

**ARTICLES OF ASSOCIATION**  
**OF PUBLIC COMPANY**  
**LITHUANIAN SHIPPING COMPANY**

**I. GENERAL PROVISIONS**

1. Public Company "Lithuanian Shipping Company" (hereinafter referred to as the Company) is a company with the authorized capital divided into parts called shares. Legal form of the company is joint-stock company. The company is a legal entity, which can have and acquire any rights and obligations on behalf of its name, be a plaintiff or defendant and which in its activity follows the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania, other laws, resolutions of the Government of the Republic of Lithuania, other legal acts, decision of the company's organs and these Articles of Association.

2. The company is a private legal entity of limited civil responsibility. Shareholders have no property obligations towards the company, except for the obligation to pay emission price for all signed shares as per procedure stipulated.

3. Full title of the Company in Lithuanian – AKCINĖ BENDROVĖ "LIETUVOS JŪRŲ LAIVININKYSTĖ", in English language – PUBLIC COMPANY "LITHUANIAN SHIPPING COMPANY".

4. Financial year of the Company is a calendar year. Period of the Company's activity is unlimited.

**II. GOALS OF ACTIVITY AND OBJECT OF ACTIVITY OF THE COMPANY**

5. The main goals of the Company's activity is to seek for profit, rational use of the Company's funds, assets and other resources, and ensuring property interest of its shareholders.

6. The object of the company's activity is (activity code corresponds with activity codes specified in the Classifier of Economic Activity Types):

- 6.1. operating activity – sea and inshore waters transport;
- 6.2. additional activity:
  - 6.2.1. shipbuilding and repair;
  - 6.2.2. general construction of buildings and construction of engineering structures;
  - 6.2.3. wholesale trade of solid, liquid and gas fuel and accessories;
  - 6.2.4. canteens;
  - 6.2.5. other land passenger transport;
  - 6.2.6. freight transportation by road;
  - 6.2.7. freight handling;
  - 6.2.8. storage and warehousing;
  - 6.2.9. other additional water transport activity;
  - 6.2.10. activity of other transport agencies;
  - 6.2.11. telecommunications;
  - 6.2.12. purchase and sale of own real estate;
  - 6.2.13. rent of real estate belonging as per property or other right;
  - 6.2.14. rent of other land transport equipment;
  - 6.2.15. water transport equipment rent;
  - 6.2.16. software use consultations and software supply;
  - 6.2.17. activity related to data bases;
  - 6.2.18. technical maintenance and repair of company's accounting equipment and software;
  - 6.2.19. managerial activity of controlling companies;
  - 6.2.20. advertising;

6.2.21. other business activity not attributed elsewhere;

6.2.22. qualification refreshment.

7. The Company can implement other activities not specified in these Articles of Association if those are not forbidden by the laws. The Company can implement licensed activity only after receiving corresponding licenses (permits).

### **III. CAPITAL OF THE COMPANY**

8. Equity capital of the Company is comprised of:

8.1. paid authorized capital;

8.2. share premiums (excess to the shares' nominal value);

8.3. reappraisal reserve;

8.4. statutory reserve;

8.5. reserve for acquisition of own shares;

8.6. other reserves;

8.7. unappropriated earnings – profit (loss).

9. Authorized capital equals the sum of nominal values of all signed shares of the company.

10. Authorized capital of the company makes 82,867,200 (eighty two million eight hundred sixty seven thousand two hundred) Lit.

11. Authorized capital of the company is divided into 82,867,200 (eighty two million eight hundred sixty seven thousand two hundred) common inscribed shares. Nominal value per share makes 1 (one) Lit.

12. All shares of the Company are of one class, i.e. common inscribed shares.

13. The Company's shares are nonmaterial. Those are documented by records in personal securities accounts. Personal securities accounts of the Company's shareholders are administered as per procedure stipulated by legal acts regulating securities market.

