

## Baltikums

/Stamp: Registered with the Commercial Register of the Enterprise Register of the Republic Latvia on  
21 July 2011, registration No: 40003551060/  
/Stamp: State Notary Renāte Mikukste/  
/signature/

### Baltikums Bank AS

## ARTICLES OF ASSOCIATION (new edition)

### 1. Firm

Firm of the company is Baltikums Bank AS.

### 2. Type of Business Operation

Company carries out the following business operation:

- 1) Other monetary intermediation (NACE 2 – 64.19);
- 2) Financial leasing (NACE 2 – 64.91);
- 3) Other credit granting (NACE 2 – 64.92);
- 4) Other financial intermediation n.e.c., except insurance and pension funding (NACE 2 – 64.99);
- 5) Administration of financial markets (NACE 2 – 66.11);
- 6) Security and commodity contracts dealing activities (NACE 2 – 66.12);
- 7) Activities auxiliary to other financial services, except insurance and pension funding (NACE 2 – 66.19);
- 8) Fund management activities (NACE 2 – 66.3).

### 3. Share Capital and Type of Shares

- 3.1. The share capital of the company amounts to LVL 19 756 200 (nineteen million seven hundred fifty-six thousand two hundred Lats). Company's share capital consists of 19 756 200 (nineteen million seven hundred fifty-six thousand two hundred) shares. Value of each share is LVL 1.00 (one Lat).
- 3.2. All shares are registered shares.
- 3.3. Shares have been dematerialized.
- 3.4. Regulations for increase of the company's share capital can foresee that in case on non-payment of full price of the shares a shareholder shall receive amount of shares that is proportional to the sum paid by the shareholder.

### 4. Management Board

- 4.1. Management Board consists of four Management Board members.
- 4.2. Management Board members are elected by the Supervisory Council. Chairman of the Management Board is elected by the Supervisory Council out of members of the Management Board.
- 4.3. Each member of the Management Board has rights of representation together with another member of the Management Board.
- 4.4. A management Board member is elected for a period of one year, however, not longer than for one term of office of the Management Board.

- 4.5. Management Board shall pass its resolutions by simple majority of votes. In case of split of the votes the vote of Chairman of the Management Board shall be the decisive.
- 4.6. For settlement of important issues Management Board is required consent from the Supervisory Council. Such important issues shall be:
- 1) obtaining, increase or reduction of substantial participation in other enterprises, as far as it is not done within limits of regular commercial activities of the Company (obtaining and alienation of shares that are in public circulation; obtaining, increase or reduction of participation during restructuring of credit for full or partial repayment of a debt, etc.);
  - 2) acquisition or expropriation of a company;
  - 3) acquisition, expropriation or encumbrance with the rights in things of a real estate, as far as it is not done within limits of regular commercial activities of the Company (during restructuring of credit for full or partial repayment of a debt, etc.);
  - 4) opening or closing of subsidiary offices, sub-branches and representative offices;
  - 5) conclusion of deals that exceed the sum determined in resolutions of the Supervisory Council;
  - 6) issue of loans that are not related to regular business operation of the Company;
  - 7) commencement of new types of business operation and termination of the existing types of business operations;
  - 8) determination of general business principles;
  - 9) determination of strategy and organisational structure;
  - 10) other issues pursuant to laws and regulations and Company's internal regulations.

## 5. Supervisory Council

- 5.1. Supervisory Council shall consist of three Supervisory Council members.
- 5.2. The Supervisory Council is elected for a period of three years.

## 6. Internal Audit Department

- 6.1. Company's internal audit and control functions shall be ensured by the Internal Audit Department.
- 6.2. Internal Audit Department is elected and its composition and remuneration is set by the shareholders' meeting.

## 7. Audit Committee

- 7.1. Drawing up of Company's financial statements and consolidated annual reports, supervision of their control and elimination of stated deficiencies shall be carried out by the Audit Committee.
- 7.2. Audit Committee shall supervise efficiency of the Company's internal control and risk management system operation, as well as shall suggest sworn auditor (Sworn Auditors' office) for provision of auditing services to the Company and shall verify and supervise independence of the suggested sworn auditor.
- 7.3. Audit Committee is elected and its composition and remuneration is set by the shareholders' meeting

Riga, 08 July 2011

On behalf of Baltikums Bank AS  
Chair of the Management Board

Dmitrijs Latiševs /signature/  
/round stamp: Baltikums Bank AS  
Baltikums  
Riga, Latvia/

Member of the Management Board

Tatjana Drobina /signature/