

STATUTES OF CITY SERVICE SE

1. BUSINESS NAME AND SEAT

- 1.1. The business name of the European company (in Latin: *Societas Europaea*) is City Service SE (the “**Company**”).
- 1.2. The Company has its seat in Tallinn, the Republic of Estonia.

2. AMOUNT OF SHARE CAPITAL AND PROCEDURE FOR PAYMENT FOR SHARES

- 2.1. The minimum share capital of the Company is 9,000,000 (nine million) euros, and the maximum share capital is 36,000,000 (thirty six million) euros. Within the limits of the minimum and maximum share capital, the Company’s share capital can be increased or reduced without amending these Statutes (the “**Statutes**”).
- 2.2. The share capital of the Company is divided into 31,610,000 shares with a nominal value EUR 0.30. A share shall grant the shareholder the right to participate in the general meeting of shareholders and in the distribution of profits and, upon dissolution, of the remaining assets of the public limited company, as well as other rights provided by law or prescribed by the Statutes.
- 2.3. Shares may be paid for by both monetary and non-monetary contributions. Monetary contributions shall be paid into the bank account of the Company. The usual value of a thing or right shall be taken as the basis for the valuation of a non-monetary contribution. The sufficiency of the value of the item of a non-monetary contribution in respect of the nominal value of the share of the shareholder obligated to make the non-monetary contribution shall be determined by the management board if there are no generally recognized experts for valuating the item. In the cases provided by law, the sufficiency of the value of the item of a non-monetary contribution shall be audited by an auditor.
- 2.4. The Company may issue convertible bonds.
- 2.5. The Company is entitled to issue shares at a premium.
- 2.6. The Company may increase share capital from the shareholders’ equity of the Company without making contributions (bonus issue).
- 2.7. The Company shall form a legal reserve of 1/10 (one-tenth) of its share capital to cover a loss and to increase the amount of share capital. Until the foregoing amount is reached, 1/20 (one-twentieth) of the net profit shall be transferred to the legal reserve annually.
- 2.8. The shares shall be registered with the Estonian Central Register of Shares.

3. TRANSFER AND ENCUMBRANCE OF SHARES

- 3.1. Shares may be pledged or otherwise encumbered.
- 3.2. Shares are freely transferable.

4. GOVERNING STRUCTURE OF THE COMPANY

4.1. The Company shall have the following corporate bodies:

- 4.1.1. General meeting of shareholders;
- 4.1.2. Management Board;
- 4.1.3. Supervisory Board.

5. GENERAL MEETING OF SHAREHOLDERS

- 5.1. The general meeting of shareholders shall be called pursuant to the procedure provided by law. An annual general meeting shall be called not later than within 6 (six) months from the end of each financial year.
- 5.2. The general meeting of shareholders shall be held in the country and at the place designated by the management board of the Company in the notice calling a general meeting.
- 5.3. The general meeting of shareholders shall have a quorum if more than one-half of the votes represented by shares are represented at the meeting.
- 5.4. The general meeting of shareholders shall be competent to:
 - 5.4.1. amend the Statutes;
 - 5.4.2. increase and reduce share capital;
 - 5.4.3. issue convertible bonds;
 - 5.4.4. elect and remove members of the supervisory board;
 - 5.4.5. decide on conclusion and terms as well as conditions of transactions with the members of the supervisory board, decide on the conduct of legal disputes with the members of supervisory board, and appoint the representative of the Company in such transactions and disputes;
 - 5.4.6. elect an auditor;
 - 5.4.7. designate a special audit;
 - 5.4.8. approve the annual report and distribute profit;
 - 5.4.9. decide on the dissolution, merger, division or transformation of the Company;
 - 5.4.10. decide on other matters assigned to the competence of the general meeting by law.
- 5.5. The shareholders may participate in the general meeting and exercise their rights using electronic means without physically attending the general meeting and without appointing a representative if it is possible in a technically secure manner. The ways and procedure of electronic participation in the general meeting (including the moment of time until which it is possible to vote using electronic means prior to the general meeting or during the general meeting) shall be determined by the management board of the Company.
- 5.6. The shareholders may also vote on the draft resolutions prepared in respect to the items of the agenda of a general meeting by submitting their votes to the Company prior to the general meeting in writing, i.e. vote by filling a general ballot paper.
- 5.7. The general ballot paper shall indicate at least:

- 5.7.1. The drafts of all decisions proposed before the day of dispatch of the general ballot paper. The wording of the draft decisions must allow a shareholder to vote either “for” or “against” the decision;
- 5.7.2. Candidates to the supervisory board members, also to the elected auditor or the firms which are candidates to the elected audit firm. The candidates must be presented in the manner which would allow a shareholder to mark the candidate he votes for or the number of votes he gives to each candidate.

The management board of the Company may determine other details of the general ballot paper.