14. The following reserves from the distributable profit are formed in the Company:

14.1. statutory reserve which shall be at least 1/10 of the company's authorized capital and can be used only to compensate losses of the company;

14.2. reserve for acquisition of own shares;

14.3. other reserves: reserve for investments, reserve for fulfillment of the company's obligations, reserve for social cultural needs, reserve for support, reserve for bonuses of employees. Part of the profit allocated for annual payments (share of profits) to members of the board and supervisory council, employees' bonuses and social cultural needs cannot be over 1/5 of net profit for the reporting financial year.

15. Other reserves from the distributable profit not stipulated by the company's Articles of Association to be used for realization of specific goals of the company can be formed in the company as well. All reserves are formed according to the procedure stipulated in Clause 25.9 of these Articles of Association.

### **IV. RIGHTS GRANTED BY THE SHARES**

16. All shares of the Company grant equal rights to their owners (shareholders).

17. One common inscribed share grants the following property rights to its shareholder:

17.1. to receive a share of the Company's profit (dividend);

17.2. to receive the company's funds, when authorized capital of the Company is reduced to pay the company's funds to the shareholders;

17.3. to receive shares for free, when authorized capital is increased using the Company's funds, except for cases specified by the Law on Companies of the Republic of Lithuania;

17.4. priority right to acquire shares or convertible bonds released by the Company, except for the case when the general meeting of shareholders decided to annul priority right for all the

shareholders according to procedure specified by the Law on Companies of the Republic of Lithuania;

17.5. to borrow money to the Company according to methods stipulated by laws; however, while borrowing money from its shareholders the Company has no right to mortgage its property to the shareholders. When the Company is borrowing money from its shareholder, interests cannot exceed average interest rate of commercial banks located at residence or business place of the credit giver valid at the moment of making credit agreement. In such case the Company and shareholders are not allowed to agree upon larger interest rate;

17.6. to receive a part of property of the Company being liquidated;

17.7. other property rights specified by the Law on Companies of the Republic of Lithuania.

18. One common inscribed share grants the following non-property rights to its owner (shareholder):

18.1. to participate in general meetings of shareholders;

18.2. to propose questions related to questions of the agenda of general meetings of shareholders to the company in advance;

18.3. to vote in general meetings of shareholders according to rights granted by shares;

18.4. to receive information on the Company specified in Clause 76 of these Articles of Association;

18.5. to appeal to court with a lawsuit requesting to compensate damage incurred to the Company that originated due to failure to fulfill or improper fulfillment of obligations of the Company's director and members of the board stipulated in the Law on Companies of the Republic of Lithuania and other laws and in other cases specified by laws;

18.6. other non-property rights specified by the Law on Companies of the Republic of Lithuania.

19. One common inscribed 1 LTL nominal value share of the Company grants one vote at the general meeting of shareholders. Voting right at the general meeting of shareholders is granted only by the shares paid in full. The right to vote at the general meetings of shareholders can be forbidden or limited in cases specified the Law on Companies of the Republic of Lithuania and other laws as well as when share ownership is a topic of dispute.

## **V. THE COMPANY'S ORGANS**

20. The company's organs are as follows:

20.1. general meeting of shareholders;

20.2. supervisory council;

20.3. board;

20.4. director of the Company.

## **VI. CALLING OF THE GENERAL MEETING OF SHAREHOLDERS**

21. General meeting of shareholders is the supreme organ of the company.

22. Persons, who, at the end of the accounting day of the general meeting of shareholders, were shareholders of the Company, have the right to participate, speak, questions and vote during the general meeting of shareholders or repeated general meeting of shareholders of the Company personally, except for the case specified by the laws, or their authorized persons or persons, which the voting right delegation agreement was entered into with. The accounting day of the Company's meeting is the fifth business day before the general meeting of shareholders or the fifth day before the repeated general meeting of shareholders.

23. Members of the supervisory council, members of the board, director of the Company, inspector of the general meeting of shareholders and auditor that prepared conclusion and report also have the right to participate and speak at the general meeting of shareholders.

