

PÕHIKIRI

1. peatükk. Üldandmed

- 1.1 Osaühingu ärinimi on [REDACTED] OÜ.
- 1.2 Osaühingu asukoht on Harju maakond, Tallinn.
- 1.3 Osaühingu osakapitali suurus on 2500 EUR.
- 1.4 Osaühingu majandusaasta on 01.01 - 31.12.
- 1.5 Osaühingu osade eest tasutakse osakapitali suurendamisel üksnes rahaliste sissemaksetega.

2. peatükk. Osa, osanik ja reservkapital

- 2.1 Osaühingu osanikule makstakse tema kasumiosa (dividendi) võrdeliselt tema osa nimiväärtusega.
- 2.2 Osaühingu osa võõrandamisel:
on ostueesõigus teistel osanikel, kui osa võõrandatakse kolmandale isikule.
- 2.3 Osaühingu osa võib pantida.
- 2.4 Osaühingu osa osalisel võõrandamisel:
on ostueesõigus teistel osanikel, kui osa võõrandatakse kolmandale isikule.
- 2.5 Osaühingul on reservkapital ja selle suurus on 10% osakapitali suurusest.
- 2.6 Osaühingu likvideerimisel jagatakse allesjääenud vara osanike vahel ainult rahaliste väljamaksetena.
- 2.7 Osaühingu osale või osanikule ei ole määratud eriõigusi.

3. peatükk. Osaühingu juhtimine

- 3.1 Osaühingu osanike koosolekul, samuti koosolekuta otsustamisel annab osaühingu iga osa üks euro ühe hääle.
- 3.2 Osanike koosolek on pädev vastu võtma otsuseid, kui osaleb vähemalt 51% osadega esindatud häälest.
- 3.3 Osanike otsus on vastu võetud, kui osanike koosolekul antakse selle poolt kohalolijate häälest või koosolekuta otsustamise puhul kõigist häälest 51% ning seadus või põhikiri ei sätesta teisiti.
- 3.4 Osaühingu põhikirja muutmise otsus, äriseadustiku § 192 lõikes 1 ja § 197 lõikes 1 nimetatud otsus, osaühingu lõpetamise otsus, lõpetatud osaühingu tegevuse jätkamise otsus, äriühingute ühinemise või jagunemise otsus või osaühingu ümberkujundamise otsus on: vastu võetud, kui osanike koosolekul antakse otsuse poolt 67% häälest.
- 3.5 Osanike osade märkimise eesõiguse võib välistada otsusega, mis on: vastu võetud siis, kui osanike koosolekul antakse otsuse poolt 76% häälest.
- 3.6 Osaühingu juhatuse valitakse tähtajatult ning juhatuse liikmete arv on 1-5.
- 3.7 Osaühingu juhatusel ei ole õigust osakapitali suurendamiseks.

- 3.8 Igal juhatuse liikmel on õigus esindada osaühingut kõigis õigustoimingutes, välja arvatud juhul, kui äriregistrisse on kantud teisiti. Vastav osanike otsus võetakse vastu põhikirja muutmiseks ettenähtud korras.
- 3.9 Osaühingu likvideerimisel on likvideerijateks juhatuse liikmed, kui osanike otsusega või kohtulahendiga ei ole määratud teisiti.
- 3.10 Osaühingul ei ole nõukogu.
- 3.11 Osaühingul ei ole audiitorit, välja arvatud juhul, kui audiitori olemasolu nõue tuleneb seaduses.
- 3.12 Osakapitali tingimuslikuks suurendamiseks: võib lasta välja vahetusvõlakirju.

PÕHIKIRJA LISA

1. Asutamise hetkel kuulub osaühingu osanikule [REDACTED] osa nimiväärtusega 2500 EUR, mille eest osanik tasub asutamisel või põhikirja lisa punktis 2.2 nimetatud ajaks: vastavalt nimiväärtusele.
2. Osaühingu osa eest tasumine.
 - 2.1 Osaühingu osa eest ei tasuta täielikult enne osaühingu ärirejistrisse kandmise avalduse esitamist.
 - 2.2 Osaühingu sissemakseta asutamise korral tasub osanik osa eest täielikult 10 aasta jooksul, kuid kõige hiljem äriseadustiku § 140¹ lõikes 2 või 3 nimetatud nõude esitamisel.
3. Osaühingu osade eest tasutakse asutamisel üksnes rahaliste sissemaksetega.
4. Osaühingu asutamiskulud. Osaühingu eeldatavad asutamiskulud on 500 eurot.
 - 4.1 Kõik asutamiskulud kannab osaühing.

