

Translation from Latvian

COPY

Entered within Commercial register
of the Enterprise's Register
of the Republic of Latvia
on the 27th day of August, 2009
under entry No. : 40003076407.

State notary *signed*
Guntra Ivane

sealed – National Emblem
of the Republic of Latvia,
Enterprise's Register
of the Republic of Latvia, 2

**Joint-stock company
«Latvijas Biznesa banka»**

ARTICLES OF INCORPORATION

(wording as on 25.03. 2009 r.)

Approved at and by the regular meeting
of shareholders on March 25, 2009

Riga

1. GENERAL TERMS

- 1.1. Joint-stock company «Latvijas Biznesa banka» (hereinafter – Bank) shall be a commercial company, formed as the joint-stock company.
- 1.2. Bank shall act as a credit institution of the Republic of Latvia, acting in accordance with the Commercial law, Credit institutions law, Financial instruments market law, Rules and recommendations of the Financial and Capital Market Commission and the Bank of Latvia, and according to other legislative acts affective within territory of the Republic of Latvia and the present Articles of incorporation.

2. FIRM

- 2.1. Firm of the Bank – AS «Latvijas Biznesa banka».

3. KEY AREAS OF THE COMMERCIAL ACTIVITY

- 3.1. Key areas of the commercial activity of the Bank according to NACE classificatory shall be:
- 3.2. Other monetary intermediation (64.19);
- 3.3. Trusts, funds and similar financial entities (64.30);
- 3.4. Financial leasing (64.91);
- 3.5. Other credit granting (64.92);
- 3.6. Other financial service activities, except insurance and pension funding (64.99);
- 3.7. Administration of financial markets (66.11);
- 3.8. Security and commodity contracts brokerage (66.12);
- 3.9. Other activities auxiliary to financial services, except insurance and pension funding (66.19);
- 3.10. Activities of insurance agents and brokers (66.22);
- 3.11. Fund management activities (66.30);
- 3.12. Buying and selling of own real estate (68.10);
- 3.13. Renting and operating of own or leased real estate (68.20);
- 3.14. Real estate agencies (68.31);
- 3.15. Management of real estate on a fee or contract basis (68.32).

4. JOINT STOCK AND FORM OF THE SHARES

- 4.1. The Joint stock of the Bank shall be 10 830 000 LVL (ten million eight hundred thirty lats), formed by 216 600 (two hundred sixteen thousand six hundred) shares.
- 4.2. Face value (nominal) of the share shall be 50 LVL (fifty lats) each.

- 4.3. Every share shall be common one and shall grant to a shareholder equal rights to represent him/her/it in management of the Bank (right to vote at meeting of shareholders), to collect dividends and if liquidation – liquidating quota.
- 4.4. Each of paid-up share shall grant a right to the shareholder for one vote at meeting of shareholders.
- 4.5. Each share of the Bank shall be registered dematerialised share.

5. ALIENATION OF SHARES

- 5.1. Shareholders of the Bank have a right to alienate shares pursuant to procedure prescribed by Commercial law of the Republic of Latvia.
- 5.2. If shares of a shareholder shall be alienated, other shareholders have the right of first refusal to the stock to be sold within one month from the date when the notice regarding the sale was submitted to the board of the Bank.

6. MANAGERIAL STRUCTURE OF THE BANK

6.1. Meeting of shareholders

- 6.1.1. Meeting of shareholders shall have a competence and a procedural right to implement its competence pursuant to Commercial law of the Republic of Latvia.
- 6.1.2. Meeting of shareholders shall exercise their rights if at least half of shareholders of the paid-up shares of the Bank are represented.
- 6.1.3. If a meeting of shareholders convened according to the procedures specified by law is not entitled to take decisions due to the lack of a quorum, a reconvened meeting shall be convened within one month, and it shall not be convened later than 20 days prior the date announced. The reconvened meeting has the right to take decisions regarding every issue under the same agenda irrespective of the number of shareholders of the paid-up shares represented in it.

