

**ARTICLES OF ASSOCIATION OF  
AUGA group, AB**

***PART I. GENERAL PROVISIONS***

- 1.1. AUGA group, AB (**Company**) is autonomous private legal entity with limited civil liability.
- 1.2. The Company has commercial, economic, financial, organisational and legal autonomy.
- 1.3. The activities of the Company are based on the Civil Code of the Republic of Lithuania, the Law of the Republic of Lithuania on Companies, other laws and regulations of the Republic of Lithuania, and these Articles of Association.
- 1.4. The name of the Company shall be AUGA group, AB.
- 1.5. The legal form of the Company shall be a public limited liability company.
- 1.6. The Company together with legal entities directly or indirectly managed by it comprise the company group of the Company (hereinafter referred to as **AUGA Group**). The Company is the parent company of AUGA Group
- 1.7. The period of operation of the Company shall be perpetual.
- 1.8. The financial year of the Company shall be the calendar year.

***PART II. GOALS AND OBJECTIVES OF CORPORATE ACTIVITIES. CORPORATE PERSONALITY***

- 2.1. The goals of the activities of the Company shall be to operate in common interests of the shareholders of the Company by optimising over time the value of shareholders' equity, carry out the functions of a parent company in respect of AUGA Group and to receive profit by efficiently and productively developing business activities in the following areas:
  - 2.1.1. farming of animals;
  - 2.1.2. growing of crops combined with farming of animals;
  - 2.1.3. land purchases and sales;
  - 2.1.4. service activities;
  - 2.1.5. trade and real estate activities;
  - 2.1.6. wholesale and retail;
  - 2.1.7. construction;
  - 2.1.8. intermediation (including financial intermediation);
  - 2.1.9. manufacture of various products;
  - 2.1.10. advertising;
  - 2.1.11. letting of own property, renting of vehicles, machinery and equipment;
  - 2.1.12. other business activities not forbidden by the laws and regulations of the Republic of Lithuania.
- 2.2. While carrying out the functions of a parent company in respect of AUGA Group the Company shall implement the participant's rights and obligations, establish operating guidelines, adopt and approve corporative governance documents recommended to the entire AUGA Group, coordinate activity of AUGA Group and provide management services.
- 2.3. The Company may engage in activities that require a licence or a permit only after it obtains all required licences or permits.
- 2.4. Products, goods and services of the Company may be sold/provided or otherwise assigned in the Republic of Lithuania or abroad.
- 2.5. For the purpose of implementing goals established in these Articles of Association, the Company may do the following in compliance with the applicable laws of the Republic of Lithuania:
  - 2.5.1. conclude contracts and undertake obligations;

- 2.5.2. lend and borrow money. However, when borrowing from its shareholders (hereinafter referred to as **Shareholders**), the Company may not pledge its assets to Shareholders, and the borrowing of the Company from Shareholders under a loan contract must comply with the provisions of the Law on Companies as well as other laws and regulations of the Republic of Lithuania;
  - 2.5.3. become an incorporator or a member of other legal entities;
  - 2.5.4. establish branches and representative offices in the Republic of Lithuania and abroad;
  - 2.5.5. have other rights and have other obligations, provided they are in compliance with the laws of the Republic of Lithuania.
- 2.6. Article 2.1 of the Articles of Association of the Company shall not restrict the right of the Company to provide charity and sponsorship or to engage in other non-profit making activities, or the right of the Company to change, suspend or terminate its activities.
- 2.7. The accounting of the Company and its organisation and keeping, also the drawing up of the set of annual financial statements and the auditing procedure shall be established by the Law on Companies and other laws and regulations of the Republic of Lithuania and European Union.