NOTARY'S INSCRIPTION

Tallinn, on 15.10.2018.

I, [REDACTED] Notary in and for Tallinn, in my office at [REDACTED] Tallinn, Estonia, phone: +372 [REDACTED], e-mail: [REDACTED], do hereby certify that this printout of articles of association of [REDACTED] OÜ, registry code [REDACTED], what has been made on October 15, 2018 from the Central Database of the Registration Departments of County Courts at the address <https://ariregister.rik.ee/ettevotja.py>, is genuine.

This printout is made on October 15, 2018.

This document consists of 4 pages, bound by string and embossment.

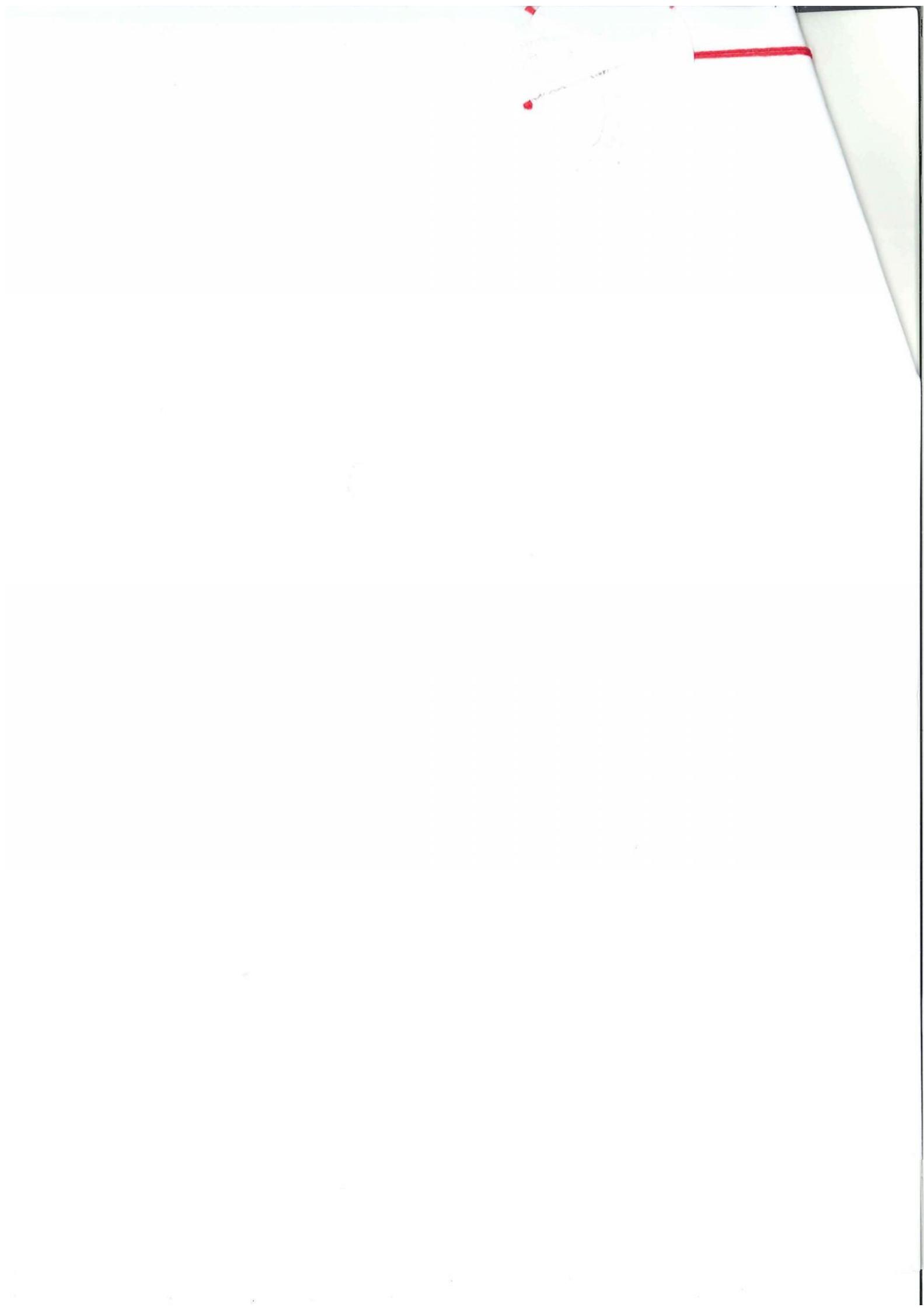
Notary's Official Procedures Book registry no. [REDACTED]

Notary fee EUR 6,35 (Notary Fees Act § 31 p 14⁴).

