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FERN Group, UAB
ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

1. FERN Group, UAB (hereinafter referred to as the Company) is a private legal entity of limited civil liability, the authorised capital of which is divided into shares, and which in its activities follows the Civil Code of the Republic of Lithuania, Law on Companies of the Republic of Lithuania (hereinafter referred to as the Law on Companies), other legal acts of the Republic of Lithuania, as well as these Articles of Association.
2. The Company shall bear liability for its obligations by its owned assets. The Company shall not be liable for the obligations of the shareholders, as well as the shareholders shall not be liable for the obligations of the Company. The Shareholders have no other financial obligations to the Company, except for the obligation to pay the issue price of all subscribed shares in accordance with the established procedure.
3. Legal form of the Company – a Private Limited Liability Company.
4. Period of the Company activity is unlimited.
5. Financial year of the Company coincide with the calendar year.
6. The Company, together with its directly and indirectly controlled legal entities, forms the group of companies (hereinafter referred to as the Group of Companies). The Company is the parent company of the Group of Companies that directly and (or) indirectly controls its subsidiaries or legal entities of other legal forms (hereinafter referred to as the Subsidiaries). The Company shall not be liable for the obligations of the companies of the Group and the companies of the Group shall not be liable for the obligations of the Company.
7. The Company and the bodies of the Company in their activities shall be guided by the laws, other legal acts applicable in the Republic of Lithuania, these Articles of Association (hereinafter referred to as the Articles of Association), the documents and decisions adopted by the bodies of the Company within the limits of their competence.

II. GOALS AND OBJECT OF THE ACTIVITIES OF THE COMPANY

8. The goal of the Company's activity is the effective performance of the functions of the Parent Company in the management of the companies referred to the Group of Companies, satisfying the interests of shareholders of the Company and aiming at the increase of the value of equity of the shareholders of the Company and the generation of profit through the efficient and effective development of economic and commercial activities.
9. The object of the Company activities is:
 - 9.1. Exercising of rights and obligations of the Company as a shareholder (participant in a legal entity) in relation to other companies of the Group;
 - 9.2. Formulation and definition of business strategy, operational guidelines, rules of conduct of a recommendatory nature, as well as policies in specific areas of the Group of Companies;
 - 9.3. Coordination and control of the activities, development and evolution of the Group of Companies;
 - 9.4. Financial and treasury management of the Group of Companies;
 - 9.5. Provision of services (to the Group of Companies or to other companies outside the Group of Companies);
 - 9.6. Representation of the Group of Companies.
10. The Manager of the Company may also pursue other activities, which are not prohibited by the laws of the Republic of Lithuania. The Company may only carry out the activities subject to licensing or permits after obtaining the relevant licences or permits in accordance with the law.

III. AUTHORISED CAPITAL OF THE COMPANY, NOMINAL VALUE OF ONE SHARE, NUMBER OF SHARES AND RIGHTS GRANTED BY THE SHARES

11. The authorized capital of the Company is EUR 3 793 000 (three million seven hundred ninety-three thousand euros).
12. The authorized capital of the Company is divided into 3 793 000 (three million seven hundred ninety-three thousand) ordinary registered shares; nominal value of one share is EUR 1 (one euro).
13. The shares of the Company are book-entry. Transfers of book-entry shares shall be recorded in the personal securities accounts of the transferor and the transferee.

14. Each ordinary registered and fully paid share grants to its holder on vote at the General Meeting of Shareholders.
15. Rights and obligations of the shareholders of the Company, which are not discussed in these Articles of Association, are established in the Law on Companies and other legal acts of Republic of Lithuania.