### **PART III. AUTHORISED CAPITAL OF THE COMPANY. NUMBER AND PAR VALUE OF SHARES**

- 3.1. The authorised capital of the Company shall be EUR 65,950,713.08 (sixty-five million nine hundred fifty thousand seven hundred thirteen euros and 8 cents).
- 3.2. The authorised capital shall be divided into 227,416,252 (two hundred twenty-seven million four hundred sixteen thousand two hundred fifty-two) ordinary registered shares. The par value of each share shall be EUR 0.29 (twenty-nine euro cents).
- 3.3. Each share held by the Shareholder confers him one vote in the general meeting of shareholders of the Company.
- 3.4. The shares shall be book-entry shares. They shall be recorded as entries in personal securities accounts of Shareholders. Personal securities accounts of Shareholders shall be operated in accordance with the procedure laid down in laws and regulations regulating the securities market.

### **PART IV. RIGHTS CONFERRED BY SHARES**

- 4.1. Shareholders shall have no property obligations to the Company save for the obligation to pay up, in the established manner, all the shares subscribed for at their issue price.
- 4.2. Where the general meeting of shareholders resolves to cover the losses of the Company with additional contributions of Shareholders, Shareholders voting for such resolution shall have to pay the said contributions. Shareholders who did not attend the general meeting of shareholders or voted against such resolution shall have the right to refrain from paying additional contributions.
- 4.3. Shareholders shall have the following property rights:
  - 4.3.1. to receive a part of the profit of the Company (a dividend);
  - 4.3.2. to receive funds of the Company where the authorised capital of the Company is reduced for the purpose of paying the funds of the Company to Shareholders;
  - 4.3.3. to receive a part of assets of the Company in liquidation;
  - 4.3.4. to receive shares without payment where the authorised capital of the Company is increased out of the funds of the Company, except in cases provided by the Law of the Republic of Lithuania on Companies;
  - 4.3.5. to have the pre-emptive right in acquiring the shares or convertible bonds issued by the Company, except when the general meeting of shareholders resolves to withdraw the pre-emptive right for all the Shareholders following the procedure provided by the Law of the Republic of Lithuania on Companies;
  - 4.3.6. to transfer all or any of the shares to other persons following the procedure established by these Articles of Association and the laws and regulations of the

- Republic of Lithuania. Shareholders shall have the right to transfer only fully paid up shares to other persons;
- 4.3.7. to lend money to the Company following the procedure and as provided by the laws of the Republic of Lithuania. However, when borrowing from its Shareholders, the Company may not pledge its assets to the Shareholders. When the Company borrows from a Shareholder, the interest may not be higher than the average interest rate offered by commercial banks of the locality where the lender has his place of residence or business, which was in effect on the day of conclusions of the loan agreement. In this case the Company and Shareholders shall be prohibited from negotiating a higher interest rate;
  - 4.3.8. other property rights provided by the laws and the Articles of Association.
- 4.4. Shares shall be paid up and transferred following the procedure laid down in the laws and regulations.
- 4.5. Shareholders shall have the following non-property rights:
- 4.5.1. to attend the general meeting of shareholders and to vote at the general meeting of shareholders subject to the rights provided by the shares;
  - 4.5.2. to submit questions to the Company in advance relating to Agenda questions of general meeting of shareholders;
  - 4.5.3. to receive information about the Company specified in the Law of the Republic of Lithuania on Companies;
  - 4.5.4. to file a claim with the court for reparation of damage resulting from nonfeasance or malfeasance by the Executive Manager of the Company and members of the Board of their obligations established by the laws of the Republic of Lithuania and these Articles of Association, as well as in other cases laid down by law of the Republic of Lithuania;
  - 4.5.5. other non-property rights provided by the laws and the Articles of Association.
- 4.6. Only fully paid up shares shall provide the voting right in the general meeting of shareholders. The right to vote at a general meeting of shareholders may be withdrawn or restricted in cases provided by the laws of the Republic of Lithuania, also in cases when the title to a share is contested.

