

## NOVAMETRO OÜ PÕHIKIRI

### 1. ÄRINIMI, ASUKOHT

- 1.1. Osäühingu ärinimeks on Novametro OÜ.
- 1.2. Osäühingu asukohaks on Tallinn, Eesti Vabariik.
- 1.3. Osäühingu majandusaasta algab 01. jaanuaril ja lõpeb 31. detsembril.
- 1.4. Osäühing on asutatud määramata tähtajaks.

### 2. OSAKAPITAL JA OSAD

- 2.1. Osäühingu miinimumkapitali suuruseks on 25 000 (kakskümmend viis tuhat) eurot ja maksimumkapitali suuruseks 100 000 (üks sada tuhat) eurot.
- 2.2. Osade eest võib tasuda nii rahaliste kui ka mitterahaliste sissemaksetega.
- 2.3. Rahalised sissemaksed tuleb tasuda osäühingu pangaarvele.
- 2.4. Mitterahalisi sissemaksid hindab osäühingu juhatuse. Hindamisel võetakse aluseks asja või õiguse harilik väärtus. Seaduses sätestatud juhtudel peab hindamist kontrollima vandeaudiitor.
- 2.5. Osäühing võib lasta välja osasid hinnaga, mis ületab nende nimiväärtust (ülekurss).
- 2.6. Osäühing ei moodusta reservkapitali.

### 3. OSADE VÕÕRANDAMINE JA PÄRIMINE

- 3.1. Osanikul on õigus osa vabalt võõrandada teisele osanikule. Osa võõrandamisel kolmandale isikule on teistel osanikel ostueesõigus ühe kuu jooksul võõrandamise lepingu esitamisest. Müüja esitab müügilepingu osäühingu juhatusele, kes teavitab viivitamatult teisi osanikke müügilepingu sõlmimisest.
- 3.2. Osanikul on õigus osa jagada, s.o. võõrandada osa oma osast.
- 3.3. Osa võib pantida ainult osanike otsusel.
- 3.4. Osaniku surma korral läheb osa üle tema pärijatele, kui seaduses ei ole ette nähtud teisiti.

### 4. OSAÜHINGU JUHTIMINE

- 4.1. Osanike pädevusse kuulub:
  - 1) põhikirja muutmine;
  - 2) osakapitali suurendamine ja vähendamine;
  - 3) juhatuse liikmete valimine ja tagasikutsumine;
  - 4) majandusaasta aruande kinnitamine ja kasumi jaotamine;
  - 5) osa jagamine;
  - 6) audiitori valimine;
  - 7) erikontrolli määramine;
  - 8) prokuristi nimetamine ja tagasikutsumine;

9) juhatuse liikmega tehingu tegemise otsustamine, tehingu tingimuste määramine, õigusvaidluse pidamise otsustamine ning selles tehingus või vaidluses osaühingu esindaja määramine;

10) osaühingu lõpetamise, ühinemise, jagunemise ja ümberkujundamise otsustamine;

11) muude seaduse või põhikirjaga osanike pädevusse antud küsimuste otsustamine.

4.2. Osa iga üks euro annab osanikule ühe hääle.

4.3. Osanikud võtavad otsuseid vastu osanike koosolekul või koosolekut kokku kutsumata äriseedustiku §-s 173 sätestatud viisil. Seaduses sätestatud juhtudel võivad osanikud otsuseid vastu võtta ainult osanike koosolekul.

4.4. Osaühingut esindab ja juhib juhatus, mis koosneb ühest kuni viiest liikmest. Kui juhatusel on üle kahe liikme, valivad juhatuse liikmed endi hulgast juhatuse esimehe, kes korraldab juhatuse tegevust.

4.5. Osaühingut võib kõikide tehingute tegemisel esindada iga juhatuse liige. Juhatusel ei ole õigust esindada osaühingut tehingu tegemisel, mille puhul vastavalt seadusele otsustavad esindaja määramise eraldi osanikud.

4.6. Juhatusel võib valitakse tähtajatult. Osanike otsusel võib juhatuse liikme sõltumata põhjusest tagasi kutsuda.

Osaühingu põhikiri on kinnitatud Novametro OÜ ainuosaniku otsusega 07.06.2017.a.

Juhataja Anna Overchuk /digiallkirjastatud/

## NOTARIAL NOTATION

Tallinn, 04 September 2017.

I, Alla Ševtšuk, notary of Tallinn, whose office is located at Tornimäe str 5, certify the truth of the printout of articles of association of **Novametro OÜ** (registry code **12187280**) made from the electronic database of the commercial register on 04.09.2017 (at 16:57). The printout contains effective data.