IV. MANAGEMENT OF THE COMPANY

16. Bodies of the Company are: the General Meeting of Shareholders, a collegial supervisory body - the Supervisory Board, and a single-person management body - the Manager (General Director).
17. The bodies of the Company shall take decisions independently and in accordance with the competences attributed to them by the applicable laws and the Articles of Association.
18. In making their decisions, the bodies of the Company must seek to achieve the objectives of the Company and the Group and act accordingly in the interests of the Group, the Company and the shareholders of the Company.
19. The Supervisory Board shall be elected for a term of 4 (four) years from among 3 (three) members.
20. The competence of the General Meeting of Shareholders, the procedure for its convening, the competence of the Supervisory Board and of the Manager of the Company, except for cases set out in clauses 25 to 28 of the Articles of Association, and the procedure for the election and removal of the Supervisory Board and the Manager, do not differ from those set out in the Law on Companies.
21. The Manager is responsible for the organisation of the daily operations of the Company, as well as for the daily supervision of the implementation of the business strategy of the Group and the systematic development and management of the Group, to the extent that this is not within the competence of the Supervisory Board.
22. The Manager of the Company shall lead the drafting of the following documents at the Group level and submit them to the Supervisory Board for consideration and approval:
 - 22.1. the business strategy of the Group of Companies, which, inter alia, formulates the long-term operational (financial and non-financial) objectives of the Group of Companies, the mission and vision of the Group of Companies;
 - 22.2. the business plan of the Group of Companies, which sets out the short-term operational (financial and non-financial) objectives;
 - 22.3. the annual budget of the Group of Companies.
23. The Manager of the Company shall supervise and approve the drafting of documents (policies, guidelines, etc.) regulating the activities of the Group of Companies at the level of the Group of Companies, as well as recommendations to the companies of the Group on the implementation of the corporate documents of the Group of Companies, standard internal procedures, and other unified documents to be applied within the Group of Companies.
24. The Manager of the Company shall perform such other functions as may be assigned to the Manager in the internal documents of the Company and at the level of the Group of Companies.
25. The Manager of the Company shall obtain the prior approval of the Supervisory Board for the following actions:
 - 25.1. investment, transfer, lease, pledge, mortgage of fixed assets and/or current assets, unless the value of the transaction (the assets involved) does not exceed EUR 50 000;
 - 25.2. sureties or guarantees for the fulfilment of obligations of other persons;
 - 25.3. acquisition of fixed assets, unless the value of the transaction does not exceed EUR 50 000;
 - 25.4. establishment of or participation in other legal persons, entering into joint activities, consortia, associations, agreements with shareholders, and other contracts having the same or very similar effect;
 - 25.5. borrowing and lending of money or assuming other financial obligations, and other obligations of a non-casual nature, including but not limited to support, charity, etc.;
 - 25.6. engaging in new and/or additional activities and/or terminating a part or all of the activities of the Company;
 - 25.7. approval of any incentive plans that include the issue of new shares of the Company / the transfer of a part of the ownership rights in subsidiaries, option plans;
 - 25.8. any agreement, transaction, contract with an Manager of the Company or other employees of the Company or of the Subsidiaries and persons related to them, except where (i) the value of transactions with any one person during a period of 12 months does not exceed EUR 10 000, or (ii) the employment contract is entered into in accordance with the procedure established by legal acts;
 - 25.9. voting at meetings of shareholders of the Subsidiaries with the shares belonging to the Company when decisions are taken on issues within the competence of the General Meeting of Shareholders;
 - 25.10. establishment of branches and representative offices of the Company, termination of their activities, appointment and dismissal of managers of branches and representative offices of the Company.
26. The Manager of the Company shall obtain the prior approval of the General Meeting of Shareholders for the investment, transfer, pledge or other encumbrance of the shares (stocks, units) and/or other securities owned by the Company and/or rights of participant in legal entities owned by the Company.

27. The Manager of the Company may issue a procuration in accordance with the procedure established by legal acts, but only with the prior approval of the Supervisory Board. The procurator shall not be entitled to delegate his/her powers to another person. The procuration shall be registered in accordance with the procedure established by legal acts.
28. The Supervisory Board of the Company is responsible for the systematic development and supervision of activities of the Group of Companies and, in the performance of this function, takes the following decisions related to the activities of the Group of Companies.
 - 28.1. The Supervisory Board of the Company considers and approves:
 - 28.1.1. the business strategy of the Group of Companies, which, inter alia, formulates the long-term operational (financial and non-financial) objectives of the Group of Companies, the mission and vision of the Group of Companies;
 - 28.1.2. the business plan of the Group of Companies, which sets out the short-term operational (financial and non-financial) objectives.
 - 28.1.3. the annual budget of the Group of Companies.
 - 28.1.4. Documents (policies, guidelines, etc.) governing the activities of the Group of Companies at the level of the Group of Companies in respect of which the Supervisory Board decides that the Supervisory Board should consider and approve the relevant documents.
 - 28.2. The Supervisory Board of the Company shall continuously monitor and supervise the activities of the Group of Companies (including monitoring and supervising the implementation of the decisions and approved documents referred to in Clause 28.1 above) and, within the scope of its competence, shall take such decisions and/or actions as the Supervisory Board of the Company deems necessary to ensure the achievement of the business objectives of the Group of Companies.
 - 28.3. The Supervisory Board of the Company shall ensure that a collegial management body - the Board, is formed in the Group of Companies directly controlled by the Company to perform the functions provided for by the law and, at the level of the Group of Companies, by the documents governing the activities of the Group of Companies.
 - 28.4. The Supervisory Board of the Company shall make decisions and perform functions which are assigned to the competence and responsibility of the Supervisory Board of the Company in the documents governing the activities of the Group of Companies (in all cases, such documents shall not be deemed to exclude the competence of the bodies of the Company as set out in these Articles of Association).
29. The decision to issue the bonds shall be taken by the General Meeting of Shareholders of the Company.