#### **PART V. BODIES OF THE COMPANY**

- 5.1. The bodies of the Company shall be as follows:
- 5.1.1. the general meeting of shareholders, which is the supreme body of the Company;
  - 5.1.2. the Management Board, which is a collegial management body;
  - 5.1.3. the Executive Manager (the Manager), which is a single-person management body.
- 5.2. The bodies of the Company must act in compliance with the following principles:
- 5.2.1. all management bodies of the Company must act in furtherance of the declared strategic objectives of the Company and AUGA Group in view of the need to optimise Shareholders' equity;
  - 5.2.2. the supervisory and management bodies of the Company must act in close co-operation in order to attain maximum benefit for the Company and its Shareholders;
  - 5.2.3. the supervisory and management bodies of the Company must ensure that the rights and interests of persons other than the Shareholders (e.g. employees, creditors, suppliers, clients, local community), participating in or connected with the activities of the Company, are duly respected;
  - 5.2.4. the supervisory and management bodies of the Company must act in good faith, with care and responsibility for the benefit and in the interests of the Company and its Shareholders with due regard to the interests of employees and public welfare.
- 5.3. By making decisions that fall under their competence per se, the bodies of the Company must follow the guidelines of multilateral trade systems in which financial instruments issued by the Company are listed, the Corporate Governance Codes for the Listed Companies to the extent it is expedient and relevant in accordance with the activities and goals of the Company.

**PART VI. GENERAL MEETING OF SHAREHOLDERS**

- 6.1. The general meeting of shareholders shall be the supreme body of the Company.
- 6.2. Persons who are Shareholders at the closing of the accounting day of the general meeting of shareholders of the Company shall have the right to attend the general meeting of shareholders or the adjourned general meeting of shareholders in person (except as otherwise provided by the laws of the Republic of Lithuania) or by power of attorney, or may be represented by persons with whom an agreement on the transfer of the voting right has been concluded. The accounting day of the meeting of the Company shall be fifth working day prior to the general meeting of shareholders or the fifth working day prior to the adjourned general meeting of shareholders.
- 6.3. Members of the Board, the Manager of the Company and the auditor who prepared the conclusion and report shall have the right to attend and speak at the general meeting of shareholders.
- 6.4. The general meeting of shareholders shall have the exclusive right to:
  - 6.4.1. amend the Articles of Association of the Company, except in cases provided by the Law of the Republic of Lithuania on Companies;
  - 6.4.2. to change the registered address of the Company;
  - 6.4.3. elect members of the Board;
  - 6.4.4. revoke the Board or its members;
  - 6.4.5. elect and revoke the firm of auditors to audit the annual financial statements, fix the terms of payment for auditing services;
  - 6.4.6. determine the class, number and set the par value and the minimum emission price of the shares issued by the Company;
  - 6.4.7. resolve to convert the Company's shares of one class into shares of another class, and approve the procedure of the conversion;
  - 6.4.8. approve the set of the annual financial statements;
  - 6.4.9. resolve on the appropriation of profit (loss);
  - 6.4.10. resolve on the formation, use, reduction and dissolution of the reserves;
  - 6.4.11. approve the set of the interim financial statements composed in order to issue dividends for a shorter period as financial year;
  - 6.4.12. resolve to distribute dividends for a shorter period as financial year;
  - 6.4.13. resolve to issue convertible bonds;
  - 6.4.14. resolve to withdraw the pre-emptive right for all Shareholders to acquire shares or convertible bonds of the specific issue of the Company;
  - 6.4.15. resolve to increase the authorised capital;
  - 6.4.16. resolve to reduce the authorised capital, except in cases provided by the Law of the Republic of Lithuania on Companies;
  - 6.4.17. resolve to change the number of issued shares of one class and nominal value of the share, without changing the authorised capital;
  - 6.4.18. take a decision on approval of the rules for issuing shares to the employees and (or) to the members of the bodies of the Company;
  - 6.4.19. resolve on the redemption of own shares by the Company;
  - 6.4.20. resolve on the reorganisation or division of the Company, and to approve the terms and conditions of such reorganisation or division;
  - 6.4.21. resolve to transform the Company;
  - 6.4.22. resolve to restructure the Company;
  - 6.4.23. resolve to liquidate the Company and to revoke the liquidation of the Company, except in cases provided by the Law of the Republic of Lithuania on Companies;

