

**ARTICLES OF ASSOCIATION**  
**OF**  
**UAB HOMLIT 4**

**1. GENERAL OUTLINE**

- 1.1. UAB HOMLIT 4 (hereinafter referred to as the “Company”) is an enterprise whose authorised capital is divided into shares. It acts in accordance with the Civil Code of the Republic of Lithuania, the Law on Stock Companies of the Republic of Lithuania, other laws and legal acts of the Republic of Lithuania, international treaties to which the Republic of Lithuania is a party and these Articles of Association (hereinafter referred to as the “Articles of Association”).
- 1.2. The Company is a limited civil liability private legal person. The legal form of the Company is a private stock company. Assets of the Company are separated from assets of shareholders. The Company shall not be liable for the obligations of its shareholders and the shareholders shall not be liable for the obligations of the Company, except when the laws or the Articles of Association provide for otherwise.
- 1.3. The name of the Company is UAB HOMLIT 4.
- 1.4. The legal seat of the Company is at J. Jasinskio str. 16B, Vilnius, the Republic of Lithuania.
- 1.5. The Company is established for a period of unlimited duration.
- 1.6. The financial year of the Company is a calendar year.
- 1.7. The provisions of the Articles of Association shall be valid to the extent they do not contradict the mandatory rules of the laws of the Republic of Lithuania.

**2. ACTIVITY AND OBJECTS OF THE COMPANY**

- 2.1. The object of the Company’s activities is engaging in and developing at its own discretion any commercial, economic, financial or industrial activities not prohibited by law, including, but not limited to, engaging in manufacturing operations, rendering services, selling goods and commodities and performing works, co-operating to this end and on other matters in any way with other persons, seeking for profits from the activities carried out by the Company, seeking for increasing the Company’s shareholders return on equity, as well as

establishing, being a member of, managing, financing, reorganising, changing the legal form (rearranging) and liquidating other legal entities.

- 2.2. Taking due account to Article 2.1 of the Articles of Association and without prejudice to its generality, the Company may commence, develop and/or end the business of:

Real estate activities with own property (70.1);  
Development and selling of real estate (70.11);  
Buying and selling of own real estate (70.12);  
Letting of own property (70.20);  
Real estate agencies (70.31);  
Management of real estate on a fee or contract basis (70.32).

The Company may also engage in any other legitimate business (commercial) activities, which are not listed above in Part 1 of Article 2.2 of the Articles of Association.

The Company will carry out licensed activity or any activity requiring a permit only after having acquired the respective licences or permits.

- 2.3. There is nothing in Articles 2.1 and 2.2 of the Articles of Association that would limit the Company's right to grant charity or act as a sponsor or engage in other non-commercial activities, or the Company's right to change, suspend or terminate its activities.

### **3. AUTHORISED CAPITAL AND SHARES**

- 3.1. The authorised capital of the Company is LTL 10,000 (ten thousand Lithuanian Litas). It consists of 100 (one hundred) ordinary registered shares. The par value of one share of the Company is LTL 100 (one hundred Lithuanian Litas).
- 3.2. The Company issues non-certificated shares. They are represented by entries in personal securities' accounts of the shareholders. The owner of non-certificated share of the Company (shareholder) is a person in whose name the personal securities' account has been opened, with exceptions provided by laws. The personal securities' accounts of the shareholders of the Company are maintained by the Company. The Company shall be entitled to pass over the maintenance of the personal securities' accounts of the shareholders of the Company to another manager of securities' accounts by entering into an agreement with the latter. The Company shall familiarise the shareholders of the Company with the contents of this agreement. Upon the shareholder's request, the manager of the shareholder's personal security account shall issue an excerpt from this account indicating the number of shares and other information relative to the shares entered in the account, which is prescribed by law.

