

1. OSAÜHINGU ÄRINIMI, ASUKOHT JA MAJANDUSAASTA

- 1.1. Osäühingu ärinimi on [REDACTED] OÜ.
- 1.2. Osäühingu asukoht on Tallinn Harjumaa Eesti Vabariik.
- 1.3. Osäühingu majandusaasta algab 01. jaanuaril ja lõpeb 31. detsembril.

2. OSAKAPITAL, OSAD JA RESERVKAPITAL

- 2.1. Osäühingu osakapitali miinimumsuurus on 2500 (kaks tuhat viissada) eurot ja maksimumsuurus on 10 000 (kümme tuhat) eurot.
- 2.2. Osade eest võib tasuda nii rahaliste kui ka mitterahaliste sissemaksetega. Rahalised sissemaksed tuleb tasuda osäühingu pangakontole. Mitterahalisi sissemaksed hindab osäühingu juhatus. Seaduses sätestatud juhtudel kontrollib hindamist audiitor.
- 2.3. Osa eest võib tasuda ülekursiga.
- 2.4. Osäühingul ei ole reservkapitali.

3. OSADE VÕÖRANDAMINE JA KOORMAMINE

- 3.1. Osanikul on õigus vabalt võõrandada talle kuuluv osa või osa sellest teisele osanikule.
- 3.2. Osa täielikul või osalisel võõrandamisel kolmandale isikule on: teistel osanikel ostueesõigus ühe (1) kuu jooksul võõrandamise lepingu esitamisel. Müüja esitab müügilepingu osäühingu juhatusele, kes teavitab viivitamatult teisi osanikke müügilepingu sõlmimisest. Muus osas kohaldatakse ostueesõigusele võlaõigusseaduses ostueesõiguse kohta sätestatud;
- 3.3. Osa võõrandamise kohustustehing ja käsutustehing peavad olema notariaalselt tõestatud. Seda nõuet ei kohaldata Eesti väärtpaberite keskreistris registreeritud osade võõrandamisel.
- 3.4. Osa võib pantida. Osa pantimisel teostab osast tulenevaid õigusi pantija. Osaniku nõudel kannab osäühingu juhatus pantimise kohta märke osanike nimekirja. Osäühingule osa pantimisest teatamine või pandi kandmine osanike nimekirja ei mõjuta pandi kehtivust. Panditud osa võõrandamisel jääb pandiõigus osale kehtima, välja arvatud juhul, kui osa omandaja tõendab, et pandiõigusest ei olnud võõrandamise ajaks äriregistri pidajale teatatud ja ta ei teadnud pandiõigusest ega pidanudki sellest teadma.

4. OSADE PÄRIMINE

- 4.1. Osaniku surma korral läheb osa üle pärijatele.
- 4.2. Osa jagamisel pärijate vahel pole vajalik teiste osanike nõusolek.

5. JUHATUS

- 5.1. Osäühingu tegevust juhib juhatus, millel on 1 (üks) kuni 5 (viis) liiget.
- 5.2. Juhatus liikmete õigused ja kohustused ning juhatuse täpsem töökord määratakse osanike otsusega.
- 5.3. Juhatus valitakse tähtajatult.

6. OSANIKE OTSUS

- 6.1. Osanikud teevad otsuseid osanike koosolekul või koosolekut kokku kutsumata Äriseadustiku § 173 sätestatud viisil.
- 6.2. Osanike koosolek on otsusevõimeline, kui sellel on esindatud üle poole osadega esindatud osanike häältest.



6.3. Osanike otsus on vastu võetud, kui selle poolt on üle poole osanike koosolekul esindatud hääletest kui seaduses ei ole sätestatud suurema häälteenamuse nõuet.

6.4. Hääletamine toimub vastavalt osade suurusele. Iga 1 (üks) euro annab 1 (ühe) hääle.

7. ARUANDED

7.1. Juhatus peab seaduses sätestatud korras ja tähtaja jooksul pärast majandusaasta lõppu koostama raamatupidamise aastaruande ja tegevusaruande ning esitama need osanikele kinnitamiseks.

7.2. Kui vastavalt Raamatupidamise seadusele on ette nähtud raamatupidamise aastaruande audiitorkontroll, tuleb raamatupidamise aastaruanne esitada audiitorile selliselt, et osanikud jõuaksid kontrollitud aruande kinnitada enne seaduses sätestatud tähtaja möödumist.

7.3. Raamatupidamise aastaruanne tuleb koostada lähtudes Raamatupidamise seadusest ja heast raamatupidamistavast.

8. KASUMI JAOTAMINE

8.1. Osanikud osalevad kasumi jaotamisel vastavalt nende osade nimiväärtusele. Osanikud võivad ühehäälese otsusega kasumi jaotamise ette näha teisiti.

8.2. Osühingule kuuluvaid oma osasid kasumi jaotamisel ei arvestata.

9. LIKVIDEERIMINE, ÜHINEMINE, JAGUNEMINE, ÜMBERKIJUNDAMINE

Ühingu likvideerimine, ühinemine, jagunemine ja ümberkujundamine toimub seaduses sätestatud korras. Ühingu likvideerijateks on juhatuse liikmed.

Osühingu põhikiri on kinnitatud 11.03.2016 aastal

Asutaja esindaja allkiri:

NOTARIAL NOTATION

Tallinn, 28.04.2020

Notary's register of notarial acts registration number 644

Hereby I, [redacted] Notary in and for Tallinn, whose office is located in Tallinn City, at Rävala Blvd. 2/Kivisilla Str. 8, certify this to be a correct printout of the Commercial register containing the articles of association of the Company [redacted] OÜ, registry code [redacted], which is extracted by me via computer network from the Estonian Centre of Registers and Information Systems as of 28.04.2020 at 9:40.

