

NASDAQ CSD SE

**Articles of Association
New Edition**

WITH AMENDMENTS APPROVED

On February 8, 2019 by the Sole Shareholder's
Decision No 1 /2019

Riga, 2019

1. GENERAL PROVISIONS

- 1.1 The legal form of the company is European company (in Latin: *Societas Europaea*) and the business name (firm) of the company is **Nasdaq CSD SE** (hereinafter referred to as the “**Company**”).
- 1.2 The Company shall conduct its business in compliance with the provisions of:
 - 1.2.1. The Financial Instrument Market Law;
 - 1.2.2. The Law on European Companies;
 - 1.2.3. The Commercial Law and other legal acts of the Republic of Latvia or other directly applicable EU legal acts; and
 - 1.2.4. These Articles of Association.
- 1.3 Company is established for unlimited period of time.
- 1.4 The location of the Company’s head office is in Riga, the Republic of Latvia.

1. LINES OF BUSINESS

- 2.1. The Company’s main line of business is (according to NACE version 2):
 - 2.1.1. Other activities auxiliary to financial services, except insurance and pension funding (NACE 66.19).
- 2.2. The Company may engage in other activities, which may support the above-mentioned line of business.

3. SHARE CAPITAL AND TYPES OF SHARES

- 3.1. The Company’s share capital is EUR 29 228 000 (twenty nine million two hundred twenty eight thousand euro). Share capital consists of 29 228 (twenty nine thousand two hundred twenty eight) registered shares. The nominal value of share is EUR 1,000 (one thousand euro). All shares of the Company are of one category and grant equal rights to dividends, liquidation quota and voting rights at the general meeting of shareholders.
- 3.2. Each paid-up share gives its holder a right to 1 (one) vote at the general meeting of shareholders of the Company and other rights of a shareholder as provided by law.
- 3.3. The shares of the Company are dematerialised.
- 3.4. The Management Board of the Company organises the keeping of the register of the registered shares and their holders.

4. GENERAL MEETING OF SHAREHOLDERS

- 4.1. Shareholders shall exercise their corporate governance rights via participating at the general meetings of shareholders. Pursuant to the provisions of the Commercial Law and other legal acts applicable to the Company, there are annual and extraordinary general meetings of shareholders convened.
- 4.2. General meeting of shareholders shall have a full decision-making power and it shall have a quorum when attended by shareholders altogether representing more than a half of the Company's share capital with voting rights.
- 4.3. General meeting of shareholders shall pass resolutions by a simple majority of votes present at the general meeting, unless the provisions of the Commercial Law or other legal acts require decision to be adopted by a higher number of votes present at the general meeting.
- 4.4. In case the annual or extraordinary general meeting of shareholders is not entitled to take decisions due to lack of quorum, the Management Board of the Company shall, not later than within one week, send a notification to the shareholders on convening a repeated annual or extraordinary general meeting of shareholders.

5. SUPERVISORY COUNCIL

- 5.1. General meeting of shareholders shall elect a supervisory body – Supervisory Council – that shall represent the interests of shareholders in the period between the general meetings of shareholders. The Supervisory Council, in accordance with the procedure provided in these Articles of Association, shall elect the Management Board and supervise its activities.
- 5.2. The Supervisory Council in accordance with the applicable legal acts shall approve the Company's documentation for establishment of committees of the Company and procedure of operation of such committees, as well as the composition of members of such committees.
- 5.3. The Supervisory Council shall consist of 6 (six) members who shall be elected for 3 (three) year term.
- 5.4. The Chairman of the Supervisory Council and his Deputy shall be elected by the Supervisory Council from the Supervisory Council members.
- 5.5. The Supervisory Council shall be entitled to take decisions if more than a half of the Supervisory Council members are present at the Supervisory Council meeting.
- 5.6. Supervisory Council shall pass its resolutions with a simple majority of votes of the Supervisory Council members present at the meeting. If votes split equally

in favour and against the decision, the Chairman of the Supervisory Council shall have a casting vote.

- 5.7. In addition to the obligations specified in the Commercial Law, the Supervisory Council shall fulfil any other tasks stipulated by the provisions of the directly applicable EU legal acts, the Financial Instrument Market Law and other legal acts.

6. MANAGEMENT BOARD

- 6.1. The Management Board is the executive body of the Company and shall consist of 5 (five) Management Board members who shall be elected by the Supervisory Council for 3 (three) year term.
- 6.2. The Chairman of Management Board shall be appointed by the Supervisory Council from the Management Board members.
- 6.3. Each member of the Management Board has the right to represent the Company individually.
- 6.4. The Management Board shall be entitled to take decisions if more than a half of the Management Board members are present at the Management Board meeting.
- 6.5. The Management Board shall pass its resolutions with a simple majority of votes of the Management Board members present at the meeting. If votes split equally in favour and against the decision, the Chairman of the Management Board shall have a casting vote.
- 6.6. In addition to the obligations specified in the Commercial Law, Management Board shall fulfil any other tasks stipulated by the provisions of the directly applicable EU legal acts, the Financial Instrument Market Law and other legal acts.
- 6.7. The Management Board may take decision on the following issues only if a prior written consent of the Supervisory Council is obtained:
 - 6.7.1. acquisition of participation in other companies, increase or decrease of any such participation;
 - 6.7.2. acquisition or alienation of an undertaking;
 - 6.7.3. opening or closing of branches and representative offices;
 - 6.7.4. acquisition, alienation or encumbrance with rights *in rem* of a real estate;
 - 6.7.5. execution of any transactions with the value exceeding the limits stipulated by the decisions of the Supervisory Council;
 - 6.7.6. issuing of loans, not pertaining to usual commercial activities of the Company;
 - 6.7.7. issuing of loans to employees of the Company;

