

# **NEO Finance, AB**

## **Articles of Association**

### **1. General provisions**

- 1.1. NEO Finance, AB (hereinafter – the Company) is a private legal entity with a limited civil liability, which is guided in its activities by the Civil Code of the Republic of Lithuania, by the Republic of Lithuania Law on Companies, other legal acts of the Republic of Lithuania, as well as by these Articles of Association.
- 1.2. The legal form of the Company – the Public Limited Liability Company.
- 1.3. The name of the Company – NEO Finance, AB.
- 1.4. Period of the Company activity – unlimited.
- 1.5. Financial year of the Company – calendar year.

### **2. Objectives and object of the activity**

- 2.1. The main objectives of the Company activities are: to make a profit and satisfy the financial interests of the Company shareholders.
- 2.2. The main object of the Company activities: provision of financial services.
- 2.3. The Company may engage in any other activities, which do not conflict with the legal acts of the Republic of Lithuania, including, but not limited to, monetary intermediation, financial leasing, other credit provision, other financial services activities n. e. c., rental and operation of own or leased immovable property, consulting management activities.

### **3. Authorised capital, nominal value per share, number of shares and the rights granted**

- 3.1. The authorized capital of the Company is equal to 1,848,933.68 EUR (one million eight hundred forty-eight thousand nine hundred thirty-three euros and sixty-eight cents) and will be divided into 4,202,122 (four million two hundred two thousand one hundred twenty-two) units of the ordinary registered intangible shares of the Company with the nominal value of 0.44 EUR (zero euros and forty-four cents).
- 3.2. Each fully paid share entitles the shareholder holding it to one vote at the General Meeting of Shareholders of the Company.
- 3.3. The rights and obligations of the Company shareholders are prescribed by the Republic of Lithuania Law on Companies and other laws of the Republic of Lithuania.

### **4. Bodies of the Company**

- 4.1. The bodies of the Company: (i) general meeting of shareholders; (ii) the Board; and (iii) the single-person management body of the Company - the Head (the Manager of Administration).

### **5. General meeting of shareholders**

- 5.1. The general meeting of shareholders of the Company is assigned competence, which is prescribed by the Republic of Lithuania Law on Companies and other legal acts. The procedure for convening the ordinary (extraordinary) general meeting of shareholders, making decisions,

invalidity of decisions, drawing up of agenda and other issues are regulated by the Republic of Lithuania Law on Companies and other laws.

- 5.2. If the owner of all shares of the Company is one person, his written decisions are equated to the decisions of the general meeting of shareholders.

## **6. Board**

- 6.1. The Board is a collegial management body of the Company, which consists of 5 (five) members. The Board is elected for a period of 4 (four) years in accordance with the procedure established by the Law on Companies. The Board is headed by its chairperson.

- 6.2. ~~The Board of the Company is assigned the competence established in the Law on Companies of the Republic of Lithuania and other legal acts, including the supervisory functions provided for in Paragraph 11 of Article 34 of the Law on Companies of the Republic of Lithuania. The Board of the Company is assigned the competence, which is prescribed by the Republic of Lithuania Law on Companies and other legal acts.~~ Additionally, the Board of the Company:

- 6.2.1. analyses and evaluates the material provided by the Head of the Company about the sources of accumulation of the financial resources of the Company and methods of their use, about the Company transactions;
- 6.2.2. makes decisions on investment, transfer, lease of non-current assets with the balance sheet value greater than 200,000 EUR (calculated separately for each type of transaction);
- 6.2.3. makes decisions on pledging and mortgage of non-current assets with a balance sheet value of more than 5,200,000 EUR (the total amount of transactions is calculated);
- 6.2.4. makes decisions on surety or guarantee of performance of the obligations of other persons, the amount of which is greater than 200,000 EUR;
- 6.2.5. makes decisions to purchase non-current assets for a price higher than 200,000 EUR;
- 6.2.6. makes decisions to issue bonds, the total amount of which does not exceed 4,000,000 EUR (the total value of the bonds is calculated).

- 6.3. The activities of the Board, the procedure for convening meetings, decision-making and other issues are regulated by the Law on Companies, other legal acts and the work regulations of the Board.

## **7. Head of the Company**

- 7.1. The economic activities of the Company are organised and carried out by the Head of the Company - the Manager of Administration, who is elected and revoked by the Board in accordance with the procedure established by the Republic of Lithuania Law on Companies.
- 7.2. The Head of the Company is guided in his activities by the laws and other legal acts of the Republic of Lithuania, these Articles of Association, by decisions of the bodies of the Company and the staff regulations of the Head of the Company (if such are drawn up).
- 7.3. The Head of the Company is assigned the competence, which is established in the Republic of Lithuania Law on Companies and other legal acts.
- 7.4. The Deputy Head(s) of the Company, who is/are appointed and dismissed by the Head of the Company, can be appointed in the Company.
- 7.5. The Deputy Head of the Company is guided in his activities by the laws and other legal acts of the Republic of Lithuania, these Articles of Association, by decisions of the bodies of the Company

and the staff regulations of the Deputy Head of the Company (if such are drawn up).

- 7.6. The Company is represented individually and transactions on behalf of the Company are entered into individually by the Head of the Company or by the person(s) authorised by him. The Deputy Head of the Company does not have the right to act and enter into transactions on behalf of the Company independently without a duly issued authorization from the Head of the Company to perform the appropriate actions.
- 7.7. The Head of the Company individually confers powers to act on behalf of the Company. The conferment and revocation of powers must be registered. The Head of the Company cannot transfer by the authorisation more rights to the authorised person than conferred to the Head of the Company by these Articles of Association.

## **8. Procedure for announcing notifications**

- 8.1. When notifications of the Company must be made public, they shall be published in the electronic publication "Public notices of legal entities" published by the State Enterprise Centre of Registers.
- 8.2. Other notifications of the Company to shareholders and other persons are sent by registered letter or are served against signature. Urgent notifications may be transferred by means of electronic communications, the originals are immediately sent to the addressee by registered post or are served against signature.
- 8.3. Notifications to the shareholders are sent to the address specified in the securities accounting documents of the Company.
- 8.4. Head of the Company is responsible for sending of notifications or their service in time.

## **9. Procedure for submitting documents and information to the shareholders**

- 9.1. At the written request of the shareholder, the Company documents not related to the commercial (industrial) secret and confidential information of the Company, shall be presented to the shareholder for familiarization not later than within 7 days from the date of receipt of the request during the working hours of the Company at the registered office of the Company or in another place specified by the Head of the Company where the documents are stored. Copies of these documents can be sent to the shareholder by registered post or served against signature.
- 9.2. The shareholder or a group of shareholders owning or controlling 1/2 or more shares and having submitted to the Company a written undertaking in the form prescribed by it not to disclose the commercial (trade) secrets and confidential information, shall have the right to access all the documents of the Company. The form of the undertaking is determined by the Head of the Company.
- 9.3. The Company documents, their copies or other information shall be provided to the shareholders free of charge.

## **10. Establishment of branches and representative offices and termination of the activities**

- 10.1. Decisions on the establishment of the branches and/or representative offices of the Company and termination of their activities are made by the Board of the Company, which also approves the regulations of the branches and/or representative offices.
- 10.2. The management bodies of the Company branches and/or representative offices are appointed (revoked) by the Board of the Company.

## **11. Procedure for the change of Articles of Association**

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

## **12. Final provisions**

12.1. These Articles of Association shall enter into force on the date of signing thereof.

12.2. The Articles of Association are signed in three copies.

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Šiuos įstatus \_\_\_\_\_ pasirašė

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(vardas, pavardė, parašas)