

## **RB Rail AS**

### **STATŪTI / ARTICLES OF ASSOCIATION**

**1. Sabiedrības firma**

1.1. Sabiedrības firma ir RB Rail AS (turpmāk – „Sabiedrība”).

**2. Komercdarbības veidi**

- 2.1. Sabiedrības galvenie komercdarbības veidi atbilstoši saimnieciskās darbības statistiskās klasifikācijas NACE 2.redakcijai ir:
- 2.1.1. Dzelzceļu un metro būvniecība (42.12);
  - 2.1.2. Tiltu un tuneļu būvniecība (42.13);
  - 2.1.3. Ēku būvniecība (41);
  - 2.1.4. Citur neklasificētie specializētie būvdarbi (43.99);
  - 2.1.5. Arhitektūras un inženiertehniskie pakalpojumi; tehniskā pārbaude un analīze (71);
  - 2.1.6. Specializētie projektēšanas darbi (74.1);
  - 2.1.7. Reklāmas un tirgus izpētes pakalpojumi (73).

**3. Akcionāru līgums**

- 3.1. Sabiedrības akcionāri 2014. gada 28. oktobrī noslēguši akcionāru līgumu („Aкционāru лігум”), kas nosaka un precīzē konkrētas tiesības un pienākumus akcionāru starpā un nosaka pienākumus saistībā ar Sabiedrību un tās grupas uzņēmumiem (ja tādi ir).

**4. Pamatkapitāls, akciju atsavināšana**

- 4.1. Sabiedrības pamatkapitāls ir 1 950 015 EUR, kas sadalits 1 950 015 vārda akcijās ar katras akcijas nominālvērtību 1 EUR.
- 4.2. Visas akcijas ir dematerializētas vārda akcijas. Visas akcijas ir vienas kategorijas akcijas ar vienādām balsstiesībām, tiesībām uz dividendēm un likvidācijas kvotu.
- 4.3. Īpaši noteikumi attiecībā uz Sabiedrības akciju atsavināšanu ir noteikti Akcionāru līgumā.

**5. Akcionāru sapulce**

- 5.1. Akcionāru sapulce („Aкционāru sapulce”) ir tiesīga pieņemt lēmumus, ja sapulcē pārstāvēti 100% (simts procenti) no Sabiedrības balsstiesīgā pamatkapitāla.
- 5.2. Akcionāru sapulce pieņem lēmumus ar klātesošo balsstiesīgo akcionāru balsu vairākumu, izņemot Statūtu 5.3.punkta noteiktajos gadījumos.
- 5.3. Akcionāru sapulces lēmumi ir pieņemti, ja par tiem nodoti 100% (viens simts procenti) no akcionāru sapulcē klātesošo balsstiesīgo akcionāru balsīm šādos jautājumos:

**1. Company name**

1.1. The registered name of the company, hereinafter – ‘Company’, shall be RB Rail AS.

**2. Commercial activities**

- 2.1. Main commercial activities of the Company according to statistical classification of economic activities NACE Rev.2 are:
- 2.1.1. Construction of railways and underground railways (42.12);
  - 2.1.2. Construction of bridges and tunnels (42.13);
  - 2.1.3. Construction of buildings (41);
  - 2.1.4. Other specialized construction activities n.e.c. (43.99);
  - 2.1.5. Architectural and engineering activities; technical testing and analysis (71);
  - 2.1.6. Specialized design activities (74.1);
  - 2.1.7. Advertising and market research (73).

**3. Shareholders' agreement**

- 3.1. The shareholders of the Company have on 28 October 2014 entered into a shareholders agreement (“Shareholders’ agreement”) which establishes and specifies certain rights and obligations among themselves, and provides for the allocation of certain responsibilities related to the Company and its subsidiaries (if any).

**4. Share capital, Transfers with Shares**

- 4.1. The Company’s share capital shall be EUR 1 950 015 divided into 1 950 015 registered shares with a par value of EUR 1.
- 4.2. All the shares shall be uncertified registered shares. All the shares shall be of the same category bearing equal voting rights, rights to dividend and liquidation quota.
- 4.3. Specific terms in respect to transfer of Company’s shares are set forth in Shareholders’ agreement.

