

**ARTICLES OF ASSOCIATION  
OF AB “LIETUVOS CENTRINIS VERTYBINIŲ POPIERIŲ DEPOZITORIUMAS”  
(CENTRAL SECURITIES DEPOSITORY OF LITHUANIA, plc)**

***1. General Provisions***

1.1. **The public company Central Securities Depository of Lithuania** (hereinafter referred to as the Company) is a private legal entity. It acts in compliance with the Civil Code of the Republic of Lithuania, laws other regulations and the Articles of Association of the Company.

1.2. The Company is a legal entity of limited civil liability, which is entitled to the rights and obligations provided for by laws and other regulations, and holds bank accounts.

1.3. The seal of the Company bears the following inscription “Akcinė bendrovė “LIETUVOS CENTRINIS VERTYBINIŲ POPIERIŲ DEPOZITORIUMAS. LIETUVOS RESPUBLIKA. CENTRAL SECURITIES DEPOSITORY OF LITHUANIA, Plc. REPUBLIC OF LITHUANIA”.

1.4. The Company is an enterprise, the authorised capital of which is divided into parts called shares. The assets of the Company are segregated from the shareholders' equity. The Company shall be liable for its obligations only by way of its assets. The shareholders shall be liable for the Company's obligations only by the amounts, which they have to pay for their shares.

1.5. The financial year of the Company shall be the calendar year.

1.6. Only the persons specified in the laws and other regulations of the Republic of Lithuania may become shareholders of the Company.

***2. The registered office of the Company***

2.1. The address of the Company's registered office is Konstitucijos pr. 23, Vilnius, Republic of Lithuania.

***3. The objectives and nature of economic activities***

3.1. The principal objective of the Company is to carry out general accounting of financial instruments and their circulation as well as render associated services. The Company must perform the functions provided for in the laws and other regulations of the Republic of Lithuania.

3.2. The Company may engage in any activity, unless it is prohibited by law.

3.3. If a licence or permit is needed for any type of activities, the Company may engage in that activity only upon getting the required licence or permit in conformity with the procedure established by laws and other regulations.

3.4. The Company shall enjoy the rights prescribed by laws and other regulations.

***4. Authorised capital***

4.1. The authorised capital of the Company amounts to 6053000 (six million and fifty three thousand) Litas.

4.2. The authorised capital may be increased or decreased in accordance with the procedure established by the Republic of Lithuania Law on Companies (hereinafter referred to as the Law on Companies).

## ***5. Number of shares, their nominal value and the rights conferred by them***

5.1. The authorised capital of the Company is divided into 60530 (sixty thousand five hundred and thirty) ordinary registered shares with the nominal value of 100 (one hundred) Litas each. The Company may issue only ordinary registered shares.

5.2. The shareholders shall have no property obligations to the Company except for the obligation to pay up, in the prescribed manner, all the shares subscribed for at their issue price.

5.3. The shareholders shall be entitled to the following property rights:

- 1) to receive a part of the Company's profit (dividend);
- 2) to receive a part of assets of the Company in liquidation;
- 3) to receive bonus shares if the authorised capital is increased out of the Company's funds, except in the cases provided for in the Law on Companies;
- 4) to have the pre-emption right in acquiring shares or convertible debentures issued by the Company, except in cases when the General Meeting decides to withdraw the pre-emption right for all the shareholders of the Company in the manner established by the Law on Companies;
- 5) to receive funds of the Company if the authorised capital of the Company is reduced for the purpose of paying out funds of the Company to the shareholders;
- 6) to lend to the Company in the manner prescribed by law; however, when borrowing from its shareholders, the Company may not pledge its assets to the shareholders. When the company borrows from a shareholder, the interest may not be higher than the average interest rate offered by commercial banks of the locality where the lender has his place of residence or business, which was in effect on the day of conclusion of the loan agreement. In such a case the company and shareholders shall be prohibited from negotiating a higher interest rate;
- 7) other property rights provided for by laws.

5.4. The shareholders shall be entitled to the following non-property rights:

- 1) to participate in the meeting of shareholders and vote there according to the votes attached to the shares;
- 2) to receive information on the Company to the extent as defined in the Law on Companies;
- 3) to appeal to the court claiming compensation to the Company for the damage arising out of non-performance or improper performance of the duties by the head of the Company or the Board members as prescribed in the Law on Companies as well as other laws and the Articles of Association of the Company, also in other cases laid down by laws;
- 4) other non-property rights provided for by law.

5.5. Each share of the Company shall entitle its owner to one vote at the general meeting of shareholders.

5.6. The shareholder shall have no right to vote in the cases prescribed by laws:

## ***6. The powers of the General Meeting of Shareholders and the procedure for calling it***

6.1. The powers of the General Meeting of Shareholders (GMS) and the procedure for calling it shall be the same as specified in the Law on Companies.

## ***7. The Board of the Company. The powers of the Board. The procedure for the election and revocation of the Board members***

7.1. The Board of the Company is a collegial body. It shall consist of **five** members one of whom shall be elected Chairman.

7.2. The Board shall be elected for the term of 3 years.

7.3. The powers of the Board, the procedure for the election and revocation of the Board members shall be the same as specified in the Law on Companies.

7.4. The right of initiative to call a meeting of the Board shall be vested in any member of the Board.

7.5. The Board shall be authorised to adopt decisions and its meeting shall be deemed to have taken place, if the meeting is attended by more than 2/3 of the Board members. The Board members, who have voted in advance, shall be deemed as being present at the meeting.