24. The general meeting of shareholders has as an exclusive right to:

- 24.1. amend the company's Articles of Association, excluding cases specified in the Law on Companies of the Republic of Lithuania;
- 24.2. change the company's location;
- 24.3. elect members of the supervisory council;
- 24.4. depose the supervisory council or its members;
- 24.5. elect and depose an audit company hired for audit of annual financial reports, set conditions of payment for audit services;
- 24.6. set category, number, nominal value, and minimal emission price of the Company's shares released;
- 24.7. approve a set of annual financial statements;
- 24.8. make a decision concerning distribution of profit (loss);
- 24.9. make a decision concerning formation, use, reduction, and cancellation of reserves;
- 24.10. approve an interim financial statements, drawn up in order to take a decision on the payment of dividends for less than one financial year;
- 24.11. make a decision on the payment of the dividends for less than one financial year;
- 24.12. make a decision to release convertible bonds;
- 24.13. make a decision to cancel priority right to purchase shares or convertible bonds of specific emission of the Company for all the shareholders;
- 24.14. make a decision to increase authorized capital;
- 24.15. make a decision to reduce authorized capital, excluding the cases specified in the Law on Companies of the Republic of Lithuania;
- 24.16. make a decision for the Company to purchase its shares;
- 24.17. make a decision concerning reorganization or splitting-off of the Company and to approve conditions of reorganization or splitting-off;
- 24.18. make a decision to reorganize the Company;
- 24.19. make a decision to restructure the Company;
- 24.20. make a decision to liquidate the Company or to cancel the Company's liquidation, excluding the cases specified in specified in the Law on Companies of the Republic of Lithuania;
- 24.21. elect and depose liquidator of the Company, excluding the cases specified in specified in the Law on Companies of the Republic of Lithuania.

25. The general meeting of shareholders approves the decisions of the board:

- 25.1. concerning the investment, transfer, or rent of long-term property, balance value of which is over 1/20 of the authorized capital of the Company (calculated separately for every type of contract);
- 25.2. concerning mortgage and hypothec of long-term property, balance value of which is over 1/20 of the authorized capital of the Company (total sum of contracts is calculated);
- 25.3. concerning warranty or guarantee of fulfillment of obligations of other parties, the sum of which is over 1/20 of the authorized capital of the Company;
- 25.4. decisions to acquire long-term property for the price over 1/20 of the authorized capital of the Company.

26. The general meeting of shareholders can also make other decisions, if they are not ascribed to competence of other Company's organs as per to the Law on Companies of the Republic of Lithuania and if it is not a function of administrative organs in their essence.

27. The general meeting of shareholders has no right to delegate solution of questions ascribed to its competence to other organs of the Company.

28. The general meeting of shareholders is called, organized and make decision following the provisions of the Law on Companies of the Republic of Lithuania. Inspector of the general meeting of shareholders is not elected in the Company.

## **VII. SUPERVISORY BOARD. COMPETENCE OF THE SUPERVISORY BOARD. PROCEDURE OF ELECTION AND DEPOSING OF ITS MEMBERS**

29. The supervisory council is a collegial body supervising activity of the Company. The supervisory council is made of 5 members. The members of the supervisory council are elected for four years by the general meeting of shareholders. When electing the members of the supervisory council, each shareholder shall have a number of votes equal to the product of the number of votes granted by the shares he/she owns and the number of the members of the supervisory council to be elected. The shareholder should use these votes at his/her discretion, i.e. for one or more candidates. The candidates who received more votes will be elected. When there are more candidates who have received equal votes than the available positions in the supervisory council a repeated voting shall be organized, where each shareholder may vote for only one of the candidates who have received equal number of votes. The supervisory council is headed by its chairman. The chairman of the supervisory council is elected by the supervisory council from its members.

30. The supervisory council implements its functions for the period specified in Clause 29 of these Articles of Association or until the new supervisory council is elected, but no more than until the ordinary general meeting of shareholders to take place during the year of the end of the supervisory council's term. The number of terms of a member of the supervisory council is not limited. The members of the supervisory council or its members start their activity by the end of the general meeting of shareholders that elected the supervisory council or its members.

31. When the Company's Articles of Association are amended due to formation of the supervisory council or increase in the number of its members, newly elected members of the supervisory council may begin their work only as of the day of registration of the amended Articles of Association. In this case making of the decision on the adoption of the amendment of the Articles of Association and the election of new members of the supervisory council can take place during the same general meeting of shareholders, if this is provided for in the agenda of the meeting.