- 5.8. A filled-in general ballot paper must contain the full name and personal number of the shareholder who is a natural person; the name and registration number of the shareholder who is a legal person.
- 5.9. Filled-in general ballot papers shall be signed by a shareholder or another person entitled to vote by the shares held by this shareholder. If the filled-in general ballot paper is signed by the person who is not a shareholder, the document confirming the right to vote must be attached to the filled-in general ballot paper.
- 5.10. The duly completed general ballot paper shall be submitted to the Company by electronic means of communication if the security of the information transmitted is ensured and the identity of the shareholder may be established.
- 5.11. A general ballot paper shall be deemed to be valid and may not be recalled if it meets the requirements laid down in paragraphs 5.8 and 5.9 above and is received by the Company before the general meeting of shareholders. If a general ballot paper does not meet the requirements laid down in paragraphs 5.8 and 5.9 above, a shareholder shall be considered not to have voted in advance.
- 5.12. If a general ballot paper has been filled-in in a manner making it impossible to determine the will of a shareholder on a separate issue, the shareholder shall be considered not to have voted in advance.
- 5.13. The shareholders who take a written vote in advance must be included for counting the quorum of the meeting and voting results. The general ballot papers of the meetings that have not taken place are valid at repeat meetings. A shareholder is not entitled to vote at a general meeting of shareholders for a decision about which he has already expressed his will in advance in writing.
- 5.14. A resolution of the general meeting of shareholders shall be adopted if at least over one-half of the votes represented by shares are in favour unless the law prescribes a greater majority requirement for adopting the resolution.

6. MANAGEMENT BOARD

- 6.1. The management board is a directing body of the Company which represents and directs the Company.
- 6.2. The management board shall have 1 (one) member. The members of the management board are elected for a term of four (4) years.

6.3. Each member of the management board may represent the Company in all legal acts.

7. SUPERVISORY BOARD

7.1. The supervisory board shall plan the activities of the Company, organise the management of the Company and supervise the activities of the management board.

7.2. The prior consent of the supervisory board is required for conclusion of such transactions on behalf of the Company which are beyond the scope of everyday economic activities of the Company and, above all, for adopting the following decisions:

7.2.1. to elect and remove from the office the members of the management board, set their remuneration, other terms of office (employment), approve management board regulations;

7.2.2. to appoint and remove procurators;

7.2.3. for the Company to become a founder or a member of other legal entities, to acquire, transfer or dissolve (liquidate) any such entities, as well as decisions to transfer or encumber any shares (parts, shares of stock) or rights assigned thereto held by the Company to other persons;

7.2.4. to establish or terminate activities of affiliates or representative offices of the Company, approve their regulations;

7.2.5. to transfer, lease or encumber immovables or registered movables of the balance value exceeding 1/20 (one-twentieth) of the Company's share capital (per each type of transaction);

7.2.6. to make investments exceeding approved budget for the current financial year;

7.2.7. to assume loans or debt obligations exceeding approved budget for the current financial year;

7.2.8. to offer surety or guarantee of obligations of third parties for an amount in excess of 1/20 (one-twentieth) of the share capital of the Company;

7.2.9. to acquire long-term assets at a price exceeding 1/20 (one-twentieth) of the Company's share capital;

7.2.10. to engage the Company into new business activities or to discontinue any specific activity currently performed;

7.2.11. to approve participation and (or) conclusion of peaceful settlement agreements in legal proceedings where the amount of claims made to or by the Company exceeds 1/5 (one fifth) of the share capital of the Company;

7.2.12. to issue debentures of the Company or other forms of borrowing from any natural or legal persons (regardless of the amount);

7.2.13. to conclude transactions between the Company and the management board members which are beyond the scope of everyday economic activities of the Company or exceed the market price;

7.2.14. to determine which information will be considered the Company's commercial (industrial) secret and confidential information;

7.2.15. to approve operating strategy, annual report, interim report, management structure of the Company, as well as positions of employees, positions to which employees are recruited by holding competitions;

7.2.16. to determine the methods used by the Company to calculate the depreciation of tangible assets and the amortization of intangible assets.

7.3. The supervisory board also has the right to decide on other issues which are not assigned to the competence of the management board or the general meeting of shareholders pursuant to law or the Statutes.

- 7.4. The supervisory board shall analyse and evaluate documents submitted by the management board of the Company on:
 - 7.4.1. the implementation of the operating strategy of the Company;
 - 7.4.2. the organization of the activities of the Company;
 - 7.4.3. the financial status of the Company;
 - 7.4.4. the results of business activities, income and expenditure estimated, stocktaking data, and other accounting data of changes in the assets.
- 7.5. The supervisory board analyses and assesses the Company's draft of its annual set of financial statement and draft of its profit/loss statement and with annual report of the Company submits them to the general meeting of shareholders.
- 7.6. The supervisory board analyses and evaluates the project of the decision on dividends for a shorter period of the financial year, its interim financial statements, which together with the Company's interim report are submitted to the general meeting of shareholders.
- 7.7. The supervisory board shall have three (3) to five (5) members. The members of the supervisory board are elected for a term of four (4) years.

8. REPORTING AND DISTRIBUTION OF PROFITS

- 8.1. The management board shall organise the accounting of the Company. After the end of each financial year the management board shall prepare an annual report pursuant to the procedure provided by law. Approval of the annual report shall be decided by the shareholders.
- 8.2. The shareholders shall participate in the distribution of profits in proportion to the nominal value of their shares.
- 8.3. The management board of the Company is entitled to make advance payments to the shareholders with the consent of the supervisory board after the end of a financial year and before approval of the annual report on account of the presumed profit in the amount of up to one half of the amount subject to distribution among the shareholders.

9. FINAL PROVISIONS

The dissolution, merger or division of the Company or its transformation into a company of a different class shall be carried out pursuant to the procedure provided by law. The members of the management board shall act as liquidators of the Company unless the shareholders decide otherwise.