**5. General Meeting**

- 5.1. The General Meeting (“General Meeting”) is entitled to take decisions if 100% (one hundred per cent) of the Company’s voting share capital is represented at the meeting.
- 5.2. The General Meeting shall take decisions by a majority of votes of the shareholders with voting rights present, except for the decisions listed in Clause 5.3 hereof.
- 5.3. The decisions of the General Meeting are adopted if 100 % (one hundred per cent) of shareholders with voting rights present at the meeting are casted on the following matters:

<p>5.3.1. attiecībā uz jebkādiem ierosinātiem Sabiedrības statūtu grozījumiem, izmaiņām, papildinājumiem vai noteikumu atcelšanu;</p> <p>5.3.2. attiecībā uz jebkādu ierosinātu Sabiedrības darbības izbeigšanu, reorganizēšanu, likvidāciju vai citu ar minēto saistītu vienošanos noslēgšanu Sabiedrības vārdā;</p> <p>5.3.3. attiecībā uz Sabiedrības Padomes locekļu ievēlēšanu un atsaukšanu;</p> <p>5.3.4. lai Sabiedrība varētu īstenot jebkādu apvienošanos vai jebkādu cita veida reorganizāciju;</p> <p>5.3.5. jautājumi saistībā ar Sabiedrības akciju emisiju vai Sabiedrības pamatkapitāla palielināšanu vai samazināšanu;</p> <p>5.3.6. attiecībā uz Sabiedrības gada pārskata apstiprināšanu, Sabiedrības peļņas sadali;</p> <p>5.3.7. Sabiedrības revidēntu ievēlēšanu un atsaukšana;</p> <p>5.3.8. lemjot par Akcionāru sapulcei saskaņā ar Komerclikumu nodotajiem jautājumiem gadījumos, kur Padome ir noraidījusi Valdes priekšlikumu un Valde to pašu jautājumu nodod izlemtanai Akcionāru sapulcei.</p> <p>5.4. Papildu noteikumi attiecībā uz Akcionāru sapulci piemērojami Sabiedrības Akcionāru līguma pusēm.</p> <p>5.5. Akcionāru sapulces jānotur ne retāk kā vienu reizi gadā Rīgā, Viļnā, Tallinā vai jebkādā citā Akcionāru sapulces noteiktā vietā, vai elektroniski, izmantojot elektroniskos saziņas līdzekļus.</p> <p>5.6. Akcionāram ir tiesības balsot vai piedalīties akcionāru sapulcē, izmantojot elektroniskos saziņas līdzekļus. Sabiedrības valdei ir jānosaka prasības akcionāru identifikācijai un kārtība, kādā akcionāri var izmantot šīs tiesības.</p>	<p>5.3.1. any proposed amendment, alteration, modification or repeal of the Articles of Association of the Company;</p> <p>5.3.2. any proposed dissolution, reorganization, liquidation of the Company or other related arrangement to be entered into by the Company;</p> <p>5.3.3. election and recall of the Supervisory Board members of the Company;</p> <p>5.3.4. the Company making or being party to any merger or other type of reorganization;</p> <p>5.3.5. the issue of Company's shares or the increase or decrease of the share capital of the Company;</p> <p>5.3.6. the approval of the annual report of the Company, distribution of profits of the Company;</p> <p>5.3.7. the election and recall of the auditors of the Company;</p> <p>5.3.8. deciding on the matters referred to the General Meeting in accordance with Commercial Code in instances where the Supervisory Board has denied the proposal by the Management Board and the Management Board refers the same matter for resolution to the General Meeting.</p> <p>5.4. Additional terms in respect to the General Meeting apply to parties of the Shareholders' agreement of the Company.</p> <p>5.5. Shareholders meetings shall be held at least annually in Riga, Vilnius, Tallinn or any other place designated for the General Meeting, or electronically via electronic means.</p> <p>5.6. Shareholder has rights to vote at or to participate in general meetings via electronic means. The Company's Management Board shall specify requirement for the identification of shareholders and procedure for exercise of the mentioned rights.</p>
<p><b>6. Valde</b></p> <p>6.1. Sabiedrības valdes locekļi pārstāv Sabiedrību kopīgi. Valdes locekli ievēl uz trīs gadiem.</p> <p>6.2. Par valdes locekļiem nevar kļūt šādas personas:</p> <p>6.2.1. personas, kuru darbības vai bezdarbības rezultātā ir iestājies sabiedrības bankrots, piespiedu likvidācija vai sabiedrības darbības licences anulēšana; vai</p> <p>6.2.2. personas, kurām ir vai iepriekšējo 7 (septiņi) gadu laikā ir pasludināts fiziskās personas maksātnespējas process; vai</p> <p>6.2.3. personas, kuru darbība apliecinājusi, ka tās nav spējīgas organizēt Sabiedrības vadību tā, lai tiktu pietiekami aizsargātas akcionāru, dalībnieku, kreditoru un klientu intereses; vai</p>	<p><b>6. Management Board</b></p> <p>6.1. The Company's Management Board members represent the Company jointly. The Management Board member shall be elected for a term of three years.</p> <p>6.2. Following persons shall not be accepted to the Management Board:</p> <p>6.2.1. persons whose acts or omissions have resulted in the bankruptcy or compulsory liquidation of a company; or the revocation of the activity license of a company; or</p> <p>6.2.2. persons who are or have been subject to personal bankruptcy proceedings within the last seven (7) years; or</p> <p>6.2.3. persons whose activities have shown that they are not capable of organizing the management of a company in such a manner that the interests of the shareholders,</p>