- 6.4.24. elect and revoke the liquidator of the Company, except in cases provided by the Law of the Republic of Lithuania on Companies;
  - 6.4.25. resolve on particularly exclusive transactions, such as transfer of the total or almost total property of the Company, which would actually mean the transfer of the Company;
  - 6.4.26. adopt other resolutions that the laws and regulations prescribe for the exclusive competence of the general meeting of shareholders.
- 6.5. The general meeting of shareholders may also deal with other issues, unless the Law of the Republic of Lithuania on Companies attributes them to the competence of other bodies of the Company and unless these issues per se are the functions of the management bodies.
  - 6.6. The general meeting of shareholders shall have no right to delegate the issues falling within the scope of its competence to other bodies of the Company.
  - 6.7. The procedure of convocation and organisation of the general meeting of shareholders as well as adoption of resolutions thereof are provided by the Law of the Republic of Lithuania on Companies.

## **PART VII. BOARD**

- 7.1. The Board shall be a collegial management body of the Company.
- 7.2. The Board shall have 5 (five) members. The Board shall be elected for the term of 2 (two) years.
- 7.3. The Board shall elect a Chairman from among its members.
- 7.4. The following persons may not serve as members of the Board:
  - 7.4.1. the Manager of the Company;
  - 7.4.2. auditor or employee of the audit company who participates and/or has participated during the performance of the audit of the set of the Company's financial statements and from the performance of which the period of 2 years has not passed, and with who an agreement on the audit of the set of the company's financial statements was concluded;
  - 7.4.3. a person who under the legal acts may not serve in this office.
- 7.5. More than half of the Board members shall be unrelated by employment relations with the Company. No less than 1/3 of Board members shall be unrelated with the Company, a shareholder controlling the Company and members of the Company's bodies by family, consanguinity, affinity and partnership relations, and a Board member shall not have or shall not have had business relations with the Company, either directly or as a shareholder, member of the collegiate management body or the manager of the company having such relations for at least a year before their appointment.
- 7.6. The Board shall be unbiased in adopting decisions that are significant to the Company's activity and strategy.
- 7.7. Where the Board's decisions can differently affect the Shareholders' interests, the Board should act impartially in respect of all Shareholders. It should ensure proper notification of the Shareholders on the Company's strategy, risk management and control and resolution of conflict of interests.
- 7.8. The Board shall consider and approve:
  - 7.8.1. the operating strategy of the Company, the Company's annual budget and business plan, risk management policies and procedures, the risk level acceptable in the Company's activity, annual financial and non-financial targets for the Company's Manager. The Board shall also analyse and assess information on the implementation of the Company's operating strategy and shall provide this information to the ordinary general meeting of shareholders. The operational strategy and goals of the Company shall be made public. The implementation of the strategy shall be introduced to the Shareholders at an annual general meeting of shareholders;
  - 7.8.2. the annual report of the Company;
  - 7.8.3. the interim report of the Company;

