

**AB „ANYKŠČIŲ VYNAS“****ARTICLES OF ASSOCIATION****1. General provisions**

- 1.1. Name of the company - AB ANYKŠČIŲ VYNAS (hereinafter – “*Company*”).
- 1.2. The Company is a private legal entity with a limited civil liability.
- 1.3. Company’s legal form – joint stock company.
- 1.4. The Company is operating in accordance with the provisions of Civil Code of the Republic of Lithuania, Law on Companies of the Republic of Lithuania (hereinafter – “*Law on Companies*”), other laws and other legislative acts, these Articles of Association (hereinafter – “*Articles of Association*”).
- 1.5. The financial year of the Company is a calendar year.
- 1.6. The Company is established for an unlimited period.

**2. Goals of the Company and nature of business activities**

- 2.1. The goal of the Company’s operations is rational use of the Company’s assets and other resources, efficient and productive development of its business activities, seek for profit so as to ensure the interests of shareholders.
- 2.2. The Company is engaged in the following commercial activities:
  - 2.2.1. production and sale of juice from fruits, berries and vegetables;
  - 2.2.2. distillation, rectification and mixing of spirits;
  - 2.2.3. production of cider and fruit, berries wines;
  - 2.2.4. production of other fermented not distilled beverages;
  - 2.2.5. production and wholesale of alcoholic beverages;
  - 2.2.6. retail sale in non-specialized shops where dominate food, drinks and tobacco;
  - 2.2.7. rendering of other catering services.
- 2.3. The Company may engage in any other type of legal economic-commercial activity if such does not contradict to the goals of the Company and to the laws of the Republic of Lithuania. The Company may engage in licensed or regulated activities only after having obtained respective licences and (or) permits.

**3. Authorised capital. Shares**

- 3.1. The authorised capital of the Company is EUR 5,800,000 EUR (five million eight hundred thousand Euros).
- 3.2. The Company’s authorised capital is divided into 20,000,000 (twenty million) ordinary registered shares of EUR 0.29 (twenty nine hundreds of an Euro) par value each.
- 3.3. Company’s authorized capital may be increased or reduced under a decision of the Company’s general meeting of shareholders (hereinafter – “*General Meeting*”) adopted with not less than 2/3 (two thirds) majority vote of the shareholders present at the General Meeting. The authorized capital shall be deemed increased or reduced only after registration of amended Articles of Association in the Registry of Legal Entities.
- 3.4. All the shares issued by the Company are ordinary shares which are recorded in the securities accounts.

#### **4. Rights and obligations of the shareholders**

- 4.1. The shareholder of the Company has property and non-property rights established under the laws of the Republic of Lithuania and these Articles of Association.
- 4.2. Each ordinary share confers to a shareholder one vote at the General Meeting except for the cases provided for by the laws.
- 4.3. Shareholders have no other property obligations to the Company except for the obligation to pay an emission price for all signed shares.

#### **5. Bodies of the Company**

- 5.1. The bodies of the Company are General Meeting, one-person managing body – head of the Company (hereinafter – “*Head of the Company*”), collegial managing body – the board (hereinafter – “*Board*”), collegial supervisory body – supervisory council (hereinafter – “*Supervisory Council*”).
- 5.2. Members of the Board, members of the Supervisory Council, Head of the Company, heads of the Company’s structural departments or their deputies without a prior consent of the General Meeting may not establish a legal entity pursuing activities similar to the Company’s activities as well as to participate in, be a member of the board or be the head of a legal entity pursuing activities similar to the Company’s activities, participate in, be a member of the board or be the head of a legal entity continuing production or services process and realization of production, except if such legal entities are entities connected with the Company as it is defined in the Law on Competition of the Republic of Lithuania.

#### **6. General Meeting**

- 6.1. The competence of the General Meeting is established by the Law on Companies and these Articles of Association.
- 6.2. Unless these Articles of Association provide otherwise, the provisions of Law on Companies shall be applied as regards General Meeting as well as repeated General Meetings, its convocation rules, information on General Meeting, representation, establishment of quorum, adoption of decisions and drawing of minutes.
- 6.3. General Meeting (as well as repeated General Meeting) may be attended by all persons who at the end of the record day of the General Meeting are the shareholders of the Company. The record day of the General Meeting is the fifth business day before the date of the General Meeting. Members of the Supervisory Council, the Board, the Head of the Company and the auditor may also attend and speak at the General Meeting.
- 6.4. The Supervisory Council, the Board, the Head of the Company and the persons or institution who decide to convene the General Meeting shall deliver to the Company the information and documents needed for drafting of a notice on convocation of the General Meeting. The notice about convocation of the General Meeting shall be delivered for publication by the Head of the Company in the Republic of Lithuania and in all other Member States of the European Union as well as in the States of the European Economic Area under the procedure established by the Law on Securities of the Republic of Lithuania, i.e. through the operator’s of regulated market AB NASDAQ OMX VILNIUS news system *Globenewswire*, not later than 21 days before the General Meeting date. If the General Meeting does not take place, then the notice about the repeated General Meeting shall be made in a similar way and not later than 14 days before the date of the repeated

General Meeting. The repeated General Meeting shall be convened not earlier than 14 days and not later than 21 days after the date of the failed General Meeting.