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| <p>6.2.4. personas, kuras ir ieinteresētas vai pārstāv tādas ekonomiskās intereses, kas atbilstoši spēkā esošajiem tiesību aktiem rada vai var radīt interešu konfliktu. Valdes locekļa, padomes locekļa vai darbinieka statuss publiskās infrastruktūras pārvaldības sabiedrībās, kā arī jebkāda amata ieņemšana valsts ministrijās, netiek uzskatīta par interešu konfliktu; vai</p> <p>6.2.5. personas, kuras ir sodītas par tīšu noziedzīgu nodarījumu, saimniecisku pārkāpumu, amata pārkāpumu, pārkāpumu pret īpašumu vai sabiedrības uzticības pārkāpumu.</p> <p>6.3. Valdes locekļiem ir jābūt tādai izglītībai un zināšanām, kādas ir nepieciešamas viņu pienākumu pildīšanai, un nevainojamai biznesa reputācijai</p> <p>6.4. Šādām Sabiedrības valdes darbībām attiecībā uz Sabiedrību vai jebkuru kapitālsabiedrību, personālsabiedrību, sabiedrību ar ierobežotu atbildību vai citu vienību, kurā 50% vai vairāk no apmaksātajām vai balsstiesīgajām daļām tieši vai netieši pieder Sabiedrībai, („Meitas uzņēmums”) ir nepieciešama Sabiedrības Padomes iepriekšēja rakstiska piekrišana, un visas atsauces šajā punktā uz Sabiedrību attiecas arī uz jebkādu Meitas uzņēmumu, ja vien konteksts nenosaka citādi:</p> <p>6.4.1. Sabiedrības Meitas uzņēmuma valdes, Sabiedrības filiāles vadītāja un Sabiedrības iekšējā auditora ievēlēšana vai atcelšana; jebkādu darījumu apstiprināšana starp valdes loceklī un Sabiedrību, līgumu un atlīdzības noteikumu apstiprināšana Sabiedrības valdes locekļiem;</p> <p>6.4.2. jebkāda piegāžu, pakalpojumu un/vai būvdarbu līguma vai vairāku šādu saistītu līgumu noslēgšana, grozīšana vai izbeigšana, ja šādi līgumi nav bijuši paredzēti vai izstrādāti saskaņā ar Sabiedrības gada budžetu (turpmāk – „Gada budžets”), un šādu līgumu noteikumu apstiprināšana. Sabiedrības Padomes iepriekšēja rakstiska piekrišana nav nepieciešama (i) iepriekšminēto līgumu grozījumiem ar nosacījumu, ka attiecīgo grozījumu veikšanu ir apstiprinājis labuma guvējs (t.i. Latvijas Republikas Satiksmes ministrija, Igaunijas Republikas Ekonomikas un sakaru ministrija vai Lietuvas Republikas Satiksmes un sakaru ministrija), kura labā grozījumi tiek parakstīti, vai tā pilnvarotais nacionālā projekta ieviesējs, atbilstoši 2016.gada 30.septembra Nolīguma par līguma slēgšanas shēmu Rail Baltic / Rail Baltica projektam 3.4.1. punktam, vai (ii) iepriekšminēto līgumu grozījumiem ar Sabiedrības Padomes lēmumu noteiktos gadījumos, ja šādi grozījumi, atbilstoši piemērojamajiem publisko iepirkumu normatīvajiem aktiem, netiek atzīti par būtiskiem;</p> | <p>members, creditors and clients of the company are sufficiently protected; or</p> <p>6.2.4. persons who have or who represent economic interests which are in conflict or potentially might create a conflict of interest in accordance with applicable laws. Being a member of the management board or a member of the supervisory board or employee of the national infrastructure managers, as well as holding any position in the national ministries shall not be deemed a conflict of interest; or</p> <p>6.2.5. persons who have been punished for a wilful criminal act, an economic offence, official misconduct or offence against property or offence against public trust.</p> <p>6.3. The members of the Management Board shall have the education and knowledge necessary for the performance of their duties and an impeccable business reputation.</p> <p>6.4. The following acts by the Company's Management Board in respect of the Company or any corporation, partnership, limited liability company or other entity of which 50% or more of the voting power of the outstanding voting equity securities or 50% or more of the outstanding economic equity interest is held, directly or indirectly, by the Company ("Subsidiary") shall require the prior written approval of the Company's Supervisory Board and all references to the Company in this Clause shall be construed as reference to any Subsidiary unless the context otherwise requires:</p> <p>6.4.1. the election or recall of any member of the Subsidiary's Management Board , head of the Branch of the Company and Company's Internal Auditor; approval of any transactions between any member of the Management Board and the Company; approval of contracts and terms of remuneration of the Company's Management Board members;</p> <p>6.4.2. entering into, modification or termination of any contract or series of related contracts for goods, services and/or works where such type of contracts has not been foreseen in, or made not in accordance with, the annual budget of the Company (hereinafter – "Annual Budget"), and approval of terms of such contract(s). Prior written approval of the Company's Supervisory Board is not required (i) for the modification of the mentioned above contracts, provided that such modification is approved by the beneficiary (i.e. the Ministry of Transport of the Republic of Latvia, the Ministry of Economic Affairs and Communication of the Republic of Estonia or the Ministry of Transport and Communications of the Republic of Lithuania) on which behalf modifications have been signed or the respective implementing body designated under Clause 3.4.1 of the Agreement on Contracting Scheme for Rail Baltic / Rail Baltica (dated 30 September 2016) or (ii) for the modification of the mentioned above contracts where the modifications are not</p> |
