

**PÕHIKIRI****1. peatükk. Üldandmed**

- 1.1 Osaühingu ärinimi on Crypto Software OÜ.
- 1.2 Osaühingu asukoht on Rae vald, Harju maakond.
- 1.3 Osaühingu osakapitali suurus on 2500.0 EUR.
 - 1.3.1 Osaühingu osa eest ei tasuta täielikult enne osaühingu äriregistrisse kandmise avalduse esitamist.
 - 1.3.2 Osaühingu sissemakseta asutamise korral tasub osanik osa eest täielikult 1 aasta jooksul, kuid mitte hiljem "Äriseadustiku" § 140¹ lõikes 2 või 3 nimetatud nõude esitamisel.
- 1.4 Osaühingu majandusaasta on 01.01 - 31.12.
- 1.5 Osaühing on asutatud määramata tähtajaks.
- 1.6 Osaühingu osade eest makstakse nii asutamisel kui ka hiljem osakapitali suurendamisel üksnes rahaliste sissemaksetena.
- 1.7 Osaühingu asutamiskulud. Osaühingu eeldatavad asutamiskulud on 200 eurot.
 - 1.7.1 Asutamiskulud summas 200 eurot (kuid mitte rohkem kui osaühingu osakapitali suurus) kannab osaühing, ülejäänud summa kaetakse osanike poolt vastavalt nende osade nimiväärtustele.

2. peatükk. Osa, osanik ja reservkapital

- 2.1 Osaühingu osanikule makstakse tema kasumiosa (dividendi) võrdeliselt tema osa nimiväärtusega.
- 2.2 Osaühingu osanikule Reio Piller kuulub osa nimiväärtusega 2500.00 EUR, mille eest osanik tasub asutamisel või põhikirja punktis 1.3.2 nimetatud ajaks: vastavalt nimiväärtusele.
- 2.3 Osaühingu osa võõrandamisel:
on ostueesõigus teistel osanikel, kui osa võõrandatakse kolmandale isikule.
- 2.4 Osaühingu osa võib pantida.
- 2.5 Osaühingu osa osalisel võõrandamisel:
on ostueesõigus teistel osanikel, kui osa võõrandatakse kolmandale isikule.
- 2.6 Osaühingul on reservkapital ja selle suurus on 10% osakapitali suurusest.
- 2.7 Osaühingu likvideerimisel jagatakse allesjäänud vara osanike vahel ainult rahaliste väljamaksetena.

3. peatükk. Osaühingu juhtimine

- 3.1 Osaühingu osanike koosolekul, samuti koosolekuta otsustamisel annab osaühingu iga osa 1 euro ühe hääle.
- 3.2 Osanike koosolek on pädev vastu võtma otsuseid, kui osaleb vähemalt 51% osadega esindatud häältest.

3.3 Osanike otsus on vastu võetud, kui osanike koosolekul anti selle poolt kohalolijate häälest või koosolekuta otsustamise puhul kõigist häälest 51% ning seadus või põhikiri ei sätesta teisiti.

3.4 Osaühingu põhikirja muutmise otsus, "Äriseadustiku" § 193 lõike 1 teises lauses ja § 197 lõikes 1 nimetatud otsus, osaühingu lõpetamise otsus, lõpetatud osaühingu tegevuse jätkamise otsus, äriühingute ühinemise või jagunemise otsus või osaühingu ümberkujundamise otsus on vastu võetud juhul, kui osanike koosolekul või kui seadus lubab, siis koosolekuta hääletamisel anti otsuse poolt: vähemalt 2/3 häälest.

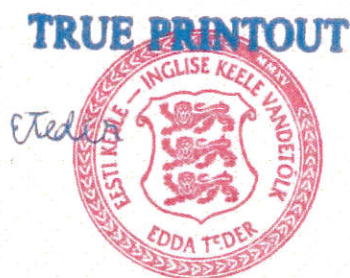
3.5 Osaühingu juhatus valitakse tähtajatult ning juhatusel liikmete arv on 1-5.

3.6 Igal juhatuse liikmel on õigus esindada osaühingut kõigis õigustoimingutes, välja arvatud juhul, kui äriregistrisse on kantud teisiti. Vastav osanike otsus võetakse vastu põhikirja muutmiseks ettenähtud korras.

3.7 Osaühingu likvideerimisel on likvideerijateks juhatuse liikmed, kui osanike otsusega või kohtulahendiga ei ole määratud teisiti.