#### **4. RIGHTS OF SHAREHOLDERS**

- 4.1. A shareholder shall have the following property rights:
- 4.1.1. to receive a part of the Company's profit (dividend);
  - 4.1.2. to receive a part of assets of the Company in liquidation;
  - 4.1.3. to receive shares free of charge, if the authorised capital is increased out of the Company funds, except when the law provides for otherwise;
  - 4.1.4. to have the pre-emption right in acquiring the Company's newly issued shares or convertible debentures, except for the cases when the general meeting of shareholders decides to withdraw this right for all the shareholders in the manner prescribed by laws;
  - 4.1.5. to issue a loan to the Company in accordance with the procedure provided by laws; however, while borrowing from the shareholders, the Company shall not be entitled to mortgage its property to the shareholders. If the Company borrows from its shareholders, the loan interest rate shall not exceed the average interest rate offered by the commercial banks located at the place of residence or business of the lender and valid at the time of execution of the loan agreement. In such a case the shareholders and the Company shall be prohibited from agreeing on higher interest rate;
  - 4.1.6. other property rights set forth in the laws.
- 4.2. The shareholder may demand from the Company to return his contributions only in the cases set forth by the Law on Stock Companies of the Republic of Lithuania.
- 4.3. A shareholder must notify the Company in writing of his intention to sell all or part of the shares in the Company, indicating the number of the shares being transferred according to their classes and the selling price.
- 4.4. The shareholders, who hold the shares of the Company at the day of receipt by the Company of the shareholder's notification on his intention to sell the shares in the Company, shall have a pre-emption right to acquire all the shares of the Company offered for sale.
- 4.5. The Head of the Company must not later than within 5 (five) days from the day of receipt of the shareholder's notice of his intention to sell the shares notify every shareholder of the Company against his signature or send a notification by registered mail, indicating the number of shares according to their classes, offered sale price of the shares as well as the time limit within which the shareholder may communicate to the Company his wish to purchase the shares offered for sale. The time limit may not be shorter than 14 (fourteen) days and longer than 30 (thirty) days from the day of the dispatch of the notice or letter. The Head of the Company must not later than within 45 (forty five) days from the day of receipt of the shareholder's notice on the intention to sell the shares in the Company, inform the shareholder of the wish of other shareholders to purchase all shares the above shareholder is offering for sale. If one or several

shareholders of the Company within the established time limit expressed his/their wish to purchase all shares in the Company offered for sale by the shareholder, the latter must sell the shares to the shareholders (one or several) who expressed his/their wish, whereas the shareholders who expressed their wish must purchase all those shares at the price not lower than the one indicated in the notice, effecting the payment within 3 (three) months from the day of receipt by the Company of the notice of intention to sell the shares, unless otherwise agreed with the shareholder who is selling the shares. A person selling the shares is entitled to demand from the buyer of shares to provide an adequate security on payment for shares (bank guarantee, pledge (mortgage) and other). If the demand for the shares to be sold exceeds their supply, the shares to the shareholders wishing to acquire the new shares shall be allocated *pro rata* to the number of shares held by them. If during the time limit indicated above the Head of the Company notifies the shareholder of the reluctance of other shareholders to acquire all the shares offered for sale, or does not provide a notification, the shareholder shall be entitled to, at his own discretion, sell the shares at the price, which shall be no less than that indicated in the notification on the intention to sell the shares in the Company.

- 4.6. In the event of a transfer of shares in the Company other than sale, provided by law, or in the course of enforcement of a court ruling, the procedure provided in Articles 4.3. - 4.5. shall not apply; however, in any case of transfer of shares in the Company, the number of shareholders of the Company shall not exceed the maximum number of shareholders of a private stock company, which is allowed by laws.
- 4.7. A shareholder shall have the following non-property rights:
  - 4.7.1. to participate in the general meetings of shareholders of the Company;
  - 4.7.2. to vote in the general meetings of shareholders of the Company in accordance with the rights granted by shares;
  - 4.7.3. to receive information on the Company of the scope set forth by laws;
  - 4.7.4. to appeal to a court for compensation of damage incurred by the Company due to failure to perform or improper performance of the duties by the Head of the Company, as set forth in the Law on Stock Companies of the Republic of Lithuania and other laws and in the Articles of Association, as well as to appeal to a court in other cases;
  - 4.7.5. other non-property rights set forth in the Articles of Association.
- 4.8. Each share of the Company carries one vote at the general meeting of shareholders, unless the laws or the Articles of Association provide for otherwise. The right to vote at the general meeting of shareholders convened prior to the expiry of the time limit for the payment for the first issue of shares, indicated on the Agreement for the Incorporation of the Company shall be carried only by the shares, for which the initial instalments are paid. The right to vote at the other general meetings of shareholders shall be carried only by fully paid shares.