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| <p>6.4.3. jebkāda līguma vai vairāku saistītu līgumu noslēgšana, grožīšana vai izbeigšana, ja šāds līgums vai līgumi, kuru līgumcena pārsniedz 500 000 EUR (pieci simti tūkstoši euro), neieskaitot piemērojamo PVN, par pakalpojumiem un 1 000 000 EUR (viens miljons euro), neieskaitot piemērojamo PVN, par būvniecību un preču piegādi; Sabiedrības Padomes iepriekšēja rakstiska piekrišana nav nepieciešama: (i) grozījumiem līgumos, kuri ir parakstīti aktivitāšu ieviešanai jebkura no labumu guvēju (t.i. Latvijas Republikas Satiksmes ministrija, Igaunijas Republikas Ekonomikas un sakaru ministrija vai Lietuvas Republikas Transporta un sakaru ministrija) vai nacionālā projekta ieviesēja (atbilstoši 2016.gada 30.septembra Nolīguma par līguma slēgšanas shēmu Rail Baltic / Rail Baltica projektam 3.4.1.punktam) vārdā, ja šādi grozījumi ir iepriekš saskaņoti ar attiecīgo labuma guvēju vai (ii) iepriekšminēto līgumu grozījumiem ar Sabiedrības Padomes lēmumu noteiktos gadījumos, ja šādi grozījumi, atbilstoši piemērojamajiem publisko iepirkumu normatīvajiem aktiem, netiek atzīti par būtiskiem;</p> <p>6.4.4. jebkāda līguma noslēgšana uz laiku, kas pārsniedz 1 (vienu) gadu un ko Sabiedrība nevar vienpusēji izbeigt, par to brīdinot ne vairāk kā 3 (mēnešus) iepriekš, bez maksas par līguma izbeigšanu vai līgumsodiem;</p> <p>6.4.5. jebkādu trešo personu parādu vai saistību garantēšana, galvojuma, ķīlas, hipotēkas vai jebkāda cita nodrošinājuma nodibināšana no Sabiedrības vai jebkura Meitas uzņēmuma puses un šādas garantijas, galvojuma vai nodrošinājuma noteikumi;</p> <p>6.4.6. nekustamā īpašuma (ēku, zemes, infrastruktūras un/vai būvju) pārdošana, pirkšana, nomāšana, hipotēkas vai ķīla nodibināšana vai jebkāda cita veida atsavināšana;</p> <p>6.4.7. visu vai būtībā visu Sabiedrības vai jebkura Meitas uzņēmuma aktīvu vai īpašumu pārdošanas, likvidēšanas, nodošanas vai citādas atsavināšanas ierosināšana;</p> <p>6.4.8. jebkādu izmaiņu pieņemšana Sabiedrības vai jebkura Meitas uzņēmuma uzskaites principos, vadības ziņojumu principos vai grāmatvedības uzskaites datumos;</p> <p>6.4.9. jebkādas būtiskas izmaiņas attiecībā uz vai būtiskas izmaiņas uzņēmējdarbībā vai jebkuras Meitas uzņēmuma uzņēmējdarbības jomā.</p> <p>6.4.10. jebkādas nozīmīgas Sabiedrības vai jebkuras Meitas uzņēmuma iegūtas valdības licences, koncesijas vai atļaujas saņemšana, mainīšana, grožīšana, pagarināšana vai anulēšana;</p> <p>6.4.11. jebkādas nozīmīgas (ar prasības sumu virs 2 000 000 EUR (divi miljoni euro)) tiesvedības</p> | <p>substantial within the meaning of applicable procurement law, in cases as prescribed by the decision of the Company's Supervisory Board;</p> <p>6.4.3. entering into, modification or termination of any contract or series of related contracts that total value exceed(s) 500 000 EUR (five hundred thousand euro), excluding applicable VAT, for services and 1 000 000 EUR (one million euro), excluding applicable VAT, for construction and delivery of goods; prior written approval of the Company's Supervisory Board is not required (i) for the modification of the contracts which are signed for implementation of the activities that are implemented on behalf of any of the beneficiaries (i.e. the Ministry of Transport of the Republic of Latvia, the Ministry of Economic Affairs and Communication of the Republic of Estonia or the Ministry of Transport and Communications of the Republic of Lithuania) or the respective implementing body (designated under clause 3.4.1 of the Agreement on Contracting Scheme for Rail Baltic / Rail Baltica (dated 30 September 2016)) provided that such modification is approved by the respective beneficiary or (ii) for the modification of above mentioned contracts where the modifications are not substantial within the meaning of applicable procurement law in cases as prescribed by the decision of the Company's Supervisory Board;</p> <p>6.4.4. entering into any contract for a period longer than 1 (one) year, which is impossible to terminate with unilateral prior notice from the Company of no longer than 3 (months) without any termination fees or fines;</p> <p>6.4.5. the guaranteeing of, providing any collateral, pledge, mortgage or any other security for the indebtedness or obligation of any third parties by the Company or any Subsidiary and terms of such a guarantee, collateral or security;</p> <p>6.4.6. sale, purchase, lease, mortgage, pledge or any other disposition of real estate (buildings, land, infrastructure and/or constructions);</p> <p>6.4.7. the proposed sale, liquidation, transfer or other disposition of all or substantially all of the assets or property of the Company or any Subsidiary;</p> <p>6.4.8. the adoption of any changes in the accounting principles, management reporting principles or accounting reference date of the Company or any subsidiary;</p> <p>6.4.9. any material alteration to or material change in the scope of the Business or the business of any subsidiary;</p> <p>6.4.10. the entry into, or the amendment, modification, extension or termination of, any significant governmental license, concession or permit obtained by the Company or any Subsidiary;</p> <p>6.4.11. the commencement or settlement of any significant (with the claim amount exceeding</p> |