- 7.8.4. the structure of management and positions in the Company;
- 7.8.5. the positions to which employees are recruited by holding competitions;
- 7.8.6. regulations of branches and representative offices of the Company.
- 7.9. The Board shall elect and revoke the Manager of the Company, fix his remuneration and other terms and conditions of the employment contract, approve his job description, provide incentives for him and impose penalties.
- 7.10. The Board shall determine which information shall be considered to be the commercial secret of the Company and confidential information. Any information which must be publicly available under the Law of the Republic of Lithuania on Companies and under other laws of the Republic of Lithuania may not be considered to be the commercial secret.
- 7.11. The Board shall adopt the following resolutions:
  - 7.11.1. resolutions for the Company to become an incorporator or a member of other legal entities;
  - 7.11.2. resolutions to open branches and representative offices of the Company;
  - 7.11.3. resolutions to acquire, invest, transfer or lease the fixed assets the book value whereof exceeds 1/20 of the Company's authorized capital (calculated individually for every type of transaction);
  - 7.11.4. resolutions to pledge or mortgage the fixed assets the book value whereof exceeds 1/20 of the Company's authorized capital (calculated for the total amount of transactions);
  - 7.11.5. resolutions to offer surety or guarantee for the discharge of obligations of third parties the amount whereof exceeds 1/20 of the Company's authorized capital;
  - 7.11.6. resolutions to take loans with the value exceeding 1/20 of the Company's authorized capital;
  - 7.11.7. resolutions on other transactions of the Company with the value exceeding 1/20 of the Company's authorized capital;
  - 7.11.8. resolutions to issue bonds;
  - 7.11.9. other resolutions within the powers of the Board as prescribed by these Articles of Association or the resolutions of the general meeting of shareholders.
- 7.12. Before making a decision on the investment of funds or other assets in another legal entity, the Board must notify thereof the creditors wherewith the Company failed to settle within the prescribed time limit, if the aggregate amount of arrears to these creditors exceeds 1/20 of the authorised capital of the Company.
- 7.13. In order to ensure the continuous solving of the key issues of the management of the Company, the meetings of the Board must be convened at least once a month according to the approved schedule. The quorum for meetings of the Board shall be calculated from the members of the Board in office.
- 7.14. The Board shall analyse and evaluate the documents submitted by the Manager of the Company on:
  - 7.14.1. organisation of the activities of the Company;
  - 7.14.2. financial standing of the Company;
  - 7.14.3. performance results, income and expenditure estimates, the stocktaking data and other accounting data of changes in the assets.
- 7.15. The Board shall analyse and assess the set of annual financial statements and the draft of profit (loss) appropriation of the Company, and shall submit them together with comments and suggestions regarding them and together with the annual report of the Company to the general meeting of shareholders. The Board shall determine the methods and standards used by the Company to calculate the depreciation of tangible assets and the amortisation of intangible assets.
- 7.16. The Board shall analyse and asses the draft of the decision for the issuance of the dividends for a shorter period as financial year and the set of interim financial statements, concluded and

shall submit them together with comments and suggestions regarding them and together with the interim report of the Company to the general meeting of shareholders.

- 7.17. The Board shall analyse and assess the draft Rules on Provision of Shares and shall submit it together with comments and suggestions to the general meeting of shareholders.
- 7.18. The Board shall be liable for the timely convention and organisation of general meetings of shareholders. In case of unpredictable circumstances, the Board has the right to change the date of the General Meeting of Shareholders convened by the Board or cancel the General Meeting of Shareholders convened by the Board.
- 7.19. The Board shall perform the functions ascribed to the competence of the management body under the Law of the Republic of Lithuania on Restructurisation of Companies.
- 7.20. The Board shall perform the following supervisory functions:
  - 7.20.1. Monitoring and management of potential cases/situations of conflicts of interests between the Manager, Board members and shareholders;
  - 7.20.2. Approval of the transactions the Company intends to conclude with the related parties as they are defined in the Law on Companies of the Republic of Lithuania, in accordance with the procedure established by this law;
  - 7.20.3. Supervision of the compliance with the practices of good management in the Company and, if needed, adjustment of the practices established/existing in the Company;
  - 7.20.4. Supervision of the activity of the Company's Manager; considering if the Company's Manager is suitable for the position in case the Company incurs loss in its activity;
  - 7.20.5. Submission of proposals to the Company's Manager to recall his decisions that contradict the laws and regulations, the Company's Articles of Association and decisions of the general meeting of shareholders or the Board;
  - 7.20.6. Resolution of other issues of supervision of activity of the Company and Company's Manager ascribed to the Board's competence in the Company's Articles of Association and decisions of the general meeting of shareholders.
- 7.21. The Board members shall keep the Company's commercial (industrial) secrets, confidential information they learned while acting as Board members.
- 7.22. Rules of procedure approved by the Board shall establish the working procedure of the Board.
- 7.23. The procedure of the election and removal of the Board, and other issues related to the activities of the Board and not reflected in these Articles of Association shall be regulated by the Law of the Republic of Lithuania on Companies and by other laws and regulations.