- 4.9. Upon the shareholder's written request, the Company must within 7 (seven) days from the receipt of the request present to him for inspection and/or copying the following documents: Articles of Association of the Company, annual financial statements, reports on the activities of the Company, auditor's opinions and audit reports, minutes of the general meetings of shareholders and other documents, by which decisions of the general meetings of shareholders were documented, lists of shareholders, other documents of the Company, which must be public under the laws.
- 4.10. Having given a written pledge to the Company in the form set by the Company not to disclose a commercial (industrial) secret, the shareholder or the group of shareholders who own or possess more than 1/2 (half) of the Company's shares, have the right of access to all the documents of the Company.
- 4.11. The Head of the Company shall be responsible for submitting documents and other information to shareholders and other persons. The information, which is considered as commercial (industrial) secret of the Company (except for the information, which pursuant to the laws of the Republic of Lithuania, must be public), shall be set forth by the Head of the Company. A person having disclosed a commercial (industrial) secret shall be liable pursuant to the law.
- 4.12. All and any documents, their copies, information and notices presented by the Company to its shareholders shall be executed in Lithuanian and (upon request of the shareholder) English or German or shall be translated by the Company into the English or German language. The said documents, information and notices shall be presented to the shareholders free of charge.
- 4.13. Upon the shareholder's request, refusal to present the requested documents must be executed in writing. Disputes relating to the shareholder's right to information are settled in court.
- 4.14. Shareholders may have other rights not specified in these Articles of Association, if such rights are conferred on them by laws of the Republic of Lithuania.

## **5. BODIES OF THE COMPANY**

- 5.1. The bodies of the Company shall be:
- 5.1.1. General Meeting of Shareholders;
  - 5.1.2. Head of the Company (an individual management body).
- 5.2. The Board and Supervisory Board are not formed in the Company.
- 5.3. The competence of the Company's general meeting of shareholders, the order of its convening, the competence of the Head of the Company and the order of his election and recall are the same as set out in the Law on Stock Companies of the Republic of Lithuania. The functions which under the Law of Stock Companies of the Republic of Lithuania are attributed to the Board competence

are performed by the Head of the Company, except when the Law on Stock Companies of the Republic of Lithuania provides otherwise.

### **General Meeting of Shareholders**

5.4. All the persons, who are the shareholders of the Company on the day of the general meeting of shareholders, except for the cases provided by laws, or the persons authorised by the shareholders, or the persons with whom the agreement on transfer of voting right is concluded, shall be entitled to personally participate and vote at the general meeting of shareholders or at a repeat general meeting of shareholders. The Head of the Company and an auditor, who prepared an auditor's opinion and audit report, shall be entitled to participate and speak at the general meeting of shareholders.

If the owner of all shares in the Company is a single person, his written resolutions are equivalent to the resolutions of the general meeting of shareholders.

5.5. The general meeting of shareholders has an exclusive right to, except for the cases set forth by law:

- 5.5.1. amend the Articles of Association of the Company;
- 5.5.2. elect the Head of the Company and set his salary and other conditions of his employment contract, approve his office regulations, promote and impose disciplinary sanctions to the Head of the Company;
- 5.5.3. recall the Head of the Company and dismiss him;
- 5.5.4. elect and recall the firm of auditors, establish the terms and conditions of payment for audit services;
- 5.5.5. set forth the class, number, par value and the minimum issue price of the shares issued by the Company;
- 5.5.6. adopt a resolution to convert the Company's shares of one class to those of another class, approve the shares conversion procedures;
- 5.5.7. adopt a resolution to exchange the share certificates (if issued) for the shares;
- 5.5.8. approve annual financial statements and report on the activities of the Company;
- 5.5.9. adopt a resolution on the appropriation of profits (loss);
- 5.5.10. adopt a resolution upon building up, using, reducing and liquidation of reserves of the Company;
- 5.5.11. adopt a resolution to issue convertible debentures;
- 5.5.12. adopt a resolution to withdraw of all the shareholders the pre-emptive right to acquire the specific issue's shares or convertible debentures issued by the Company;
- 5.5.13. adopt a resolution to increase or reduce the authorised capital of the Company;
- 5.5.14. adopt a resolution for the Company to acquire its own shares;
- 5.5.15. adopt a resolution to reorganise or separate the Company and approve the terms and conditions of the reorganization or separation;
- 5.5.16. adopt a resolution to change the legal form of the Company;