32. The general meeting of shareholders can recall the entire supervisory council or its single members before the end of their term.

33. A member of the supervisory council can resign office before the end of the term by sending a 14 day written notice to the Company.

34. If a member of the supervisory council is deposed, resigns or stops holding his/her office for any other reason and shareholders with shares they own providing them with no less than 1/10 of all the votes object the election of single members of the supervisory council, the supervisory council should lose its authority, while the entire new supervisory council should be elected again. When single members of the supervisory council are elected, they should be elected only before the end of the term of office of the operating supervisory council.

35. Share of profit can be paid to the members for their work in the supervisory council as per procedure stipulated by the Law on Companies of the Republic of Lithuania and other legal acts.

36. The supervisory council:

36.1. elects the members of the board and deposes them. If the Company is working at a loss, the supervisory council is obliged to consider whether the board members are suitable for duties;

36.2. supervises activity of the board and the Company's director;

36.3. submits to the general meeting of shareholders feedback and suggestions regarding the Company's business strategy, set of annual financial statements, project of distribution of profit (loss) and annual report of the Company, as well as activity of the board and the Company's director;

36.4. submits to the general meeting of shareholders feedback and suggestions regarding the draft of the decision on the payment of the dividends for less than one financial year and the interim financial statements construed in order to make this decision and the prepared interim

report;

36.5. submits proposals to the board and Company's director to revoke their decisions which are contrary to the laws and other legal acts, the Company's Articles of Association or the decisions of the general meeting of shareholders;

36.6. resolves other issued regarding supervision of activity of the Company and its management bodies which are attributed to competence of the supervisory council according to decisions of the general meeting of shareholders of the Company.

37. The supervisory council has no right to delegate or entrust the functions ascribed to its competence according to the Law on Companies of the Republic of Lithuania and these Articles of Association to other organs of the Company.

38. The supervisory council has a right to ask the Company's board and the Company's director to submit the documents related to the Company's business.

39. The members of the supervisory council are obligated to keep commercial (production) secrets and confidential information of the Company, which they learnt while holding the office of members of the supervisory council.

40. A member of the supervisory council has the right to give a power of attorney of a simple written form to another member of the company's supervisory council who would represent him/her in voting at the meeting of the company's supervisory council.

41. Members of the supervisory council have equal rights. During the voting each member has one vote. When votes "for" and "against" are equal in number, the board's chairman has the casting vote. A member of the supervisory council can state his/her will, i.e. for or against the considered decision which project he/she got familiarized with, by voting in advance in writing or using electronic means provided safety of information transferred is ensured and the voting person can be identified. The board can make decisions and it is considered to be accomplished, when more than half of the members of the supervisory council participate in the meeting. Members of the supervisory council who voted in advance are considered to be participating in the meeting. Decision of the supervisory council is considered to be made, when more than half of all the supervisory council's members have voted for it. A decision to depose a member of the board can be made, at least when over 2/3 of the members of the supervisory council participating in the meeting vote for it. Meetings of the supervisory council should be recorded in protocols. The procedure of the supervisory council's operation is defined by the regulation of the supervisory council's work accepted by it.

#### **VIII. BOARD OF THE COMPANY. COMPETENCE OF THE BOARD. PROCEDURE OF ELECTION AND DEPOSING OF ITS MEMBERS**

42. The board of the Company is a collegial administration body. The board is made of 5 members. The members of the board are elected for four years by the supervisory council. The board elects the chairman of the board from its members.

43. Only a physical person can be elected as a member of the board. The member of the company's supervisory board or the person who has no right to hold such office as per legal acts of the Republic of Lithuania cannot be the member of the Company's board.

44. The number of terms of a member of the board and its chairman is not limited.

45. The board implements its functions for the period stipulated in Clause 42 of these Articles of Association until new board is elected and begins operating, but no more than until the ordinary general meeting of shareholders to take place during the year of the end of the board's term.

46. The board or its members start their activity by the end of the meeting of the supervisory council that elected the board or its members.

47. The supervisory council can recall the entire board or its single members before the end of their term.

48. A member of the board can resign office before the end of the term by sending a 14 day written notice to the Company.