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| <p>uzsākšana vai izlīguma noslēgšana šādā tiesvedībā, kas attiecas uz Sabiedrību, jebkuru Meitas uzņēmumu;</p> <p>6.4.12. jebkāda darījuma, līguma vai vienošanās izpilde vai realizēšana (tai skaitā atteikšanās no tiesībām, vienošanās vai jebkādas prasības vai tiesību atziņšana vai izpilde) vai jebkāda līguma vai citādas vienošanās noslēgšana, grožīšana, pagarināšana vai izbeigšana starp (a) Sabiedrību vai jebkuru Meitas uzņēmumu un (b) jebkuru akcionāru vai šāda akcionāra saistīto personu, vai akcionāra vai akcionāra saistītas personas vadītāju vai amatpersonu;</p> <p>6.4.13. jebkādu universālpilnvaru vai prokūru piešķiršana Sabiedrības vārdā;</p> <p>6.4.14. Aktivitāšu pieteikumi Eiropas Infrastruktūras savienošanas instrumenta (EISI) uzsaukumiem pieteikumu iesniegšanai, saskaņā ar attiecīgajiem ES normatīvajiem aktiem;</p> <p>6.4.15. Gada budžeta pieņemšana vai grožīšana;</p> <p>6.4.16. Sabiedrības biznesa plāna un darbības stratēģijas pieņemšana vai grožīšana;</p> <p>6.4.17. Sabiedrības Sadališanas plāna pieņemšana vai grožīšana;</p> <p>6.4.18. Sabiedrības iekšējās organizatoriskās struktūras apstiprināšana;</p> <p>6.4.19. jebkāda Meitas uzņēmuma reģistrācija, iegūšana, atsavināšana vai reģistrēšana biržas sarakstā vai jebkāda Meitas uzņēmuma vai citas sabiedrības akciju vai daļu iegūšana, pārdošana, atsavināšana vai reģistrēšana biržas sarakstā; Sabiedrības filiāļu vai pārstāvniecību reģistrācija un likvidēšana;</p> <p>6.4.20. jebkādu partnerības, kopuzņēmuma, alianses, apvienības vai tamlīdzīgu apvienību vai noliguma noslēgšana Sabiedrības vārdā;</p> <p>6.4.21. uzņēmējdarbības paplašināšana, attīstīšana vai evolūcija, ja tas nenotiek ar Sabiedrības vai tās Meitas uzņēmumu palidzību;</p> <p>6.4.22. jebkādas pensiju vai pabalstu programmas pieņemšana, izveide vai grožīšana vai izmaiņu veikšana attiecībā uz jebkuru uzņēmuma darbinieku;</p> <p>6.4.23. balsošana vai cita veida akcijām piesaistītu tiesību izmantošana jebkurā Sabiedrībai piederošā sabiedrībā, neatkarīgi no tā, vai tā notiek kādā šādas sabiedrības kopsapulgē vai citādā veidā;</p> <p>6.4.24. Sabiedrības kandidātu izvirzīšana jebkura Meitas uzņēmuma padomei vai šādu kandidātu atsaukšana;</p> <p>6.4.25. ieteikumu, norādījumu un rīkojumu sniegšana (ciktāl to atļauj likums) Sabiedrības ieceltajām personām jebkuras Meitas uzņēmuma padomē attiecībā uz jebkuru jautājumu, kas var būt nodots Padomei lēmuma pieņemšanai;</p> <p>6.4.26. (izslēgts);</p> | <p>EUR 2 000 000 (two million euro) litigation arising out of or relating to the Company or any Subsidiary;</p> <p>6.4.12. the performance or the carrying out of any transaction, contract or arrangement (including the waiver, compromise, assertion or enforcement of any claim or right), or the entry into, or the arrangement, modification or extension or termination of, any contract or other arrangement between (a) either the Company or any Subsidiary and (b) any shareholder or affiliate of such shareholder or any director or officer of such shareholder or its affiliate;</p> <p>6.4.13. the grant by the Company of any general power of attorney (in Latvian - <i>universālpilnvara</i>) or proxy (in Latvian - <i>prokūra</i>);</p> <p>6.4.14. action proposals to be submitted by the Company to the Connecting Europe Facility (CEF) calls for proposal under the relevant EU legislation;</p> <p>6.4.15. the adoption or modification of the Annual Budget;</p> <p>6.4.16. the adoption or modification of the business plan and the corporate strategy of the Company;</p> <p>6.4.17. the adoption or modification of the division plan of the Company;</p> <p>6.4.18. the approval of internal organizational structure of the Company;</p> <p>6.4.19. the incorporation, acquisition, disposal or listing of any subsidiary of the Company or the acquisition, sale, disposal or listing of any share or interest in any subsidiary or other company; incorporation and liquidation of the branches or representative offices of the Company;</p> <p>6.4.20. the Company entering into any partnership, joint venture, alliance, association or similar relationship or arrangement;</p> <p>6.4.21. the expansion, development or evolution of the business of the Company except through the Company or its subsidiaries;</p> <p>6.4.22. the adoption, creation, amendment or variation of any pension or benefits scheme for any employee of the Company;</p> <p>6.4.23. voting or other exercise of any right attaching to any of the shares in any company owned by the Company whether at any general meeting of such company or otherwise;</p> <p>6.4.24. nominating or removing the Company's nominees to the supervisory board of any Subsidiary;</p> <p>6.4.25. giving recommendations, guidance and directions (so far as permitted by law) to the Company's appointees to the Supervisory Board of any Subsidiary concerning any matter that may come before such board for determination;</p> <p>6.4.26. (excluded);</p> |