This printout contains effective data.

The information system/database does not contain information which supplements or amends it.

Hereby in this document two (2) pages have been bound and sealed.

Notary fee 3,20 euros (§31p14³ of Notary Fees Act).

VAT (20%) 0,64 euros

Total 3,84 euros

Notary

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Articles of Association of [REDACTED] OÜ**1. BUSINESS NAME, SEAT AND FINANCIAL YEAR OF PRIVATE LIMITED COMPANY**

- 1.1. The business name of the private limited company (hereinafter "Company") is [REDACTED] OÜ.
- 1.2. The seat of the Company is in Tallinn, Harju County, Republic of Estonia.
- 1.3. The financial year of the Company starts on 1 January and ends on 31 December.

2. SHARE CAPITAL, SHARES AND LEGAL RESERVE

- 2.1. The minimum amount of the share capital of the Company is 2,500 (two thousand, five hundred) euros and the maximum amount is 10,000 (ten thousand) euros.
- 2.2. Shares may be paid for with both monetary and non-monetary contributions. Monetary contributions shall be paid to the bank account of the Company. Non-monetary contributions shall be valued by the Company's management board. In the cases provided by law, the valuation shall be audited by an auditor.
- 2.3. Shares may be paid for at a premium.
- 2.4. The Company shall have no legal reserve.

3. TRANSFER AND ENCUMBRANCE OF SHARES

- 3.1. The shareholders have the right to freely transfer their shares or parts thereof to other shareholders.
- 3.2. Upon full or partial transfer of a share to a third party, other shareholders shall have the right of pre-emption for one (1) month following the submission of the contract of transfer. The seller shall submit the contract of sale to the Company's management board, who shall promptly notify other shareholders of the conclusion of the contract of sale. In other respects, the right of pre-emption shall be regulated by the provisions of the Law of Obligations Act pertaining to the right of pre-emption.
- 3.3. Obligation transactions and disposition transactions of transfer of shares shall be authenticated by a notary. This requirement shall not apply to the transfer of shares registered with the Estonian Central Register of Securities.
- 3.4. Shares may be pledged. Where a share is pledged, the pledgor shall exercise the rights attaching to the share. At the request of a shareholder, the management board of the Company shall enter a notation concerning the pledge in the list of shareholders. Notifying the Company that a share has been pledged or entering a pledge in the list of shareholders shall not affect the validity of the pledge. Where a pledged share is transferred, the right of pledge shall remain valid with respect to the share unless the acquirer of the share proves that the registrar of the commercial register had not been informed of the right of pledge by the time of the transfer and the acquirer was not aware nor should have been aware of the right of pledge.

4. SUCCESSION TO SHARES

- 4.1. Upon the death of a shareholder, his share shall transfer to his successors.
- 4.2. The consent of other shareholders is not required for dividing the share between the successors.

5. MANAGEMENT BOARD

- 5.1. The Company shall be managed by the management board consisting of one (1) to five (5) members.
- 5.2. The rights and obligations of the members of the management board and the detailed rules of procedure for the management board shall be determined by a resolution of the shareholders.
- 5.3. The management board shall be elected for an indefinite term.

6. RESOLUTIONS OF SHAREHOLDERS

- 6.1. The shareholders shall adopt resolutions at the meeting of shareholders or without calling the meeting in the manner stipulated in § 173 of the Commercial Code.
- 6.2. The meeting of shareholders shall be quorate if over one-half of the shareholders' votes represented by shares are represented thereat.

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6. A resolution of the shareholders shall be adopted if over one-half of the shareholders' votes represented at the meeting of shareholders are cast in favour of the resolution unless the law prescribes a greater majority of votes.
- 6.4. Voting shall be in accordance with the amount of the shares. Every 1 (one) euro shall grant 1 (one) vote.

7. REPORTS

- 7.1. Following the end of the financial year the management board shall, pursuant to the procedure and within the term prescribed by law, prepare the annual financial statements and the management report and submit them to the shareholders for approval.
- 7.2. If the Accounting Act prescribes an audit of the annual financial statements, they shall be submitted to the auditor in such a manner that the shareholders could approve the audited statements before the expiry of the term stipulated by law.
- 7.3. The annual financial statements shall be prepared in accordance with the Accounting Act and the generally accepted accounting principles.

8. DISTRIBUTION OF PROFITS

- 8.1. The shareholders shall take part in the distribution of profits in accordance with the nominal value of their shares. The shareholders may, by a unanimous resolution, prescribe that profits should be distributed differently.
- 8.2. The own shares held by the Company shall not be taken into account in distributing profits.

9. LIQUIDATION, MERGER, DIVISION AND TRANSFORMATION

The liquidation, merger, division and transformation of the Company shall be carried out pursuant to the procedure provided by law. The members of the management board shall be the liquidators of the Company.

The articles of association of the Company were approved on 11 March 2016.

Signature of the founder's representative: */signature/*

This translation from Estonian into English was performed by sworn translator [redacted] acting on the basis of professional certificate No. 95 issued by the Minister of Justice of the Republic of Estonia on 5 April 2017 (directive No. 78-k of 21 March 2017).

The translation was registered in the sworn translator's book of professional activities under registration number **277/2020** on **28 April 2020**.

The translation is attached to a notarised printout.

Estonian to English Sworn Translator

Address: Filtri tee 6-33, 10132 Tallinn, ESTONIA

Information about sworn translators:

Chamber of Sworn Translators: www.kesti.ee

This document consists of⁴..... manually numbered sheets bound with string and embossing press.



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