7.6. The Board member may communicate his will “for” or “against” each decision under consideration, with the draft of which he has been familiarised, by voting in advance in writing. Voting by means of telecommunication terminal shall be treated as voting in writing, provided that the protection of the text has been ensured and the signature could be identified.

7.7. The decision of the Board shall be deemed adopted if voted for by at least half of all the elected Board members.

7.8. A member of the Board shall have no right to vote when the Board meeting is deciding an issue relative to his personal work in the Company or his material responsibility.

### ***8. The procedure for the election and revocation of the head of the Company and his powers***

8.1. The head of the Company (the sole management body of the Company) shall be the President.

8.2. The procedure for the election and revocation of the head of the Company shall be the same as specified in the Law on Companies.

8.3. The head of the Company shall organize daily business activity of the Company, employ and dismiss the staff members, conclude employment contracts with them, motivate and penalize them.

8.4. The head of the Company shall act on behalf of the Company and shall be entitled to enter into contracts without any authorisation. The head of the Company may enter into contracts specified in the Law on Companies only on the basis of the decisions of the Board. Approval of the Board shall be required for the transactions exceeding the value of LTL100000. Such approval shall not be required for the decisions of the head of the Company on investments in:

1) Government securities or securities of the Bank of Lithuania, irrespective of the size of investment.

2) time deposits with the commercial banks of the Republic of Lithuania and affiliates (branches) of foreign banks, operating in the Republic of Lithuania (not exceeding LTL0.5 m) ;

3) debt securities issued by Lithuanian and foreign undertakings, which have investment grade long-term credit ratings awarded by Fitch and Moody’s agencies, that were expressed in Litas or Euro (not exceeding LTL 0.5 m) (where rating is awarded to securities, it must also be of investment grade. Where rating is in local and foreign currencies, both have to be of investment grade).

8.5. The head of the Company must present to the Board the material specified in the Law on Companies.

8.6. The head of the Company shall act in compliance with the laws and other regulations, Articles of Association of the Company, decisions of the general meetings of shareholders, decisions of the Board and work regulations.

### ***9. The notification procedure. The daily newspaper, where the Company’s public announcements shall be published.***

9.1. The Company’s announcements concerning the general meeting of shareholders shall be published in the daily newspaper “Verslo žinios”, or each shareholder of the Company shall be notified on the general meeting of shareholders to be convened by registered letter, or such notice shall be delivered to him against his signature.

9.2. All other public notices of the Company shall be published in the daily newspaper “Verslo žinios” and placed on the Internet web site [www.csd.lt](http://www.csd.lt).

#### ***10. The procedure for the placement of the documents and other information of the Company to the shareholders***

10.1. Upon written request of a shareholder, the Company not later than within 7 days of the receipt of the request must provide a possibility for the shareholder to familiarise himself with and (or) make copies of the following documents: Articles of Association of the Company, annual financial statements, reports on the activities of the Company, auditor's statements and reports, minutes of the general meetings of shareholders and other documents executing the decisions of the general meetings of shareholders, lists of shareholders, lists of the Board members, other documents of the Company, which must be made public by law, as well as minutes of the Board and other documents, executing the decisions of this body of the Company, unless they contain commercial (trade) secret. A shareholder, or a group of shareholders, who hold or own more than 1/2 of the Company's shares and who have given a written promise of the prescribed form to the Company not to disclose a commercial (trade) secret, shall be entitled to have access to all the documents of the Company. The Board of the Company shall specify the information (except for the public information specified by the laws of the Republic of Lithuania) which shall be considered a commercial (trade) secret. A person shall be liable under law for the divulgence of confidential information. The Company's refusal to present the documents must be stated in writing if the shareholder requests for the reasons of such a refusal. Disputes concerning the shareholder's right to information shall be settled in court.

10.2. The list of shareholders of the Company provided to the shareholders must specify the first names and surnames of the shareholders (names of legal persons), the number of the Company's shares owned by the shareholders, correspondence addresses of the shareholders for contact in accordance with the last data available at the Company.

#### ***11. The procedure for the adoption of decisions concerning the establishment of affiliates and representative offices of the Company and termination of their activities. The procedure for the appointment and removal from office of the heads of affiliates and representative offices of the Company.***

11.1. The company shall have the right to establish affiliates and representative offices in the Republic of Lithuania and abroad.

11.2. Decisions concerning the establishment of an affiliate or representative office and termination of their activities shall be adopted by the Board of the Company in compliance with the procedure prescribed by laws.

11.3. The head of an affiliate or a representative office of the Company shall be appointed and released from office by the Board of the Company. The head of an affiliate and a representative office of the Company must be a physical person. A person who is prohibited under laws and regulations from acting in that capacity may not be appointed to the post of the head of an affiliate or a representative office of the Company.

#### ***12. The procedure for the amendment of the Company's Articles of Association***

12.1. The right to amend the Company's Articles of Association by a qualified majority vote shall be given to the general meeting of shareholders, except for the derogations established in the Law on Companies.

12.2. Once the resolution to amend the Company's Articles of Association is adopted by the general meeting of shareholders, the whole amended text of the Articles of Association shall be written down and undersigned by the person authorised by the general meeting of shareholders, except for the derogations established in the Company Law.

#### ***13. The date of signing of the Company's Articles of Association***

27 April, 2009.

*A person authorized by the GMS to sign the Articles of Association,*

*President*

*Artūras Keleras*