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<p>6.4.27. atļauja organizēt dzelzceļa projektēšanas vai būvniecības iepirkuma procedūras (neatkarīgi no iepirkuma summas);</p> <p>6.4.28. (<i>izslēgts</i>);</p> <p>6.4.29. Sabiedrības iepirkumu noteikumu apstiprināšana;</p> <p>6.4.30. 2016. gada 30. septembra Nolīguma par līguma slēgšanas shēmu Rail Baltic / Rail Baltica projektam grožīšana;</p> <p>6.4.31. jebkādu lēmumu pieņemšana attiecībā uz Meitas uzņēmumiem, kad Sabiedrība rīkojas kā Meitas uzņēmumu dalībnieks;</p> <p>6.4.32. Sabiedrības iekšējo normatīvo aktu apstiprināšana, kuri nosaka normatīvu ietvaru attiecībā uz riska vadību, interešu konfliktiem, ētisku biznesa praksi, iekšējo kontroli un ieinteresēto pušu attiecību vadību un kuri noteikti atbilstoši Padomes noteikumiem.</p>	<p>6.4.27. allowing to organize the railway design or/and construction procurement procedures (regardless to procurement amount);</p> <p>6.4.28. (<i>excluded</i>);</p> <p>6.4.29. approval of the procurement rules of the Company;</p> <p>6.4.30. entering into amendments to the Agreement on Contracting Scheme for Rail Baltic / Rail Baltica (dated 30 September 2016);</p> <p>6.4.31. any decisions regarding the subsidiaries where the Company acts as the shareholder of the subsidiaries;</p> <p>6.4.32. approval of internal regulatory enactments which define regulative framework in risk management, conflict of interests, ethical business practices, internal control and stakeholder management of the Company and which are defined in the Supervisory Board Regulations.</p>
<p><b>7. Padome</b></p> <p>7.1. Sabiedrības padome ("Padome") sastāv no sešiem (6) Padomes locekļiem, kurus ievēl uz trīs (3) gadu termiņu.</p> <p>7.2. Katrs akcionārs izvirza ievēlēšanai divus (2) Padomes locekļus.</p> <p>7.3. Par Padomes locekļiem nevar kļūt šādas personas:</p> <ul style="list-style-type: none"> <li>7.3.1. personas, kuru darbības vai bezdarbības rezultātā ir iestājies sabiedrības bankrots, pies piedu likvidācija vai sabiedrības darbības licences anulēšana; vai</li> <li>7.3.2. personas, kurām ir vai kurām iepriekšējo 7 (septiņi) gadu laikā ir pasludināts fiziskās personas maksatnespējas process; vai</li> <li>7.3.3. personas, kuru darbība apliecinājusi, ka tās nav spējīgas organizēt Sabiedrības vadību tā, lai tiktū pietiekami aizsargātas akcionāru, dalībnieku, kreditoru un klientu intereses; vai</li> <li>7.3.4. personas, kuras ir ieinteresētas vai pārstāv tādas ekonomiskās intereses, kas atbilstoši spēkā esošajiem tiesību aktiem rada vai var radīt interešu konfliktu. Valdes locekļa, padomes locekļa vai valsts infrastruktūras pārvaldes darbinieka statuss, kā arī jebkāda amata ienemšana valsts ministrijās, netiek uzskatīta par interešu konfliktu; vai</li> <li>7.3.5. personas, kuras ir sodītas par tīšu noziedzīgu nodarījumu, saimniecisku pārkāpumu, amata pārkāpumu, pārkāpumu pret īpašumu vai sabiedrības uzticības pārkāpumu.</li> </ul> <p>7.4. Padomes locekļi ievēl Padomes priekšsēdētāju un divus priekšsēdētāja vietniekus.</p>	<p><b>7. Supervisory Board</b></p> <p>7.1. The Company's supervisory board ("Supervisory Board") shall comprise of six (6) members elected for the term of three (3) years.</p> <p>7.2. Each shareholder nominates two (2) candidates for Supervisory Board members.</p> <p>7.3. Following persons shall not be accepted to the Supervisory Board:</p> <ul style="list-style-type: none"> <li>7.3.1. persons whose acts or omissions have resulted in the bankruptcy or compulsory liquidation of a company; or the revocation of the activity license of a company; or</li> <li>7.3.2. persons who are or have been subject to personal bankruptcy proceedings within the last seven (7) years; or</li> <li>7.3.3. persons whose activities have shown that they are not capable of organizing the management of a company in such a manner that the interests of the shareholders, members, creditors and clients of the company are sufficiently protected; or</li> <li>7.3.4. persons who have or who represent economic interests which are in conflict or potentially might create a conflict of interest in accordance with applicable laws. Being a member of the management board or a member of the supervisory board or employee of the national infrastructure managers, as well as holding any position in the national ministries shall not be deemed a conflict of interest; or</li> <li>7.3.5. persons who have been punished for a willful criminal act, an economic offence, official misconduct or offence against property or offence against public trust.</li> </ul> <p>7.4. The Supervisory Board members shall elect the Chairman of the Supervisory Board and two vice-chairmen.</p>

