Orkela UAB ARTICLES OF ASSOCIATION

1. General

- 1.1. Orkela UAB is a company with its authorised capital divided into shares (hereinafter the 'Company').
- 1.2. The Company is a private legal person with limited liability, having economic, commercial, financial and organisational independence. The liability of the Company is only limited to its assets.
- 1.3. The activities of the Company are guided by the Republic of Lithuania Civil Code, the Republic of Lithuania Law on Companies, other laws, these Articles of Association and other internal documents of the Company.
- 1.4. The legal form of the Company is a private limited company.
- 1.5. The financial year of the Company is the calendar year.

2. Corporate purpose and object

2.1. The Company may engage in any legal economic and commercial activities. The corporate purpose is to engage in the above economic activities by developing the business, ensuring the safe and effective operations of the Company and the rational use of the assets and other resources of the Company, to pursue economic benefit and protect the interests of the Company and its shareholders. The Company also has the right to engage in other activities not specified above if such activities do not contradict the corporate purpose and the laws of the Republic of Lithuania.

3. Authorised capital and shares

- 3.1. The authorised capital of the Company is EUR 1,050,000 (one million fifty thousand euros). The authorised capital is divided into 42,000 (forty-two thousand) ordinary registered shares, with the par value of EUR 25 (twenty-five euros) per share.
- 3.2. All the shares issued by the Company are ordinary registered book-entry shares. They are recorded as entries in the personal securities accounts which, in accordance with the law of the Republic of Lithuania, are opened and administered by the Company or the account administrator to whom the Company has delegated the administration of personal securities accounts under an agreement.

4. Rights of shareholders

4.1. Each fully paid-up ordinary registered share carries one vote for the shareholder at the general meeting of shareholders of the Company (hereinafter the 'General Meeting'), except the cases provided for by the law of the Republic of Lithuania. The shareholders of the Company have the property and non-property rights provided for in the laws, other legal acts and these Articles of Association.

5. Governing bodies

- 5.1. The governing bodies of the Company are the General Meeting and the Manager of the Company / **Director**.
- 5.2. The supreme governing body of the Company is the General Meeting.
- 5.3. The Supervisory Board and the Board are not formed in the Company.

- 5.4. The powers and convocation of the General Meeting and the procedure for passing resolutions, as well the powers, election and revocation of the Director and the procedure for passing decisions are defined in the Republic of Lithuania Law on Companies.
- 5.5. The Company has the rule of quantitative representation established, according to which the Director and the procurator jointly act on behalf of the Company.
- 5.6. The Director is also entitled to issue procurations.

6. Branches and representative offices

6.1. Branches and/or representative offices of the Company are established and wound up by the decision of the Director. The number of branches and/or representative offices is unlimited. Managers of branches and/or representative offices are appointed and removed by the decision of the Director, according to the regulations of branches and/or representative offices approved by the Director.

7. Procedure for publishing notices

- 7.1. Where notices of the Company must be announced publicly, they are published in the national daily *Lietuvos Rytas*. Other notices of the Company to the shareholders and other persons are sent by a registered letter or are delivered against signature. Urgent notices may be transmitted by electronic means of communication, and the originals are immediately dispatched to the addressee by a registered letter or are delivered against signature.
- 7.2. The responsibility for the timely publication and/or dispatch of notices is borne by the Director.
- 7.3. Notices to the shareholders and other persons are sent to the latest address indicated by them. A shareholder must inform the Company of the change of their (registered office) address in advance.
- 8. Procedure for making documents and other information of the Company available to the shareholders
- 8.1. Documents and other information of the Company are made available to the shareholders of the Company in accordance with the law.
- 8.2. Documents and other information of the Company or their copies are made available to the shareholders at the registered office of the Company. The responsibility for making documents and other information of the Company available to the shareholders is borne by the Director. Documents and their copies and other information are made available to the shareholders free of charge.

9. Procedure for amending the Articles of Association

9.1. The procedure for amending the Articles of Association of the Company does not differ from the procedure specified in the Republic of Lithuania Law on Companies.

/Signed/ Anastasija Pocienė Director

Date of execution of the Articles of Association: 13 October 2023

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