#### **PART VIII. MANAGER**

- 8.1. The Manager of the Company is a single-person management body of the Company. A person may not be the Manager of the Company if under the laws and regulations he is not entitled to hold the position.
- 8.2. The Manager of the Company shall be called the General Manager.
- 8.3. The Manager of the Company shall be responsible for:
  - 8.3.1. organisation of the activities and the implementation of the objectives of the Company;
  - 8.3.2. drawing up of the set of annual financial reports, the draft of profit (loss) distribution and preparation and approval of the annual report of the Company and submission of these documents to the general meeting of shareholders;
  - 8.3.3. drawing up the draft of the decision for the issuance of the dividends for a period shorter than financial year, preparation of the set of interim financial statements and preparation and approval of the interim report that are necessary for the adoption of the decision to issue dividends for a period shorter than financial year, and submission of these documents to the general meeting of shareholders;
  - 8.3.4. conclusion of the contract with the firm of auditors, if the audit is prescribed by the laws or the Articles of Association of the Company;

- 8.3.5. provision of information and documents to the general meeting of shareholders and the Board in cases laid down in the Law of the Republic of Lithuania on Companies or at their request;
  - 8.3.6. provision of documents and particulars of the Company to the Registrar of the Register of Legal Entities;
  - 8.3.7. provision of documents of the Company to the Bank of Lithuania, multilateral trade systems in which financial instruments issued by the Company are listed and to other institutions;
  - 8.3.8. publication of information referred to in the Law of the Republic of Lithuania on Companies in the source indicated in the Articles of Association of the Company;
  - 8.3.9. provision of information to Shareholders;
  - 8.3.10. provision the Board with all information required for proper performance of its duties;
  - 8.3.11. notifications to Shareholders and the Board on the most important events having significance to the Company's activity;
  - 8.3.12. drawing up of the draft Rules on Provision of Shares;
  - 8.3.13. drawing up of the Company's draft annual budget and business plan, draft operating strategy and information on the implementation of the Company's operating strategy and submission thereof to the Board for consideration and approval;
  - 8.3.14. performance of other duties laid down in the Law of the Republic of Lithuania on Companies and other laws and regulations as well as in the Articles of Association of the Company and the job description of the Manager of the Company.
- 8.4. The Manager of the Company may enter into the transactions stipulated in paragraphs 7.11.3-7.11.7 of these Articles of Association only with the prior written authorisation of the Board. The authorisation granted by the Board shall not void the liability of the Manager of the Company for the entry into transactions described in this paragraph.
- 8.5. Prior to making his decision to invest funds or other property into another legal entity, the Company's Manager shall notify other creditors to that effect with which the Company has not settled accounts within the set term, if the total amount of the debt to such creditors exceeds 1/20 of the Company's authorised capital.
- 8.6. The Manager of the Company shall organise daily activities of the Company, hire and dismiss employees, conclude and terminate employment contracts with them, provide incentives and impose penalties.
- 8.7. The activities of the Manager of the Company shall be based on the laws and regulations, these Articles of Association, resolutions of the general meeting of shareholders and the Board, and the job description.
- 8.8. The Manager of the Company alone can issue a procuration. A procuration shall be issued in writing, in three copies; one copy shall remain at the Company, one copy shall be submitted to the Registrar of the Register of Legal Entities, and one copy shall be issued to the procurist. The procuration shall, among other things, state the personal data of the procurist (full name, and date of birth) and the scope of powers of the procurist.
- 8.9. The procuration must be registered with the Register of Legal Entities following the procedure established by the law. The procuration shall govern the relationship between the procurist and the third party as of its registration following the procedure established by the law. The procuration shall govern the relationship between the principal and the procurist as of the date of its issue.
- 8.10. The liability of the procurist, the expiration of the procuration and other issues related to the procuration shall be regulated by the Civil Code and other laws and regulations of the Republic of Lithuania.