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| <p>7.5. Katram Padomes loceklim ir 1 (viens) balss. Katrā Padomes sēdē kvorumu veido ne mazāk kā 4 (četri) Padomes locekļi, tai skaitā vismaz 1 (viens) katra akcionāra izvirzīts Padomes loceklis. Padomes loceklim, kurš nepiedalās sapulcē, ir atļauts balsot rakstveidā piemērojamajos normatīvajos aktos noteiktā kārtībā.</p> <p>7.6. Nevienu Padomes lēmumu nevar pieņemt bez apstiprinoša to Padomes locekļu, kuri piedalās atbilstoši sasauktā un lemtspējīgā Padomes sapulcē, vairākuma balsojuma par labu rezolūcijai apstiprināt attiecīgo Padomes lēmumu, ar nosacījumu, ka šajā sēdē piedalās vismaz viens katra akcionāra izvirzītais pārstāvis, kas balso par šāda lēmuma pieņemšanu.</p> <p>7.7. Padomes sēdēs Padomes locekļi balso atklāti.</p> <p>7.8. Padomes priekšsēdētājs vai jebkurs priekšsēdētāja vietnieks ne mazāk kā septiņas (7) dienas iepriekš sniedz rakstisku paziņojumu visiem Padomes locekļiem par katu Padomes sēdi, ar noteikumu, ka ar Padomes vienbalsīgu rakstisku piekrišanu paziņojuma sniegšanas termiņš var tikt saīsināts. Tieki uzskatīts, ka katrs Padomes loceklis, kurš piedalās Padomes sēdē, ir atteicies no tiesībām septiņas (7) dienas iepriekš saņemt rakstisku paziņojumu par jebkuru Padomes sēdi. Katrā šādā paziņojumā jānorāda, cita starpā, sēdes laiks, datums un vieta, dienas kārtība, pietiekami detalizēti precizējot visus sēdē izskatāmos jautājumus, un tam jāpievieno visu attiecīgo dokumentu kopijas, ko ir paredzēts izskatīt sēdē. Ja Padomei tiek iesniegts lēmuma pieņemšanai kāds jautājums, kas nav pietiekami detalizēti precizēts iepriekšminētājā veidā, šādu jautājumu var izlemt tikai ar Padomes vienbalsīgu piekrišanu. Katram Padomes loceklim ir tiesības ierosināt Padomes sēdes sasaukšanu, vēršoties pie Padomes priekšsēdētāja vai jebkura priekšsēdētāja vietnieka ar ierosinājumu par dienas kārtību.</p> | <p>7.5. Each member of the Supervisory Board has one (1) vote. A quorum for any meeting of the Supervisory Board shall consist of at least four (4) of the members of the Supervisory Board including at least one (1) nominee of each shareholder. The Supervisory Board member not present at the meeting is also allowed to cast his or her vote in writing in accordance with the applicable laws.</p> <p>7.6. No Supervisory Board decision will be decided upon without the affirmative vote in favor of a resolution to approve such Supervisory Board decision by a majority of those members of the Supervisory Board present at a duly convened and properly quorate meeting of the Supervisory Board, provided that at least one nominee of each shareholder is present at such meeting and votes in favor of such resolution.</p> <p>7.7. The voting by the members of the Supervisory Board at meetings of the Supervisory Board shall not be private.</p> <p>7.8. The Chairman or any vice-chairman of the Supervisory Board shall give at least seven (7) days' written notice to each of the members of the Supervisory Board of any meeting of the Supervisory Board, provided always that a shorter period of notice may be given with the unanimous written approval of the Supervisory Board. Any member of the Supervisory Board who attends a meeting of the Supervisory Board shall be deemed to have waived the provision that at least seven (7) days' written notice is given of any meeting of the Supervisory Board. Any such notice shall contain, inter alia, the time, date and venue of the meeting, an agenda identifying in reasonable detail the matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. Any matter which is to be submitted to the Supervisory Board for a decision which is not identified on such agenda in reasonable detail as aforesaid shall not be decided upon unless otherwise unanimously agreed by the Supervisory Board. Any member of the Supervisory Board shall have a right to initiate the Supervisory Board meeting by addressing to the Chairman or any vice-chairman and proposing agenda.</p> |
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Rīgā, 2021. gada 27. maijā / In Riga on 27 May 2021