- 5.5.17. adopt a resolution on restructuring of the Company;
  - 5.5.18. adopt a resolution to liquidate the Company or to cancel the liquidation of the Company;
  - 5.5.19. to elect and to recall the liquidator of the Company;
  - 5.5.20. to adopt a resolution regarding approval of the resolutions of the Head of the Company referred to in Parts 5.25.25 – 5.25.28 of Article 5.25.
- 5.6. The general meeting of shareholders may not delegate the matters attributed to its competence to other bodies of the Company.
- 5.7. The right of initiative to convene the general meeting of shareholders is vested in the Head of the Company and shareholders who hold the shares carrying at least 1/10 (one tenth) of all votes.

The general meeting of shareholders shall be convened upon the resolution of the Head of the Company.

The general meeting of shareholders may be convened by the decision of the shareholders, who hold the shares carrying more than 1/2 (half) of all votes, if the Head of the Company fails to adopt a resolution on convening of the general meeting of shareholders within 10 days upon the day of receipt of the request on convening of the general meeting of shareholders.

The general meeting of shareholders may be called upon the court ruling in cases set forth in the law.

- 5.8. An ordinary general meeting of shareholders must be held annually, no later than within 4 (four) months of the end of the financial year.
- 5.9. An extraordinary general meeting of shareholders is called, if:
- 5.9.1. the Company's equity capital falls below 1/2 (half) of the authorised capital specified in the Articles of Association and this issue was not considered at the ordinary general meeting of shareholders;
  - 5.9.2. the Head of the Company retires or is incapable to hold the office;
  - 5.9.3. the firm of auditors terminates the contract with the Company or is for any other reason unable to audit the Company's annual financial statements, in case audit of the financial statements is obligatory under law or the Articles of Association;
  - 5.9.4. the shareholders with the right of initiative of convening of the general meeting of shareholders or the Head of the Company so require;
  - 5.9.5. it is required by law or the Articles of Association.
- 5.10. The persons who initiated convening of the general meeting of shareholders, have to file an application with the Head of the Company indicating the reasons and objectives of convening of the meeting, submitting the proposals regarding the agenda, the date and place of the general meeting of shareholders, the drafts of the proposed resolutions. The general meeting of shareholders shall take place not later than within 40 days upon receipt of the application. Convening

of the general meeting of shareholders is optional, if the application does not meet all the requirements, as referred to above, or the necessary documents are not presented, or the proposed issues of agenda do not fall under the competence of the general meeting of shareholders. If the general meeting of shareholders does not take place, the repeat general meeting of shareholders shall be convened.

- 5.11. Notice of the general meeting of shareholders must be announced publicly in the daily specified in the Articles of Association or handed in to every shareholder against his signature, or sent by registered mail no later than 30 (thirty) days before the day of the general meeting of shareholders and in case of a repeat general meeting of shareholders – no later than 5 (five) days before the general meeting of shareholders. A repeat general meeting of shareholders shall be convened after 5 days at the earliest, however, not later than within 30 days after the day of the abandoned general meeting of shareholders. The general meeting of shareholders may be convened without observing the above time limits, if all the shareholders, who hold the shares granting a voting rate, give their written consent thereto.
- 5.12. The Head of the Company, persons or institution, which adopted a decision to convene the general meeting of shareholders, shall present the Company with the information and documents, that are necessary to draft a notice of convening the general meeting of shareholders.
- 5.13. The notice of convening of the general meeting of shareholders must specify: name of the Company, registered office address and code of the Company, date, time and place (address) of the meeting, agenda of the meeting, initiators of the general meeting of shareholders, the body of the Company, persons or the institution, who adopted the decision to convene the general meeting of shareholders, also, where the reduction of the authorised capital is on the agenda of the meeting, the purpose and intended method of reduction.
- 5.14. The agenda of the general meeting of shareholders is drawn up by the Head of the Company. If the general meeting of shareholders is convened upon the decision of the court, the agenda shall be drawn and presented to the court, together with other required documents, by a person or persons, who applied to the court on convening of the general meeting of shareholders. Issues proposed by the persons initiating the general meeting of shareholders must be included in the agenda of the meeting, if these issues are in line with the competence of the general meeting of shareholders. The agenda of the meeting may be supplemented upon the proposal, put forward by the shareholders, who hold the shares carrying no less than 1/10 (one tenth) of all votes. The proposal to supplement the agenda may be submitted not later than 15 (fifteen) days before the general meeting of shareholders. Drafts of resolutions on proposed issues should be presented with the proposal. The Head of the Company and shareholders, who hold the shares carrying no less than 1/10 (one tenth) of all votes, may at any time submit new drafts of resolutions on the issues included into agenda, propose additional nominees to the Company management bodies, the firm of auditors.

- 5.15. If the agenda of the general meeting of shareholders referred to in the notice on the convening of the meeting has been changed, the shareholders must be notified of the changes in the agenda in the same manner in which the notice of the general meeting of shareholders is given no later than 10 (ten) days before the general meeting of shareholders.
- 5.16. The general meeting of shareholders is not entitled to adopt resolutions on issues that are not on the agenda, except if it is attended by all the shareholders, who hold the shares with voting rights, and neither shareholder voted in writing. Only the agenda of the general meeting of shareholders, which failed to take place, is valid at a repeat general meeting of shareholders.
- 5.17. At least 10 (ten) days before the general meeting of shareholders, the shareholders must be granted access to the documents available to the Company, relating to the agenda of the meeting, including drafts of the resolutions, as well as the application filed with the Head of the Company by the persons who initiated the convening of the general meeting of shareholders. If the shareholder so desires in writing, the Head of the Company must not later than within 3 (three) days from the receipt of the written request hand in to the shareholder all draft resolutions of the meeting against his signature or send them by registered mail. A notice must be given with the drafts of the resolutions indicating on whose initiative they have been included. Where the person who initiated the draft resolution has submitted explanations of the draft resolution, these must be attached to the draft resolutions.
- 5.18. The general meeting of shareholders may adopt resolutions and is considered as taken place, if it is attended by the holders of shares which carry over 1/2 (half) of all votes. After the presence of a quorum has been established, the quorum is deemed to remain continuously throughout the meeting. For the purpose of establishing of the total amount of the votes carried by the shares of the Company and the quorum of the general meeting of shareholders, the Company's shares acquired by the Company are considered as non-voting shares. If a quorum is not present, the general meeting of shareholders is considered as having not taken place and a repeat meeting must be convened, which shall be authorised to adopt resolutions on the issues on the agenda, irrespective of the number of shareholders attending the meeting.
- 5.19. If the shareholder exercises his right to vote in writing, upon having been familiarised with the agenda and draft resolutions, he fills in and presents the Company with the general ballot, in which he notifies the general meeting of shareholders of his voting "for" or "against" each resolution. The shareholders who voted in advance in writing shall be deemed as participating at the general meeting of shareholders and their votes shall be included into the quorum of the meeting and voting results. The general ballots of the meetings, which have not taken place, are valid at repeat meetings. The shareholder has no right to vote at the general meeting of shareholders for the resolution in respect of which he has voted in advance in writing.

- 5.20. If in the cases established by the Law on Stock Companies of the Republic of Lithuania the shareholder shall not be entitled to vote when the resolutions on certain issues are considered, the results of voting shall be established according to the number of votes of shareholders present at the meeting who are entitled to vote when resolving upon the issue.
- 5.21. Voting at the general meeting of shareholders is open. On the issues on which at least one shareholder requests a secret voting provided he is supported by shareholders holding the shares carrying at least 1/10 (one tenth) of votes at the general meeting of shareholders, the secret voting is mandatory for all shareholders.
- 5.22. A resolution of the general meeting of shareholders shall be considered passed, if it gathers more shareholders' votes "for" than "against", with the exception of the following cases:
- 5.22.1. when resolutions specified in Par. 5.5.1, 5.5.5, 5.5.6, 5.5.7, 5.5.9, 5.5.10, 5.5.11, 5.5.13, 5.5.15, 5.5.16, 5.5.17 and 5.5.18 of Article 5.5 hereof, are adopted – these resolutions shall require no less than 2/3 (two thirds) majority vote of all votes carried by the shares of the shareholders participating at the meeting, except when the Law on Stock Companies of the Republic of Lithuania provides for otherwise;
- 5.22.2. when resolution specified in Par. 5.5.12 of Article 5.5 hereof is adopted – this resolution shall require no less than 3/4 (three fourths) majority vote of all votes carried by the shares of the shareholders participating at the meeting and having a right to vote on this resolution.

### **The Head of the Company**

- 5.23. The Head of the Company is an individual management body of the Company. A person who is not entitled under the laws of the Republic of Lithuania to occupy such office may not be appointed the Head of the Company.
- 5.24. The Head of the Company shall start his office upon his election, unless his employment agreement provides for otherwise.
- 5.25. The Head of the Company shall:
- 5.25.1. discuss and approve the strategy of activities of the Company;
- 5.25.2. discuss and approve the structure of management of the Company and staff positions;
- 5.25.3. discuss and approve staff positions in which persons are employed only by holding tenders;
- 5.25.4. accept and dismiss all employees of the Company, including Deputy Heads of the Company, Chief Financier, concludes and terminates employment contracts with employees of the Company and sets for them salaries, incentives and disciplinary penalties;

- 5.25.5. adopt resolutions on the Company becoming or ceasing to be founder or member of other legal entities;
- 5.25.6. adopt resolutions on establishment and termination of activities of branches and representative offices of the Company;
- 5.25.7. discuss and approve the regulations of branches and representative offices of the Company;
- 5.25.8. appoint and recall the heads of the Company's branches and representative offices;
- 5.25.9. be responsible for the convening and timely organization of the general meetings of shareholders;
- 5.25.10. analyze and assess the Company's draft annual financial statements and draft of the appropriation of profit (losses), submit them to the general meeting of shareholders;
- 5.25.11. prepare report on Company's activities;
- 5.25.12. determine the tangible assets depreciation and intangible assets amortization methods and normatives used in the Company;
- 5.25.13. sign annual financial statements and tax declarations of the Company;
- 5.25.14. adopt resolution on investment, transfer or lease of the Company's assets;
- 5.25.15. adopt resolution on pledge and mortgage of the Company's assets;
- 5.25.16. adopt resolution on offering a surety or guarantee for the discharge of obligation of third parties;
- 5.25.17. adopt resolution on acquisition of assets;
- 5.25.18. open and close accounts with banks and other credit institutions;
- 5.25.19. act for and on behalf of the Company and shall be entitled to execute the contracts individually;
- 5.25.20. represent the Company in judicial and arbitral proceedings and in the relationships with other persons, including at members meetings of other legal entities;
- 5.25.21. manage daily activities of the Company;
- 5.25.22. determine which information shall be considered commercial (industrial) secret of the Company. Information, which must be public pursuant to the Law on Stock Companies of the Republic of Lithuania and other laws, may not be treated commercial (industrial) secret of the Company;
- 5.25.23. ensure that the auditor is presented with all the Company's documents necessary to perform the audit of the Company, enlisted in the agreement for audit services;
- 5.25.24. issue powers of procuration (procura) and/or authorisations within the limits of his competence;
- 5.25.25. adopt resolutions to invest, transfer or lease the long-term assets the book value whereof exceeds 1/20 of the authorised capital of the Company (calculated individually for every tape of transaction);
- 5.25.26. adopt resolutions to pledge or mortgage the long-term assets the book value whereof exceeds 1/20 of the authorised capital of the Company (calculated for the total amount of transactions);
- 5.25.27. adopt resolutions to offer surety or guarantee for the discharge of obligations of third parties the amount whereof exceeds 1/20 of the authorised capital of the Company;