#### **PART IX. NOTICES OF THE COMPANY**

- 9.1 The Company's notice of convocation of the General Meeting shall be given in the manner defined in the Law on Securities.
- 9.2. Periodic and current information (including information on material events) stated in the Law of the Republic of Lithuania on Securities that the Company has to disclose shall be published as



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provided in the said law. Other information or notice than indicated in item 9.1 or the first sentence of this item that have to be published by the Company (including notices on the reorganisation of the Company or the reduction of the authorised capital) shall be announced in the e-publication of the Registrar of Legal Entities for public announcements, or shall be sent to each Shareholder or to another person entitled to the notice by a registered letter or by delivering the notice against the signed acknowledgement of the receipt. Where notices cannot be published in the said e-publication due to technical reasons, notices shall be published in the *Lietuvos rytas* daily, or sent to each Shareholder or to another person entitled to the notice by a registered letter or by delivering the notice against the signed acknowledgement of the receipt. Notices of the Company shall be published and/or sent observing the deadlines established by the laws of the Republic of Lithuania, these Articles of Association and respective resolutions of the bodies of the Company. The Manager of the Company shall be liable for the proper publishing or timely delivery of the notices of the Company.

**PART X. PROCEDURE FOR PROVIDING DOCUMENTS AND FURTHER INFORMATION OF THE COMPANY TO SHAREHOLDERS**

- 10.1. At the written request of the Shareholder the Company shall, within 7 (seven) days from the date of receipt of the request, grant the Shareholder free of charge access to and/or provide him with copies of the following documents: the Articles of Association of the Company, sets of annual and interim financial accounts, annual and interim reports of the Company, auditor's opinions and audit reports, minutes of the general meeting of shareholders and other documents whereby the resolutions of the general meeting of shareholders have been executed, proposals or responses of the Board to the general meeting of shareholders, lists of members of the Board, and other documents of the Company that have to be public by law, unless they contain commercial secret, confidential information. The Company may refuse access to and/or provision of copies of documents pertaining to the Company's commercial secret, confidential information, to the shareholder, unless the shareholder needs the Company's information for the implementation of the imperative requirements stipulated in other legal acts and gives the Company a written pledge in the form prescribed by the Company not to disclose the commercial secret, confidential information.
- 10.2. Documents and further information of the Company shall be provided to Shareholders in compliance with the following conditions:
  - 10.2.1. upon providing the Company with a written application in the prescribed form and content;
  - 10.2.2. during the working hours of the Company;
  - 10.2.3. in compliance with other conditions established in the procedure for providing information and documents to Shareholders approved by the Manager of the Company.
- 10.3. At the request of the Shareholder, the refusal of the Company to provide the Shareholder with documents shall be recorded in writing.
- 10.4. Disputes over the Shareholder's right to information shall be settled in court.

**PART XI. BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY**

- 11.1. The Company shall have the right to establish branches and representative offices in the Republic of Lithuania and abroad.
- 11.2. Resolutions to incorporate or dissolve branches and representative offices of the Company, to appoint or revoke the managers of branches and representative offices of the Company shall be made by the Board of the Company, which shall also approve regulations of such branches and representative offices following the procedure established by these Articles of Association and by the laws and regulations of the Republic of Lithuania.

**PART XII. ARTICLES OF ASSOCIATION OF THE COMPANY; AMENDMENT THEREOF**

- 12.1. The Articles of Association of the Company shall constitute a document governing the conduct of business of the Company. The original copy of the Articles of Association of the Company shall be kept in the custody of the Company.
- 12.2. The Articles of Association of the Company shall be amended following the procedure provided by the laws of the Republic of Lithuania and these Articles of Association. A resolution to amend the Articles of Association of the Company shall be adopted by the general meeting of

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shareholders with the qualified majority of at least 2/3 of votes conferred by the shares of all Shareholders present at the meeting, except in cases specified in the Law of the Republic of Lithuania on Companies.

- 12.3. After the general meeting of shareholders resolves to amend the Articles of Association of the Company, the full text of the amended Articles of Association shall be drawn up and signed by the person authorised to do so by the general meeting of shareholders.
- 12.4. All amendments and supplements of the Articles of Association of the Company shall come into force as of their registration following the procedure provided by the laws and regulations of the Republic of Lithuania.
- 12.5. Issues arising from the activities of the Company and not regulated by these Articles of Association shall be governed by the Civil Code of the Republic of Lithuania, the Law of the Republic of Lithuania on Companies and provisions of other laws and regulations of the Republic of Lithuania.

These Articles of Association of AUGA group, AB were signed on \_\_\_\_\_by:

\_\_\_\_\_