49. Share of profit can be paid to the members for their work in the board as per procedure stipulated by the Law on Companies of the Republic of Lithuania and other legal acts.

50. The board considers and approves the following:

50.1. strategy of the Company's activity;

50.2. annual report of the Company;

50.3. structure of the Company's administration and employees' positions;

50.4. positions, for which employees are employed in the order of competition;

50.5. articles of association of the Company's subsidiaries and representational offices;

50.6. Rules of purchase of goods, works and services.

51. The board elects and deposes the Company's director, establishes his salary, other conditions of employment agreement, approves job description, stimulates him and ascribed penalties.

52. The board defines information, which is considered to be commercial (production) secret of the Company and confidential information. Information, which has to be public according to the Law on Companies of the Republic of Lithuania and other legal acts, cannot be considered as commercial (production) secret and confidential information.

53. The board makes:

53.1. decisions for the Company to become a founder or participant of other legal entities;

53.2. decision to establish the Company's subsidiaries and representational offices;

53.3. decisions concerning investment, transfer, or rent of long-term property, balance value of which is over LTL 2,000,000 (two million Litas) (calculated separately for every type of contract);

53.4. decisions concerning mortgage and hypothec of long-term property, balance value of which is over LTL 2,000,000 (two million Litas) (total sum of contracts is calculated);

53.5. decisions concerning warranty or guarantee of fulfillment of obligations of other parties, the sum of which is over LTL 2,000,000 (two million Litas);

53.6. decisions to acquire long-term property for the price over LTL 2,000,000 (two million Litas);

53.7. decision to restructure the Company in the cases specified by the Law on Restructuring of Enterprises of the Republic of Lithuania;

53.8. decisions concerning consent for the Company's director to settle transactions (except typical ships' employment (rent), ships' repair, insurance agreements for ships and ships' marine risk and for transactions concerning sale and purchase of the currency), which value is over LTL 2,000,000 (two million Litas) (no tax).

53.9. other decisions assigned to competence of the board by the decisions of the general meeting of shareholders.

54. Before making the decision to invest funds or other property in another legal entity, the board has to inform creditors about that with whom the Company has not settled during the term set, if total amount of the debt to these creditors exceeds 1/20 of the Company's authorized capital.

55. Before making the decisions specified in Clauses 25 of these Articles of Association the board has to receive the consent of the general meeting of shareholders. The consent of the general meeting of shareholders does not annul the board's responsibility for the decisions made.

56. The board analyzes and evaluates the material submitted by the Company's director regarding the following:

56.1. implementation of the Company's business strategy;

56.2. organization of the Company's activity;

56.3. financial condition of the Company;

56.4. results of commercial activity, income and expenditure estimates, data on inventory accounting and other data of accounting of changes in the property.

57. The board analyzes and evaluates the set of the company's annual financial statement, the project of profit (loss) distribution and submits them to the supervisory board and the general meeting of shareholders along with the Company's annual statement.

58. The board is in charge of calling the general meetings of shareholders and their timely organization.

59. The members of the board are obligated to keep commercial (production) secrets and confidential information of the Company, which they learnt while holding the office of members of the board.

60. The board is obligated to organize the general meetings of shareholders in time and ensure their due organization.

61. The board is obligated to invite the Company's director to each of the its meeting, if he is not the member of the board, and allow him getting familiarized with the information related to the meeting's agenda.

62. Each member of the board has the initiative right to call the board's meeting. A member of the board has the right to give a power of attorney of a simple written form to another member of the company's board who would represent him/her in voting at the meeting of the company's board.

63. The board can make decisions and it is considered to be accomplished, when over 2/3 of the board's members participate in it. Members of the board who voted in advance are considered to be participating in the meeting. During the voting each member has one vote. When votes "for" and "against" are equal in number, the board's chairman has the casting vote. A member of the board can state his/her will, i.e. for or against the considered decision which project he/she got familiarized with, by voting in advance in writing or using electronic means provided safety of information transferred is ensured and the voting person can be identified. Decision of the board is considered to be made, when more than half of all the board's members have voted for it. A member of the board has no right to vote, when the board's meeting considers the question related to his/her activity in the board or his/her responsibility.