V. PROCEDURE ON PUBLICATION OF NOTICES OF THE COMPANY

30. When notices of the Company shall be publicly accessible, they shall be published in the electronic publication of the registrar of the Register of Legal Entities for publication of publicly accessible notices. Other notices of the Company to the shareholders and other persons shall be served against acknowledgement of signature or sent by registered post. Urgent notices can be sent by electronic communication means, and the originals shall be immediately sent to the addressee by registered post or served against acknowledgement of signature.
31. The notice of convening the General Meeting of Shareholders shall be published in an electronic publication for the publication of public notices of the Registrar of the Register of Legal Entities, or sent by registered post within the time limits set out in the Law on Companies, or delivered to each shareholder against acknowledgement of signature.
32. Notices to the shareholders shall be sent at the address provided in the securities accounting documents of the Company.
33. The Manager of the Company is responsible for timely sending or serving of notices.

VI. PROCEDURE ON SUBMISSION OF DOCUMENTS AND INFORMATION OF THE COMPANY TO THE SHAREHOLDERS

34. At the written request of a shareholder, not later than within 7 days from the date of receipt of the request, the documents of the Company referred to in Article 18(1) of the Law on Companies shall be made available to the shareholder for inspection during the business hours of the Company at the registered office of the Company or at any other place indicated by the Manager of the Company, in which the documents are kept. Copies of these documents can be sent to a shareholder by registered post or served against acknowledgement of receipt. The Company refuses to provide the shareholder with copies of the documents if the shareholder who requested the documents cannot be identified.
35. A shareholder who has given a written commitment not to disclose trade (industrial) secrets shall have the right to have access to all the documents of the Company and its Subsidiaries and to all the information of the

Company and its Subsidiaries, which shall be structured, at the request of the person receiving the information, according to the reasonable criteria specified by such person. If the Company does not have in its possession the documents or information of the subsidiaries of the Company requested by the persons referred to in this Clause, the management bodies of the Company shall immediately take steps to obtain such documents and information for the Company by exercising the rights granted by its shares in the subsidiaries.

36. Documents of the Company and its subsidiaries, their copies or other information shall be furnished to the shareholders free of charge.

VII. INCORPORATION OF BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY AND TERMINATION OF THEIR ACTIVITY

37. The Company has a right to establish branches and representative offices in the Republic of Lithuania and foreign countries.
38. The Manager of the Company adopts the decision on establishment of branches and representative offices of the Company, termination of their activity, appointment and removal of managers of branches and representative offices of the Company, as well as approves Articles of Association of branches and representative offices upon approval of the Supervisory Board as provided for in Clause 25.

VIII. PROCEDURE ON AMENDMENT OF ARTICLES OF ASSOCIATION

39. Procedure for amendment of the Articles of Association does not differ from that one provided in the Law on Companies.

IX. FINAL PROVISIONS

40. In case of all other issues, which are not discussed in the Articles of Association, the Company shall follow the Civil Code of the Republic of Lithuania, the Law on Companies and other legal acts of the Republic of Lithuania.
41. In case of discrepancies between these Articles of Association and the mandatory legal norms regulating the legal status and (or) activities of private limited liability companies, the provisions of the relevant legal norms shall take precedence.

These Articles of Association are signed 5 August 2022 in Vilnius.

The Articles of Association enter into force upon their registration in the Register of Legal Entities.

/signature/
Nerijus Eidukevičius
General Director

True copy, having prima facie effect

Stamp here: */Erika Matusevičiūtė-Lukšienė, a Representative of the Notary Mindaugas Kačergis/*

/signature/

Official seal here: */REPUBLIC OF LITHUANIA*NOTARY MINDAUGAS KAČERGIS/*

The document was approved with an electronic stamp of the SE Centre of registers
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Translated by Ingrida Kaplun, translation bureau UAB "Tarptautinių vertimų biuras", Kareivių g. 19-196, Vilnius, Republic of Lithuania. Translated from Lithuanian.

I, translator Ingrida Kaplun, am well aware of the content of Article 235 of the Criminal Code of the Republic of Lithuania that provides criminal responsibility for incorrect translation.

