

ARTICLES OF ASSOCIATION
of the public joint – stock company Invalda LT

I. GENERAL PROVISIONS

1. A public joint-stock company Invalda (hereinafter referred to as “Company”) is a limited civil liability private legal person with economic, financial and organizational independence.
2. The Company will act in accordance with the present Articles of Association, Civil Code of the Republic of Lithuania, Law on Companies and Law on Securities of the Republic of Lithuania and other legal acts.
3. The Company’s legal form: public joint-stock company.
4. The period of Company’s activity is unlimited.
5. The business year of the Company shall be a calendar year.
6. The Company’s name will be: public joint-stock company “Invalda LT”.

II. TARGETS AND SUBJECT OF THE COMPANY’S ACTIVITY

7. The Company’s activity target: satisfaction of the Company’s shareholders’ interests, ensuring a constant increase in value of shares owned by the Company’s shareholders. For this purpose the Company shall:
 - 7.1. improve the structure of the investment portfolio;
 - 7.2. carry out an active investing and re-investing activities.
 - 7.3. supervise economic-financial activity of companies controlled by the Company.
8. The subjects of the Company’s activity are the following: investment activity; services; construction; manufacturing; sales. The Company has a right also to be involved into other activities which do not contradict with laws of the Republic of Lithuania. Licensed activity and activity to be performed according to established procedure shall be performed by the Company provided that all appropriate licenses or permits have been obtained.

III. AUTHORIZED CAPITAL

9. The Authorized capital of the Company shall be LTL 28 259 185¹ (twenty-eight million two hundred and fifty-nine thousand one hundred eighty-five).
10. The Authorized capital can be increased upon resolution of the General Shareholders’ Meeting according to the order established in the Company Law of the Republic of Lithuania.
11. The Authorized capital can be decreased upon resolution of the General Shareholders’ Meeting according to the order established in the Company Law of the Republic of Lithuania or according to court decision incases provided in the Company Law of the Republic of Lithuania.

¹ The size of the Authorized capital may be amended in accordance with the rules established in the Split – Off Terms

IV. NUMBER OF COMPANY'S SHARES, THEIR FACE VALUE AND RIGHTS PROVIDED TO SHAREHOLDERS BY THE SHARES OWNED

12. The Company's authorized capital is divided into 28 259 185² (twenty-eight million two hundred and fifty-nine thousand one hundred eighty-five) ordinary registered shares.
13. Face value per share shall be LTL 1 (one).
14. The Company's shares are not material. They shall be documented by appropriate records made on personal securities accounts. Personal securities accounts of the Company's shareholders are managed according to the order established in appropriate legal acts.
15. The Company may issue ordinary shares having the status of employee shares.
16. The rights and duties of the shareholders are prescribed by the Law on Companies of the Republic of Lithuania and other legal acts of the Republic of Lithuania.

V. COMPANY'S GOVERNING BODIES

17. The governing bodies of the Company shall be: the General Shareholders' Meeting, the Board and the Company's Head. The Supervisory Board shall not be formed in the Company.
18. The Board is a collegial Company's governing body. It shall consist of 3 (three) members and function for the 4-year period. The Board members shall elect the Chairman of the Board.
19. The Company's sole governing body shall be the Company's Head (the President)
20. The scope of competence of the General Shareholders' Meeting, the order of its arrangement as well as other issues connected to the General Shareholders' Meeting and its resolutions, the scope of competence of the Company's Board and the Company's Head, the order of election (appointment) and recall as well as other issues connected to the Company's Board and the Company's Head shall be governed by chapter V of the Company Law of the Republic of Lithuania.
21. The Company's Board is to adopt the decision regarding issuance of bonds.
22. The Company's Head has the right according to the order established in the Civil Code of the republic of Lithuania to issue a Power of Attorney to the Company's employees.

VI. PROCEDURE OF ANNOUNCEMENT OF THE COMPANY'S NOTIFICATIONS

23. Notice about call of the Company's General Shareholders' Meeting shall be publicly announced as well as the documents related to the Meeting shall be provided to the shareholders of the Company according to the rules established in the Law on Companies and Law on Securities of the Republic of Lithuania.
24. All notices (except for notices referred to in Article 28 of the provided Articles of Association), that have to be announced according to the Company Law of the Republic of Lithuania and other laws, shall be announced in the electronic publication for public announcements which is issued by the register of legal entities in accordance with the terms established by the Government of the Republic of Lithuania

² The number of ordinary registered shares may be amended in accordance with the rules established in the Split – Off Terms

VII. PROCEDURE REGARDING DOCUMENTS AND OTHER INFORMATION

SUBMISSION TO SHAREHOLDERS

25. Upon a shareholder's written demand, the Company not later than within 7 days from the date of receipt of the written demand will make available to this shareholder the requested documents provided these documents contain Company's commercial (industrial) secrets. Copies of the requested documents may be sent to the shareholder by registered post or submitted in person.

26. A shareholder or a group of shareholders holding or managing more than 1/2 shares after having provided the Company with written and prepared upon established form obligation not to disclose the Company's commercial (industrial) secrets, shall have the right to inspect all the Company's documents.

27. In case a shareholder requires to provide the Company's documents' copies, a certain fee can be imposed in regard with the Company's expenses related to copying, submission and the Company's employees' time spent and other expenses related to the Company's information and documents providing, however the amount of this fee cannot exceed the information submission expenses fixed and approved by the Company's Head. The copies will be submitted having received the appropriate shareholder's written demand and having paid the fee amount according to the order established by this article.

VIII. PROCEDURE REGARDING ESTABLISHMENT OF THE COMPANY'S BRANCHES AND REPRESENTATIVE OFFICES AND THEIR ACTIVITY TERMINATION

28. A decision regarding establishment of the Company's branch and representative offices and its activity termination as well as regarding approval of their Articles of Association shall be adopted by the Company's Board according to the present Articles of Association and existing laws.

29. The Company's Board shall appoint and recall the heads of the Company's branches and representative offices.

IX. THE PROCEDURE OF AMENDMENT OF THE COMPANY'S

ARTICLES OF ASSOCIATION

30. The procedure of amendment of the Company's Articles of Associations will be governed by the Law on Companies of the Republic of Lithuania.

All the other issues not being agreed in the present Articles of Association shall be governed by the Civil Code of the Republic of Lithuania, the Law on Companies and Law on Securities of the Republic of Lithuania and other legal acts of the Republic of Lithuania.

The present Articles of Association were signed on _____, 2013.

President Dalius Kaziunas