Sabiedrības vārdā: / On behalf of the Company:

*Agnis Driksna*  
RB Rail AS valdes priekšsēdētājs / Chairman of the Management Board of RB Rail AS

*Marks Filips El Beze/ Marc Philippe El Beze*  
RB Rail AS valdes loceklis / Management Board Member of RB Rail AS

*Marks Stīvens Louders / Mark Stephen Loader*  
RB Rail AS valdes loceklis / Management Board Member of RB Rail AS

PERSONAS, KAS PARAKSTĪJUŠAS AKCIONĀRU SAPULCES  
PROTOKOLU:

Aкционāru sapulces vadītājs:

*Kaspars Vingris*  
Sabiedrības akcionāra – Sabiedrība ar ierobežotu atbildību  
“EIROPAS DZELZCEĻA LĪNIJAS” valdes priekšsēdētājs

Aкционāri – protokola pareizības apliecinātāji:

*Tõnu Grünberg*  
Sabiedrības akcionāra - OÜ Rail Baltic Estonia valdes loceklis

*Steponas Šaltmeris*  
Sabiedrības akcionāra - UAB “Rail Baltica statyba” direktora  
vietnieks

Aкционāru sapulces protokolētājs / sekretārs:

*J. Butkevičs*  
RB Rail AS jurists - padomes sekretārs

PERSONS WHO HAVE SIGNED THE SHAREHOLDERS'  
MEETING MINUTES:

Chairman of the meeting:

*Kaspars Vingris*  
Chairperson of the Management Board of the Company's  
Shareholder - Sabiedrība ar ierobežotu atbildību  
“EIROPAS DZELZCEĻA LĪNIJAS”

Shareholders who verified the Minutes:

*Tõnu Grünberg*  
Member of the Board of the Company's Shareholder –  
OÜ Rail Baltic Estonia

*Steponas Šaltmeris*  
Deputy Director of the Company's Shareholder - UAB “Rail  
Baltica statyba”

Secretary of the Shareholders' Meeting:

*J. Butkevičs*  
RB Rail AS Lawyer - Company Secretary

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THIS DOCUMENT IS SIGNED ELECTRONICALLY WITH A SAFE ELECTRONIC SIGNATURE AND CONTAINS A TIME STAMP