§ 2 The registered address of the Board of Directors*

The registered address of the Board of Directors shall be in the City of Stockholm, in the County of Stockholm.

*§ 3 Business*

The object of the company's business is, directly or through subsidiaries or other forms of partial ownership or partnership, to develop, produce, market and sell products for the promotion of health in the form of pharmaceuticals, natural preparations, food supplements, additives to foods and animal fodder and for these products suitable delivery systems, and to carry out therewith compatible activities.

*§ 4 Share capital*

The share capital shall be not less than SEK 10 000 000 and not more than SEK 40 000 000.

*§ 5* Types of shares

It shall be possible to issue the company's shares in two series, Series A and Series B. In any voting at a general meeting of shareholders, a share in series A (A-share) shall give ten votes and a share in series B (B-share) one vote.

If shares of both classes are issued, the number of shares in each series may amount to not more than ninety-nine one hundredth parts of the whole number of shares in the company.

If the company decides to issue new shares of Series A and Series B through a cash issue or a set-off issue, the owners of shares of Series A and Series B shall have the preferential right to subscribe for new shares of the same class in proportion to the

number of shares which the holder previously owns (primary preferential right). Shares which have not been subscribed for with primary preferential right shall be offered for subscription (subsidiary preferential right) to all the shareholders. If the number of shares thus offered is not sufficient for the subscription which takes place with subsidiary preferential right, the shares shall be distributed between the subscribers in proportion to the number of shares which they previously own and, if this cannot take place, through the drawing of lots.

That which has been stated above shall not impose any restriction on the possibility of making a decision with respect to an issue which deviates from the preferential rights of the shareholders.

If the company decides to issue subscription options or convertibles through a cash issue or a set-off issue, the shareholders shall have the preferential right to subscribe for subscription options as though the issue concerned those shares which may come to be newly subscribed for due to the option, and also the preferential right to subscribe for convertibles as though the issue concerned those shares for which the convertibles may come to be exchanged.

If the share capital is increased through a bonus issue, new shares of each class shall be issued in proportion to the number of shares of the same class which previously existed. In that connection, old shares of a certain class shall mean the right to new shares of the same class. That which had here been stated shall not impose any restriction on the possibility of issuing shares of a new class through a bonus issue, after the requisite alteration has been made in the Articles of Association.

At the request of a shareholder, shares of Series A (one or several) belonging to that shareholder shall be converted into shares of Series B. The request for conversion, which must be in writing and state the number of shares to be converted, shall be submitted to the Board of Directors. The conversion shall thereafter be notified without delay for registration with the Swedish Companies Registration Office and shall be effective when it has been registered and been noted in the central securities depository register.

*§ 6 The number of shares*

The number of shares shall be not less than 100 000 000 and not more than 400 000 000.

*§ 7 The Board of Directors*

The Board of Directors shall consist of not less than five and not more than nine directors and not more than three deputies.

*§ 8 Auditor*

For the examination of the Company's annual report and of the administration by the Board of Directors and the Managing Director, one or two authorized public accountants shall be appointed with the same number of deputies, or an auditing company.

*§ 9 Notice*

The notice convening a general meeting shall be issued as an advertisement in the Official Swedish Gazette (Post- och Inrikes Tidningar) and on the company's Internet website. That the notice has been issued shall be announced in Svenska Dagbladet.

*§ 10 The right to participate at a general meeting*

A shareholder who wishes to participate at a general meeting shall register with the Company not later than the day indicated in the notice convening the general meeting. This day must not be a Sunday, any other public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not fall earlier than the fifth weekday before the meeting. An assistant to a shareholder can be taken to a general meeting only if the shareholder registers the assistant in a similar manner.

*§ 11 Securities Account provision*

The shares of the company shall be registered in a Securities Account in accordance with the Financial Instruments Central Securities Depository (CDS) and Accounts Act (1998:1479).

*§ 12 General meeting*

The general meeting shall be held in the City of Stockholm.

The Chairman of the Board or a person whom the Board of Directors shall have appointed shall open the general meeting and lead the negotiations until the chairman for the meeting has been elected.

The Annual General Meeting shall be held annually within six (6) months after the end of the financial year. At the Annual General Meeting, the agenda shall include the following items:

1. Appointment of a chairman for the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Appointment of one or two persons to scrutinise and approve the minutes
5. Consideration of whether the meeting has been properly convened
6. Presentation of the annual report and the audit report and, if applicable, the

consolidated financial statement and consolidated audit report

7. Decisions relating to
    a. approval of the annual report and balance sheet and, if applicable, the consolidated income statement and consolidated balance sheet
    b. allocations of the Company's profit or loss according to the approved balance sheet
    c. discharge from liability of the Board of Directors and of the Managing Director if applicable
8. Approval of the fees to the Board of Directors and the auditors
9. Election of the Board of Directors and any deputy directors
10. Election, where applicable, of auditors and deputy auditors or an auditing company
11. Any other business which, according to the Companies Act or the company's Articles of Association, may be considered by the Annual General Meeting.

At a general meeting, each person entitled to vote may vote for the entire number of shares owned and represented by him, without any limitation in the number of votes.

*§ 13 Collecting of power of attorneys and postal voting*

The Board of Directors may collect forms of proxy in accordance with the procedures described in Chapter 7 Section 4 Paragraph 2 of the Swedish Companies Act (2005:551).

The Board of Directors may, prior to a general meeting, resolve that the shareholders is permitted to exercise their voting rights by post prior to the general meeting.

*§ 14 Financial year*

The company's financial year shall be the calendar year.