6.2. Council of the Bank

- 6.2.1. The Council of the Bank is the supervisory institution of a company, which represents the interests of stockholders during the time periods between the meetings of stockholders and supervises the activities of the Board within the scope specified in the Commercial Law and these articles of incorporation.
- 6.2.2. The Council shall be elected by meeting of shareholders for a three years period.
- 6.2.3. The Council shall consist of 5 (five) members.
- 6.2.4. Members of the Council shall elect a chairman of the Council and deputy chairman of the Council.
- 6.2.5. The Council does not have the right to decide issues, which are within the competence of the Board.
- 6.2.6. The Board shall require the consent of the Council to decide on the following issues:
 - a) to adopt the budget and a plan of activities of the Bank for a coming year;
 - b) acquiring participation in other companies and increasing or decreasing such participation for more or less than 50 000 (fifty thousand) lats;

- c) concluding of such transactions as exceed the amounts specified in the regulations of the Board activities.
- 6.2.7. The meeting of stockholders shall determine the remuneration for the Council members.

6.3. Board of the Bank

- 6.3.1. The Board is the executive institution of the Bank; which manages and represents the Bank. The Board shall administer the property of the Bank and shall act with means of the Bank according to the requirements of law, the articles of incorporation and decisions of meetings of stockholders.
- 6.3.2. The Board shall consist of 5 (five) members. The Board members shall be elected by the Council of the Bank for a three years period .
- 6.3.3. The Council of the Bank shall appoint from the Board members:
- a) chairman of the Board (president);
 - b) first deputy chairman of the Board (vice-president);
- 6.3.4. From number of the remaining three Board members the Council shall appoint the first vice-president and two vice-presidents.
- 6.3.5. The members of the Board shall manage the Bank only jointly.
- 6.3.6. All members of the Board are entitled to represent the Bank according to the rules set in this article. Chairman of the Board is entitled to represent the Bank jointly with at least one of the Board members. Any of the Board members are entitled to represent the Bank jointly with chairman of the Board.
- 6.3.7. Chairman of the Board shall manage the work of the Board. During absence of chairman of the Board or under his commissions the first deputy Chairman of the Board shall manage the work of the Board.
- 6.3.8. Regulations of the Board activities, adopted by the Council of the Bank, shall determine working process of the Board.
- 6.3.9. The amount of remuneration for members of the Board shall be determined by the Council of the Bank.

7. INTERNAL INSTITUTIONS OF THE BANK OF AUDITING AND CONTROL

- 7.1. The annual accounts of a company shall be audited and an opinion regarding them shall be submitted by the auditor, elected at the meeting of shareholders of the Bank at recommendation of the Board. The contract with an auditor on behalf of the Bank shall be concluded by the Board.
- 7.2. Internal auditing and control within Bank shall be carried out by the department of internal audit. The manager of the department of internal audit shall be elected at the meeting of shareholders of the Bank at recommendation of the Board. The amount of remuneration for the manager of the department of internal audit shall be determined by the meeting of shareholders. The contract with a manager of the department of internal audit on behalf of the Bank shall be concluded by the Council.

Chairman of the Board (president) *signed* Artis Birkmanis

Board member (the first vice-president)

signed Andrejs Kuzins

sealed - Joint-stock company

"Latvijas Biznesa banka",

Riga, Latvia

This document contains 4 (four) numbered pages,
sewed and sealed together.

signed - Artis Birkmanis ,
the chairman of the Board (president)
of AS "Latvijas Biznesa banka" 19.08.2009.

sealed - Joint-stock company
"Latvijas Biznesa banka",
Riga, Latvia.

State notary *signed*
Guntra Ivane

sealed – National Emblem
of the Republic of Latvia,
Enterprise's Register
of the Republic of Latvia, 2

9 Kalpaka bulvāris , Riga, Republic of Latvia, this 17th Day of October, 2009,
I, Sworn notary of the Riga Circuit Court Aigars Kaupe, hereby certify the
authenticity of the present translation into English, made from the attached document
being executed in Latvian. The attached document (Certified copy of the Articles of
Incorporation) did not contain any strikeouts, amendments, corrections or other
specific peculiarities.

In order to obtain the certification of the translation of the document the attached
document was presented to me by Andrejs Timčuks (*Andrey Timchuk*), address: 3
Antonijas iela, Riga, Republic of Latvia.

Notary fee	LVL 16,50
VAT (21%)	LVL 3,47
State duty	LVL 2,00
Totally	LVL 21,97

Registered with the No. 2901

Sworn notary:





The present document

contains

10

ten

pages fixed together
and sealed.

Sworn notary:

