

ARTICLES OF ASSOCIATION
of the public joint - stock company
Invalda privatus kapitalas

I. GENERAL PROVISIONS

1. The public joint - stock company Invalda privatus kapitalas (hereinafter referred to as the “Company”) is a limited civil liability private legal person which will act in accordance with the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania as well as other legal acts and present Articles of Association.
2. The Company’s legal form: public joint - stock company.
3. The period of Company’s activity is unlimited.
4. The business year of the Company will be a calendar year.

II. TARGETS AND SUBJECT OF THE COMPANY’S ACTIVITY

5. The target of the Company’s activity: satisfaction of the shareholders’ interests, ensuring a constant increase in value of shares. The main subject of the activity: investment, services, manufacturing, sales, construction.
6. The Company has all civil rights and liabilities that do not contradict the laws of the Republic of Lithuania.

**III. AUTHORIZED CAPITAL, NUMBER OF SHARES, FACE VALUE OF SHARES
AND THE RIGHTS GRANTED BY THE SHARES**

7. The authorized capital of the Company is LTL 20.689.038 (twenty million six hundred and eighty nine thousand and thirty eight).
8. The authorized capital of the Company is divided into 20.689.038 (twenty million six hundred and eighty nine thousand and thirty eight) ordinary registered shares.
9. Face value of the Company’s one ordinary registered share shall be LTL 1 (one).
10. Each share will grant to its holder one vote in the General Meeting of Shareholders of the Company.
11. The rights and duties of the Company’s shareholder are provided in the Law on Companies and other legal acts of the Republic of Lithuania.

IV. GOVERNING BODIES

12. The governing bodies of the Company will be: the General Shareholders’ Meeting, the collegial body - the Board (number of the Board members - 3; term of office of the Board - 4 years) and the sole governing body - the Company’s Head (Director).
13. The scope of competence of the General Shareholders’ Meeting, the rules of its convocation, the scope of competence of the Company’s Board and the Company’s Head, the rules of their election (appointment) and recall will be governed by the Law on Companies of the Republic of Lithuania, except for the decision-making of matters covered in the Article 28. 1 by the Law of the Companies - these decisions shall be taken by the majority vote that must be more than 3/4 of all the votes carried by the shares of the shareholders present at the General Meeting of Shareholders.
14. The Company’s Board is entitled adopt the decision regarding issuance of bonds.
15. The Company’s Head has the right according to the order established in the Civil Code of the Republic of Lithuania to issue a proxy.

V. PROCEDURE OF ANNOUNCEMENT OF THE COMPANY’S NOTIFICATIONS

16. All notices that have to be announced publicly will be announced in the electronic publication for public announcements which is issued by the register of legal entities in accordance with the terms established by the Government of the Republic of Lithuania.

17. Other notices of the Company will be sent (to shareholders or third parties) by registered post or provided in person. Urgent notices may be sent by electronic means of communication; the original notices will be immediately sent by registered post or provided in person.

18. Notices to shareholders will be sent to their addresses stored in their securities accounts.

19. The Head of the Company is responsible for timely delivery of the Company's notices.

VI. PROCEDURE REGARDING DOCUMENTS AND OTHER INFORMATION

SUBMISSION TO SHAREHOLDERS

20. Upon a shareholder's written demand, the Company not later than within 7 days from the date of receipt of written demand will make available to this shareholder the requested documents provided these documents contain Company's commercial (industrial) secrets. Copies of the requested documents may be sent to the shareholder by registered post or submitted in person.

21. A shareholder or a group of shareholders holding or having under management 1/2 or more Company's shares after having provided the Company with written and prepared upon established form obligation not to disclose the Company's commercial (industrial) secrets, shall have the right to inspect all the Company's documents.

22. In case a shareholder requires to provide the Company's documents' copies, a certain fee can be imposed in regard with the Company's expenses related to copying, submission and the Company's employees' time spent and other expenses related to the Company's information and documents providing, however the amount of this fee cannot exceed the information submission expenses fixed and approved by the Company's Head. The copies will be submitted having received the appropriate shareholder's written demand and having paid the fee amount according to the order established by this article.

VII. PROCEDURE REGARDING ESTABLISHMENT OF THE COMPANY'S BRANCHES AND REPRESENTATIVE OFFICES AND THEIR ACTIVITY TERMINATION

23. The Company has a right to establish branches and representative offices in the Republic of Lithuania and abroad.

24. A decision regarding establishment of the Company's branches and representative offices and their activity termination as well as regarding approval of their Articles of Association shall be adopted by the Company's Board. The Company's Board also will appoint and recall the heads of the Company's branches and representative offices.

VIII. PROCEDURE OF AMENDMENT OF THE COMPANY'S

ARTICLES OF ASSOCIATION

25. The Articles of Association will be amended by the majority vote that must be more than 3/4 of all the votes carried by the shares of the shareholders present at the General Meeting of Shareholders.

The Articles of Associations were signed on _____ 2013, in Vilnius.

Director

Dalius Kaziūnas