64. The procedure of the board's operation is defined by the regulation of the board's work accepted by it. Meetings of the board should be recorded in protocols.

## **IX. DIRECTOR OF THE COMPANY.**

65. Director of the company – the director general is a single-person organ of the Company's administration. The board of the Company elects and deposes the director general, establishes his salary, and approves job description, stimulates him and ascribes penalties. The director general starts holding his office as of the moment of his election, if his employment agreement does not specify otherwise. The person authorized by the board has to inform the manager of the Registry of Legal Entities no later than within 5 days on the election or deposition of the director general as well as termination of his employment agreement due to other reasons.

66. A physical person, with whom employment agreement is entered into with, can be the director general. A person, who does not have a right to hold such office as per legal norms, cannot be the director general. The chairman of the board or other authorized member of the board signs the employment agreement with the director general. An agreement of total material accountability can be signed with the director general. When the board makes a decision to depose the director general, the employment agreement signed with him/her has to be terminated. Labor disputes between the director general and the Company has to be tried in court.

67. In his activity the director general follows the Constitution of the Republic of Lithuania, the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania and other laws, resolutions of the Government of the Republic of Lithuania, other legal norms, these Articles of Association, decisions of the company's organs (general meeting of shareholders, supervisory council and the board) and job descriptions.



68. The director general organizes daily activities of the Company, issues procuracies, letters of attorney, employs employees and terminates their employment, enters into and terminates employment agreements with them, motivates them, and prescribes punishments.

69. The director general establishes standards of asset depreciation accounting applied in the Company.

70. The director general acts for and on behalf of the Company's name and has a right to settle transactions unilaterally. The director general can settle transactions specified in Clause 53 of these Articles of Association when there is a decision of the Company's board to settle such transactions.

71. The director general is in charge of:

71.1. organization of the Company's business and implementation of the its activity goals;

71.2. formation of annual financial statement and preparation of the Company's annual report;

71.3. formation of the draft decision on the payment of the dividends for less than one financial year, formation of the interim financial statements and formation of the interim report, in order to decide regarding the payment of the dividends for less than one financial year. The provisions of the Law of Financial Statements of the Companies of the Republic of Lithuania governing the formation and notification of the annual report are applicable for the formation of the interim report on mutatis mutandis basis.

71.4. entering into an agreement with audit company. The Company's director has to ensure that auditor receives all documents of the company necessary for the audit specified in the agreement signed with the audit company;

71.5. submission of information and documents to the general meeting of shareholders, supervisory council and the board in case stipulated by laws or at their request;

71.6. submission of the company's documents and data to the manager of the Registry of Legal Entities;

71.7. submission of the company's documents to the Securities Commission and the Central Securities Depository of Lithuania;

71.8. public announcement of information specified by laws in a source indicated in these Articles of Association;

71.9. submission of information to the shareholders;

71.10. fulfillment of other obligations specified by other laws and legal acts, these Articles of Association and job description of the company's director (director general).

72. The director general is obligated to keep commercial (production) secrets and confidential information of the Company, which he/she learnt while holding in this office.

73. The director general has the right to resign office by submitting a written notification of resigning to the board. The board has to make the decision to depose the director general within 15 days as of the day of receiving the notification of resigning. When the board does not make the decision to depose the director general, the employment agreement entered into with such director has to end according to procedure stipulated in the Law on Companies of the Republic of Lithuania. When the board does not make the decision to depose the director general that submitted the notification of resigning, the company's director who have resigned have to inform the manager of the Registry of Legal Entities on termination of employment agreement with him by submitting the documents confirming that the notification of resigning was submitted to the board.

## **IX. PROCEDURE OF ANNOUNCEMENT OF THE COMPANY'S NOTIFICATIONS**

74. Notifications of the Company regarding calling the general meeting of shareholders and other public announcements specified in the Law on Companies of the Republic of Lithuania and other laws should be announced publicly in the Republic of Lithuania and other countries of the European Union, also in the countries belonging to the European Economic Area according to

procedure and in terms specified in the Law on Securities. Notifications regarding calling the general meeting of shareholders should be additionally published in the daily *Respublika*.