## **7. Supervisory Council**

- 7.1. The Supervisory Council consisting of 3 members is elected by the General Meeting for a 4-year period. The Supervisory Council elects its chairperson from among its members. The number of tenures of the Supervisory Council member is unlimited.
- 7.2. The Supervisory Council shall be elected and (or) recalled according to the rules established in the Law on Companies.
- 7.3. The competence of the Supervisory Council is established by the Law on Companies.
- 7.4. The Board, the Head of the Company must provide to the Supervisory Council all requested documents.
- 7.5. The Supervisory Council adopts its decisions at the meetings of the Supervisory Council. The members of the Supervisory Council may participate in any meeting of the Supervisory Council by telephone conference or similar communication equipment by means of which all persons participating in the meeting can hear each other, provided that the security of the delivered information is ensured in such a meeting and the identity of the voting person can be established, and such participation will constitute presence in person at the meeting. Any action required or permitted to be taken at any meeting of the Supervisory Council may also be taken without a meeting upon the written decision of all Supervisory Council members.

## **8. The Board**

- 8.1. The Board consisting of 3 members is elected by the Supervisory Council for a 4-year period. The Board elects its chairperson from among its members. The number of tenures of the Board member is unlimited.
- 8.2. The Board shall be elected and/or recalled according to the rules established in the Law on Companies.
- 8.3. The competence of the Board, quorum requirements and adoption of decisions by the Board is established by the Law on Companies and these Articles of Association.
- 8.4. Besides to the competence provided in the Law on Companies, the Board shall also consider and approve:
  - 8.4.1. Company's Annual Business Plan (hereinafter – "*Annual Business Plan*") and its amendments. Annual Business Plan comprises of a detailed plan, which provides for performance improvement actions, changes in profit (loss), profit (loss) ratios, changes in balance, balance ratios, investment and financial plan (cash flows and equity and loan requirement);
  - 8.4.2. draft articles of association of the Company's affiliates;
  - 8.4.3. voting instructions for the Head of the Company in general meeting of shareholders of the affiliates of the Company. Notion of an affiliate is provided for on the Law on Companies.
- 8.5. Besides to the competence provided in the Law on Companies, the Board shall also consider and adopt the following decisions on:
  - 8.5.1. the establishment of the Company's branches and/or representative offices and termination of their activities and approval of the nominees as the head of such branches and/or representative offices, as well as determination of terms of their employment;

- 8.5.2. opening and closing of activities' units if such opening or closure has not been set out in the Annual Business Plan;
  - 8.5.3. acquisition or sale of shares in other companies; concluding shareholder, voting and similar agreements; as well as incorporation or dissolution of the affiliates of the Company;
  - 8.5.4. the transfer of significant part of the Company's activities or its subsidiaries' activities to another person by entering into transactions on behalf of the Company or its subsidiaries having any legal form, including sale or encumbrance of assets, investing of money or assets into subsidiaries or joint ventures, where the transaction value of such assets exceeds EUR 500,000 (five hundred thousand Euros) in one transaction or (i) a series of related transactions with the same person or the group of related persons, or (ii) a series of unrelated transactions during a 12 (twelve) month period;
  - 8.5.5. the transfer of any trademarks owned and used by the Company for its activities and (or) which are owned and used by the Company's subsidiaries for their business despite the value of the trademarks;
  - 8.5.6. changes in the accounting standards which are being followed by the Company;
  - 8.5.7. granting of loans or issuing of guarantees (standing surety) for debt obligations of third parties, pledge or mortgage of fixed assets, acquisition or transfer, lease or other disposal of fixed assets, taking of loans or acceptance of debts, provided that the value of such a transaction exceeds EUR 100,000 (one hundred thousand Euros), unless such transaction is provided for in the Annual Business Plan as approved by the Board;
  - 8.5.8. granting of charity, support;
  - 8.5.9. Company's transactions with the Head of the Company, heads of the Company's structural departments or their deputies as well as with the persons related with these people.
- 8.6. The Board shall adopt its decisions at the meetings of the Board. The members of the Board may participate in any meeting of the Board by telephone conference or similar communication equipment by means of which all persons participating in the meeting can hear each other, provided that the security of the delivered information is ensured in such a meeting and the identity of the voting person can be established, and such participation will constitute presence in person at the meeting. Any action required or permitted to be taken at any meeting of the Board may also be taken without a meeting upon the written decision of all members of the Board.

