

**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.



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