75. Essential events of the Company should be announced to authorities and persons specified in the Law on Securities of the Republic of Lithuania.

## **XI. PROCEDURE OF SUBMITTING OF THE COMPANY'S DOCUMENTS AND OTHER INFORMATION TO THE SHAREHOLDERS**

76. When a shareholder demands in writing, the Company is obligated to permit the shareholder to get familiarized with and (or) submit copies of the following documents: Articles of Association of the Company, documents of annual and interim financial statements, annual and interim reports of the Company, auditor's conclusions and audit reports, protocols of general meetings of shareholders, and other documents that document decisions of general meetings of shareholders, suggestions or feedback of the supervisory council to the general meetings of shareholders, register of shareholders, register of members of the supervisory council and the board, other documents of the Company that have to be public according to the laws, also protocols of the supervisory council's and the board's meetings and other documents that document decisions of such organs of the Company when such documents are not related to the company's commercial (production) secret and confidential information, doing so no later than in 7 days as of the day of receiving the application. Shareholder or a group of shareholders, which own or manage over ½ of shares and had submitted a written obligation not to disclose commercial (production) secret and confidential information of the form established by the Company, have a right to get familiarized with all documents of the Company.

77. The company can refuse to permit the shareholder to get familiarized with and (or) submit copies of the documents when the shareholder who requested the documents cannot be identified. The Company has to document the refusal to submit copies of the documents in writing, when the shareholder demands to do so. The court is settling disputes concerning the rights of shareholder for information.

78. Written request of the shareholder shall be submitted to the Company in the Company's location during the Company's work hours or sent by a registered mail. The shareholder who submitted the application should be permitted to get familiarized with the documents specified in Clause 76 of these Articles of Association at the Company's location during the Company's work hours and (or) receive copies of such documents. At the shareholder's written request, documents of the Company, their copies and other information not containing commercial (production) secret or confidential information should be presented to the shareholders by mail. The Company's documents or other information should be submitted to shareholder for a fee with consideration of cost of copying and sending of documents approved in the Company.

79. The register of the Company's shareholders submitted to the shareholders of the public company should indicate data of each shareholder of the Company, whereas when the share belongs to several owners – data of each owner and their representative, i.e. full name of physical person, residence address or correspondence address; name of legal entity, legal form, address, number of shares belonging to the shareholders according to ownership right.

## **XII. THE COMPANY'S SUBSIDIARIES AND REPRESENTATIONS**

80. The Company can establish subsidiaries and representations in the Republic of Lithuania and foreign countries as per procedure stipulated by the laws. Number of the Company's subsidiaries and representations is not limited.

81. The Company's board makes the decisions concerning establishment of the Company's subsidiaries and representations and termination of their activity. The subsidiaries and representations operate as per provisions approved by the Company's board.

82. A subsidiary or representation is directed by a head of subsidiary or representation - director. Directors of subsidiaries and representations are elected and deposed by the Company's director, who also establishes their salaries having received the board's consent. The Company's director signs employment agreements with directors of subsidiaries and representations.

### **XIII. PROCEDURE OF AMENDING THE ARTICLES OF ASSOCIATION**

83. The general meeting of shareholders amends the Articles of Association by no less than 2/3 majority of votes granted by shares of all shareholders participating in general meeting of shareholders. When the general meeting of shareholders makes the decision to change the Articles of Association of the Company, the entire text of the amended Articles of Association should be written down and undersigned by the person authorized by the general meeting of shareholders.

84. In cases specified by the Law on Companies of the Republic of Lithuania, the Articles of Association of the Company are amended by the Company's board. In such case the amended Articles of Association of the Company should be signed by the board's chairman.

This edition of the Articles of Association of Public Company "Lithuanian Shipping Company" is approved during the general meeting of shareholders of Public Company "Lithuanian Shipping Company" that took place on 25<sup>th</sup> April 2014.

The Articles of Association are signed on this 25<sup>th</sup> April 2014.

Director General of  
Public Company "Lithuanian Shipping Company"

Audronis Lubys