## **9. Head of the Company**

- 9.1. The competence of the Head of the Company is determined by the Law on Companies and these Articles of Association.
- 9.2. The Head of the Company – Director – represents the Company in its relations with third parties, before courts and in arbitration. The Head of the Company commences his duties from the date of his election, unless established otherwise in his employment contract. Within the framework of his competence the Head of the Company may authorise an employee of the Company or any other person to perform legal actions in court and in any other extrajudicial institutions by issuing a procuration (to be documented as required under legislative acts of the Republic of Lithuania) or a power of attorney.
- 9.3. If according to the applicable laws or these Articles of Association a decision and (or) an approval of another body of the Company is required for conclusion of transactions of the

Company or adoption of other decisions, the Head of the Company may conclude the transactions of the Company or adopt other decisions only after adoption of a particular decision and (or) receipt of approval from a respective body of the Company.

- 9.4. The Head of the Company may have his deputies.
- 9.5. The Head of the Company is elected and dismissed by the Board.
- 9.6. The Head of the Company shall keep confidential the commercial (production) secrets and confidential information of the Company which become known to him in the course of his duties.
- 9.7. The Head of the Company shall immediately give notice to the Board of any material deterioration of the economic condition of the Company or of any other material circumstances related to the activities of the Company, as well as present to the Board reports on a Company's financial situation and economic business results, which are being prepared every month for a period ended on the last day of previous month.
- 9.8. The Head of the Company prepares the Annual Business Plan and submits it for the approval to the Board.

### **10. Branches and representative offices**

- 10.1. The Company shall have the right to establish its branches and representative offices both in the Republic of Lithuania and in foreign countries. A branch or representative office is not a legal person and uses the name of the Company as a legal person. A branch or a representative office operates based on the Company's Articles of Association and the regulations of the branch or the representative office. The assets of the branches are accounted for on the balance sheet of the Company and on their own balance sheets.
- 10.2. The Company is liable for the liabilities of the branches and representative offices to the extent of all its assets.
- 10.3. The Board of the Company adopts resolutions on the establishment of the Company's branches and representative offices and termination of their activities, and approves their regulations as well as appoints and dismisses heads of the branches and representative offices based on the provisions of these Articles of Associations and applicable laws.

### **11. Notification and announcement procedure**

- 11.1. The procedure of notification and announcement about convocation of the General Meeting is established in Item 6.4 of these Articles of Association.
- 11.2. The decisions that according to the laws of the Republic of Lithuania and/or Articles of Association may be notified publicly shall be announced in the electronic edition "Public Announcements of Legal Entities" issued by VĮ Registrų centras (except for notifications on material events, which shall be announced in the order as regulated by the legal acts regulating the order of announcement of material events). In cases when notices cannot be announced in such publication due to technical obstacles, such notices shall be announced in the daily "*Lietuvos rytas*". Other notifications shall be provided to a person against signature or by registered mail. If the laws of the Republic of Lithuania or Articles of Associations do not provide otherwise, the Head of the Company shall be responsible for the proper announcement/delivery of the notices.

**12. Delivery of the internal information and other documents of the Company to its shareholders**

- 12.1. No later than within 7 days upon receipt of a written request of a shareholder the Company shall make available and (or) deliver to the shareholder copies of the documents provided for in the Law on Companies with which all shareholders of the Company have the right to get acquainted. The shareholder or a group of shareholders who own or possess at least 1/2 of all shares and who following the form established by the Company deliver to the Company their written commitment not to disclose the commercial (production) secrets, shall have the right of access to all Company documents. Under request of a shareholder the refusal by the Company to provide documents must be issued in written. Disputes regarding the shareholder's rights to the information shall be solved by the court.
- 12.2. Copies of the documents shall be delivered for a charge. The size of a charge may not exceed the expenses of provisions of documents and other information requested by the shareholder.

**13. Amendment of Articles of Association**

- 13.1. The Company's Articles of Association may be amended only by resolution of the General Meeting passed by at least 2/3 majority vote of the shareholders present at the General Meeting following the order provided for in the Law on Companies.

Date of signing of the Articles of Association: \_\_\_\_\_.

The person authorised by the general meeting of shareholders:  
\_\_\_\_\_