- 5.25.28. adopt resolutions to acquire the long-term assets the price whereof exceeds 1/20 of the authorised capital of the Company;
  - 5.25.29. in the cases provided in the Law on Restructuring of the Republic of Lithuania – adopt a resolution on restructuring of the Company;
  - 5.25.30. adopt other resolutions which are attributed to the competence of the Head of the Company by the Law on Stock Companies of the Republic of Lithuania, the Articles of Association or by resolutions of the general meeting of shareholders.
- 5.26. The Head of the Company is responsible for:
- 5.26.1. organization of the activities of the Company and implementation of its objects;
  - 5.26.2. drafting the annual financial statements of the Company;
  - 5.26.3. concluding of the agreement for audit services with an audit firm, when audit is compulsory pursuant to the laws or the Articles of Association;
  - 5.26.4. submitting of information and documents to the general meeting of shareholders in the cases provided in the Law on Stock Companies of the Republic of Lithuania or upon its request;
  - 5.26.5. submitting of the Company's documents and data to the Registrar with the Register of Legal Entities of the Republic of Lithuania;
  - 5.26.6. public announcement of information established by the Law on Stock Companies of the Republic of Lithuania in the daily indicated in the Articles of Association;
  - 5.26.7. provision of information to the shareholders;
  - 5.26.8. maintenance of the personal shareholders securities accounts, except for the cases, when maintenance of accounting of non-certificated shares is transferred to other accounts managers;
  - 5.26.9. performing other obligations set forth by the Law on Stock Companies of the Republic of Lithuania and other laws of the Republic of Lithuania, as well as other legal acts, also performing of obligations established in the Articles of Association and office regulations of the Head of the Company.
- 5.27. Prior to adopting a resolution on investment of funds or other assets into another legal entity, the Head of the Company must notify the creditors, with whom the Company failed to settle accounts when due, if the aggregate sum of the indebtedness exceeds 1/20 Company's authorized capital;
- 5.28. Deputy Heads of the Company and Chief Financier, if they are appointed, report directly to the Head of the Company. The number of Deputy Heads of the Company is not limited.
- 5.29. The Head of the Company must receive an approval of the General Meeting before adopting the resolutions referred to in Parts 5.25.25 – 5.25.28 of Article 5.25.

## **6. RULES ON ANNOUNCING NOTICES OF THE COMPANY**

- 6.1. In the cases set forth by law, the Company's notices are publicised in due course of law. If law provides for an alternative notification procedure, the procedure from the available options that is specified in the Articles of Association is applied.
- 6.2. The Company shall notify every shareholder and creditor of the Company against his signature or by registered mail of the resolution to reduce the authorised capital of the Company.
- 6.3. The Company shall notify every shareholder of the Company of the offer to execute a pre-emption right to acquire the shares or convertible debentures of the Company and its term against his signature or by registered mail. Such a notification shall be presented to the Registrar with the Register of Legal Entities of the Republic of Lithuania not later than on the first day of handing in or dispatch of the notification by registered mail.
- 6.4. The Company under reorganization or participating in the process of reorganization shall make once a public announcement in the daily "Lietuvos rytas" and inform all the creditors of the Company in written of the reorganisation terms being prepared not later than 30 days before the general meeting of shareholders.
- 6.5. The Company shall make once a public announcement in the daily "Lietuvos rytas" and inform all the creditors of the Company in written of the resolution to change the legal form of the Company. The announcement shall contain all the data of the Company, as it is stipulated in Article 2.44 of the Civil Code of the Republic of Lithuania, and the name of the legal person of the new legal form, its legal form and corporate seat.
- 6.6. The liquidator of the Company shall make once a public announcement in the daily "Lietuvos rytas" and inform all the creditors of the Company in written of the liquidation of the Company. The announcement shall contain all the data of the Company, as it is stipulated in Article 2.44 of the Civil Code of the Republic of Lithuania.
- 6.7. The Company may submit the announcements personally, by mail or telegraph, fax or other telecommunication devices, provided the security of the text is ensured and the signature could be identified, unless the laws or the Articles of Association provide for otherwise.
- 6.8. Announcements of the Company shall be announced publicly in the daily "Lietuvos rytas", when the laws or the Articles of Association provide for a public announcement. In this case each shareholder having a legal seat or permanently residing abroad shall be additionally notified according to the procedures set forth in Article 6.3.

- 6.9. The notices that must be communicated to the shareholders or any other persons must be publicised at the established time. If such time is not established, then such notices are publicised within 15 (fifteen) days of the date when the obligation to notify has occurred.
- 6.10. The Head of the Company is in charge of the timely dispatch (announcement) of the Company's notifications and, if the Company is in liquidation, the liquidator is in charge of the same.

These Articles of Association have been executed in Vilnius this seventeenth day of July of the year two thousand and six.

For and on behalf of UAB HOMBURG INVESTICIJOS

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James Gerry Torpey