

**ARTICLES OF ASSOCIATION OF AKTIEBOLAGET ELECTROLUX  
(Corporate Identification No. 556009-4178) in wording proposed for resolution by the  
Annual General Meeting 2014.**

**Article 1**

The name of the Company is Aktiebolaget Electrolux. The Company is a public company (publ).

**Article 2**

The registered office of the Board of Directors shall be in Stockholm.

**Article 3**

The object of the Company's business is to carry on trade, primarily in capital household goods, to manufacture machinery and equipment, to acquire and manage shares, and to carry on other business activities compatible therewith.

**Article 4**

The share capital of the Company shall be not less than SEK seven hundred and fifty million (SEK 750,000,000) and not more than SEK three billion (SEK 3,000,000,000).

**Article 5**

The number of shares shall be not less than 300,000,000 and not more than 1,200,000,000.

The shares of the Company may be issued in two series, A and B. For the purposes of voting at a General Meeting, each share of series A carries one vote and each share of series B carries one-tenth of a vote.

Shares of series A may be issued up to a maximum number of 1,200,000,000 and shares of series B up to a maximum number of 1,200,000,000. Shares of series A and series B carry equal rights to participation in the Company's assets and profit.

Should the Company decide to issue new series A and series B shares by way of a cash issue or a set-off issue, the holders of series A and series B shares shall have the priority right to subscribe for new shares of the same series in proportion to their existing shareholdings (primary preferential right). Shares not subscribed for by primary preferential right shall be offered to all shareholders (subsidiary preferential right). If the number of shares available for subscription is insufficient for the subscription made under subsidiary preferential right, the shares shall be distributed among the subscribers in proportion to their previous shareholdings and, if this is not possible, by the drawing of lots.

Should the Company decide to issue new shares of only series A or series B by way of a cash issue or a set-off issue, all shareholders shall have preferential right to subscribe for the new shares in proportion to their previous shareholdings irrespective of whether they hold series A or series B shares.

Should the Company decide to issue warrants or convertible bonds by way of a cash issue or a set-off issue, all shareholders shall have preferential right to subscribe for warrants as if the issue concerned the shares that may be newly subscribed for pursuant to the warrant and, respectively, preferential right to subscribe for convertible bonds as if the issue concerned the shares that the convertible bonds may be converted into.

The above shall not constitute any restriction in the possibility to resolve on a cash issue or a set-off issue deviating from the shareholders' preferential rights.

If the share capital is increased by way of a bonus issue, new shares of each series shall be issued in proportion to the previous number of shares of each series. Previous shares of a given series shall thereby entitle the holder to receive new shares of the same series. This shall not constitute any restriction in the possibility to issue new shares of a new series by way of a bonus issue, following the necessary amendments to the articles of association.

Owners of series A shares shall be entitled to request conversion of series A shares to series B shares. Such request for conversion, which shall be made in writing and specify the number of shares to be converted, shall be made to the Company. The Company shall without delay notify the conversion to the Swedish Companies Registration Office for registration. The conversion is effected once the registration is completed and it has been noted in the Central Securities Depository Register.

**Article 6**

The Board of Directors of the Company shall consist of not less than five and not more than fifteen members with not more than ten deputy members.

**Article 7**

For the audit of the Company, not less than one and not more than two authorized accounting firms or two auditors with two deputy auditors shall be appointed at a General Meeting. The appointment as auditor shall apply until the close of the Annual General Meeting that is held during the fourth financial year after the election of the auditor.

The Board of Directors is authorized to appoint one or several special auditors to audit such statements or plans prepared by the Board of Directors in accordance with the Companies Act (2005:551) in relation to such an issue of shares, warrants or convertibles with provisions on non-cash consideration or that subscription shall be made against payment through set-off of claims or other provisions, transfer of own shares against non-cash consideration, reduction of the share capital or the statutory reserve, merger or division of limited companies.

**Article 8**

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

**Article 9**

Notice convening a General Meeting shall be issued through announcement in the Swedish Official Gazette as well as at the Company's website. Announcement to the effect that notice convening a General Meeting has been issued shall be made in Svenska Dagbladet and Dagens Nyheter.

**Article 10**

In order to participate in a General Meeting, a shareholder shall notify the Company not later than the day stated in the notice convening the meeting, stating the number of assistants. This day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not fall earlier than the fifth weekday before the meeting.

**Article 11**

The following matters shall be dealt with at the Annual General Meeting:

- election of chairman at the meeting;
- preparation and approval of the voting list;
- approval of the agenda;
- election of two minutes-checkers;
- question as to whether the meeting has been properly convened;
- presentation of the annual report and the audit report as well as the consolidated accounts and the group audit report;

- resolutions on
  - a) the adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet,
  - b) the discharge of liability of the directors of the Board and the Managing Director,
  - c) dispositions in respect of the Company's profit or loss in accordance with the adopted balance sheet;
- resolution on the number of directors and deputy directors;
- resolution on the fees for the Board of Directors and, if applicable, the auditor or the auditors;
- election of the Board of Directors and, if applicable, auditor or auditors and deputy auditors;
- other matters to be dealt with at the General Meeting in accordance with the Swedish Companies Act.

**Article 12**

The Company's shares shall be registered in a Central Securities Depository Register under the Financial Instruments Act (Sw: lagen (1998:1479) om kontoföring av finansiella instrument).

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