The database does not contain information which supplements or amends it.

The document consists of three (3) sheets.

Notary's register of notarial acts registration number 1770

Notary fee 6,73 euros (clause § 31. 14<sup>4</sup>, § 35 of Notary Fees Act).

VAT 20% 1,35 euros

Total 8,08 euros

Notary:  

## ARTICLES OF ASSOCIATION OF NOVAMETRO OÜ

### 1. BUSINESS NAME, SEAT

- 1.1. The business name of the private limited company is Novametro OÜ.
- 1.2. The seat of the private limited company is in Tallinn, Republic of Estonia.
- 1.3. The financial year of the private limited company begins on 1 January and ends on 31 December.
- 1.4. The private limited company has been founded for an unspecified term.

### 2. SHARE CAPITAL AND SHARES

- 2.1. The minimum amount of the share capital of the private limited company shall be 25,000 (twenty-five thousand) euros and the maximum amount of the share capital shall be 100,000 (one hundred thousand) euros.
- 2.2. Shares may be paid for by both monetary and non-monetary contributions.
- 2.3. Monetary contributions shall be paid to the bank account of the private limited company.
- 2.4. Non-monetary contributions shall be evaluated by the management board of the private limited company. The usual value of a thing or right shall be taken as the basis upon such valuation. A sworn auditor shall audit the valuation in the cases provided by law.
- 2.5. The private limited company may issue shares for a price exceeding their nominal value (premium).
- 2.6. The private limited company does not form a legal reserve.

### 3. TRANSFER OF AND SUCCESSION TO SHARES

- 3.1. A shareholder has the right to freely transfer the shareholder's share to another shareholder. Upon transfer of a share to a third person, the other shareholders have a right of pre-emption within one month after submission of the transfer agreement. The seller shall submit the sales contract to the management board of the private limited company who shall promptly notify the other shareholders of entry into a sales contract.
- 3.2. A shareholder has the right to divide a share, i.e. to transfer a part of the shareholder's share.
- 3.3. A share may be pledged only upon a resolution of the shareholders.
- 3.4. Upon the death of a shareholder the shareholder's share shall transfer to his/her successors unless the law prescribes otherwise.

### 4. MANAGEMENT OF PRIVATE LIMITED COMPANY

- 4.1. The shareholders are competent to:
  - 1) amend the articles of association;
  - 2) increase and reduce share capital;
  - 3) elect and remove members of the management board;
  - 4) approve the annual report and distribute profit;
  - 5) divide a share;
  - 6) elect an auditor;
  - 7) designate a special audit;
  - 8) appoint and remove a procurator;

- 9) decide on conclusion and determine the terms and conditions of transactions with a member of the management board, decide on the conduct of legal disputes and appointment of the representative of the private limited company in such transactions or disputes;
  - 10) decide on dissolution, merger, division or transformation of the private limited company;
  - 11) decide on other matters placed in the competence of the shareholders by law or the articles of association.
- 4.2. Each one euro of a share shall grant one vote to the shareholder.
  - 4.3. The shareholders adopt resolutions at meetings of shareholders or without calling a meeting pursuant to the procedure provided for in § 173 of the Commercial Code. The shareholders may adopt resolutions only at meetings of shareholders in the cases provided by law.
  - 4.4. The management board consisting of one to five members shall represent and manage the private limited company. If the management board has more than two members, they shall elect a chairman of the management board from among themselves, who shall organise the activities of the management board.
  - 4.5. Every member of the management board may represent the private limited company in all transactions. A member of the management board shall not have the right to represent the private limited company in a transaction in case of which, in accordance with law, the appointment of a representative is specifically decided by the shareholders.
  - 4.6. A member of the management board shall be elected for an unspecified term. A member of the management board may be removed regardless of the reason upon a resolution of the shareholders.

The articles of association of the private limited company were approved by a resolution of the sole shareholder of Novametro OÜ on 7 June 2017.

Manager Anna Overchuk /digitally signed/

Translated by **TIIA EISEN, SWORN TRANSLATOR OF ENGLISH.**

Appointed to office on 28 December 2004, professional certificate No. 11, issued on 31 January 2014.

Office: Rävåla pst 3 / Kuke tn 2, 10143 Tallinn, Republic of Estonia, tel.: +372 5072780, e-mail: [tiia.eisen@aidelink.ee](mailto:tiia.eisen@aidelink.ee)

Information about sworn translators: <http://www.just.ee/39970>; Chamber of Sworn Translators: <http://www.vandetolgid.ee>

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Tallinn, 6 September 2017

*Tiia Eisen*