VAT EUR 1,27

Total EUR 7,62





ARTICLES OF ASSOCIATION

Chapter 1. General data

- 1.1 The business name of the private limited company is [REDACTED] OÜ.
- 1.2 The seat of the private limited company is in Tallinn, Harju County.
- 1.3 The amount of the share capital of the private limited company shall be EUR 2,500.
- 1.4 The financial year of the private limited company shall be from 1 January to 31 December.
- 1.5 Only monetary contributions shall be made for the shares of the private limited company upon increase of the share capital.

Chapter 2. Share, shareholder and legal reserve

- 2.1 A shareholder of the private limited company shall be paid a share of profit (dividend) in proportion to the nominal value of the shareholder's share.
- 2.2 Upon transfer of a share of the private limited company:
the other shareholders have a right of pre-emption if the share is transferred to a third person.
- 2.3 A share of the private limited company may be pledged.
- 2.4 Upon transfer of a part of the share of the private limited company:
the other shareholders have a right of pre-emption if the share is transferred to a third person.
- 2.5 The private limited company has a legal reserve the amount of which shall be 10% of the share capital amount.
- 2.6 Upon liquidation of the private limited company, the remaining assets shall be distributed among the shareholders only as monetary payments.
- 2.7 No specific rights have been prescribed for the share of the private limited company or for the shareholder.

Chapter 3. Management of private limited company

- 3.1 Each one euro of every share of the private limited company shall grant one vote at a meeting of the shareholders of the private limited company as well as upon deciding without a meeting.
- 3.2 A meeting of shareholders has a quorum if at least 51% of the votes represented by shares participate in the meeting.
- 3.3 A resolution of shareholders shall be adopted if 51% of the votes of the participants are cast in favour thereof at a meeting of shareholders, or of all votes while deciding without a meeting, unless set forth otherwise by law or the articles of association.
- 3.4 A resolution on amending the articles of association of the private limited company, a resolution set out in subsection 192 (1) and in subsection 197 (1) of the Commercial Code, a resolution on the dissolution of the private limited company, a resolution on continuing the activities of the dissolved private limited company, a resolution on the merger or division of companies or a resolution on the transformation of the private limited company shall be adopted, if 67% of the votes of the shareholders are in favour thereof at a meeting of shareholders.
- 3.5 The shareholders' pre-emptive right of subscription for shares may be precluded by a resolution of shareholders which shall be adopted, if 76% of the votes of the shareholders are in favour thereof at a meeting of shareholders.
- 3.6 The management board of the private limited company shall be elected for an unspecified term and the number of members of the management board shall be 1- 5.
- 3.7 The management board of the private limited company does not have the right to increase the share capital.

- 3.8 Every member of the management board shall be entitled to represent the private limited company in all legal acts, unless otherwise entered in the commercial register. The respective resolution of the shareholders shall be passed according to the procedure prescribed for the amending of the articles of association.
- 3.9 Upon liquidation of the private limited company, the members of the management board shall be the liquidators, unless otherwise specified by a resolution of the shareholders or by a court decision.
- 3.10 The private limited company does not have a supervisory board.
- 3.11 The private limited company does not have an auditor unless the requirement to appoint an auditor arises from law.
- 3.12 For a conditional increase of the share capital: convertible bonds may be issued.

APPENDIX TO ARTICLES OF ASSOCIATION

1. At the moment of foundation, [REDACTED] the shareholder of the private limited company, holds a share with the nominal value of EUR 2,500, for which the shareholder shall pay upon foundation or by the time mentioned in clause 2.2 of the appendix to the articles of association: according to the nominal value.
2. Payment for the share of the private limited company.
 - 2.1 The share of the private limited company is not paid for in full before submission of a petition for entry of the private limited company in the commercial register.
 - 2.2 In case of founding a private limited company without making contributions, a shareholder shall pay in full for the share within 10 years but at the latest when a claim specified in subsection 140¹ (2) or (3) of the Commercial Code is filed.
3. Only monetary contributions shall be made for the shares of the private limited company upon foundation.
4. Foundation costs of the private limited company. The estimated foundation costs of the private limited company will be 500 euros.
 - 4.1. All foundation costs shall be covered by the private limited company.

Translated by [REDACTED] SWORN TRANSLATOR OF ENGLISH.
Appointed to office on 28 December 2004, professional certificate No. 11, issued on 31 January 2014.
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Information about sworn translators: <http://www.just.ee/39970>;
Chamber of Sworn Translators: <http://www.vandetolgid.ee>

This translation is registered under No. [REDACTED]

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Tallinn, 15 October 2018