3.8 Osaühingul ei ole nõukogu.

3.9 Osaühingul ei ole audiitorit, välja arvatud juhul, kui audiitori olemasolu nõue tuleneb seadusest.



ARTICLES OF ASSOCIATION

Chapter 1. General Information

- 1.1 The business name of the Private Limited Company is Crypto Software OÜ.
- 1.2 The registered office of the Private Limited Company is Rae Rural Municipality, Harju County.
- 1.3 The amount of the share capital of the Private Limited Company is 2,500.00 euros.
 - 1.3.1 A share of the Private Limited Company is not paid for in full before submission of a petition for entry of the Private Limited Company in the commercial register.
 - 1.3.2 If the Private Limited Company is founded without making a contribution, a shareholder will pay for a share in full within one year, but no later than upon the filing of the claim specified in subsection 140¹ (2) or (3) of the Commercial Code.
- 1.4 The financial year of the Private Limited Company is from 1 January to 31 December.
- 1.5 The Private Limited Company has been founded for an unspecified term.
- 1.6 The shares of the Private Limited Company are paid for both upon foundation and later upon increasing the share capital only by monetary contributions.
- 1.7 Costs of foundation of the Private Limited Company. The projected costs of foundation of the Private Limited Company are 200 euros.
 - 1.7.1 The costs of foundation in the amount of 200 euros (but no more than the amount of the share capital of the Private Limited Company) are borne by the Private Limited Company and the remaining amount is covered by the shareholders according to the nominal values of their shares.

Chapter 2. Share, Shareholder and Legal Reserve

- 2.1 A shareholder of the Private Limited Company is paid their share of profit (dividends) in proportion to the nominal value of the shareholder's share.
- 2.2 Reio Piller, a shareholder of the Private Limited Company, holds a share with the nominal value of 2,500.00 euros for which the shareholder pays upon foundation or by the time specified in clause 1.3.2 of the Articles of Association: according to the nominal value.
- 2.3 Upon transfer of a share of the Private Limited Company:
the other shareholders have the right of pre-emption if the share is transferred to a third party.
- 2.4 A share of the Private Limited Company may be pledged.
- 2.5 Upon partial transfer of a share of the Private Limited Company:
the other shareholders have the right of pre-emption if the share is transferred to a third party.
- 2.6 The Private Limited Company has legal reserve and the amount of the legal reserve is 10% of the amount of the share capital.
- 2.7 Upon liquidation of the Private Limited Company, the remaining assets are only distributed among the shareholders in the form of monetary payments.

Chapter 3. Management of Private Limited Company

- 3.1 Upon adopting resolutions at a meeting of shareholders of the Private Limited Company as well as upon adopting resolutions without calling a meeting, each one euro of a share of the Private Limited Company grants one vote.
- 3.2 A meeting of shareholders is authorised to adopt resolutions if at least 51% of the votes represented by shares participate in the meeting.

3.3 A resolution of the shareholders is adopted if 51% of the votes of the shareholders present at the meeting of shareholders or, upon adopting resolutions without calling a meeting, 51% of all the votes are in favour of the resolution unless otherwise provided for by law or the Articles of Association.

3.4 A resolution on the amendment of the Articles of Association of the Private Limited Company, the resolution specified in the second sentence of subsection 193 (1) and in subsection 197 (1) of the Commercial Code, a resolution on dissolution of the Private Limited Company, a resolution on the continuation of activities of the dissolved Private Limited Company, a resolution on the merger or division of companies or a resolution on the transformation of the Private Limited Company is adopted if, upon voting at a meeting of shareholders or, if so permitted by law, without calling a meeting, at least 2/3 of the votes are in favour of the resolution.

3.5 The Management Board of the Private Limited Company is elected for an unspecified term and the number of members of the Management Board is one to five.

3.6 Every member of the Management Board has the right to represent the Private Limited Company in all legal acts unless otherwise entered in the commercial register. A respective resolution of the shareholders is adopted pursuant to the procedure prescribed for the amendment of the Articles of Association.

3.7 Upon liquidation of the Private Limited Company, the liquidators are members of the Management Board unless otherwise determined by a resolution of the shareholders or a court decision.

3.8 The Private Limited Company has no Supervisory Board.

3.9 The Private Limited Company has no auditor unless the respective requirement arises from law.

Translated by **ESTONIAN-ENGLISH SWORN TRANSLATOR EDDA TEDER**

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Chamber of Sworn Translators: <http://www.vandetolgid.ee>.

I hereby certify that the printout bound together with this translation is a true printout made from the e-commercial register of the Estonian Centre of Registers and Information Systems on 15 June 2023.

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KINNITUSMÄRGE

Tallinn, 29. september 2025

Mina, Eesti Advokatuuri advokaat Veikko Toomere kinnitan käesoleva ära kirja õigsust, mis on tehtud **Crypto Software OÜ** kinnitatud põhikirja koopiast ja selle vandetõlkest. Ära kiri sisaldab 5 (viis) lehekülge. Registreeritud advokaadibüroo kinnitamistoimingute raamatus nr 15, numbri 564 all.


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VERIFYING NOTE

Tallinn, 29 September 2025

I, Veikko Toomere, being a member of the Estonian Bar Association, verify that this document is an accurate copy of the original certified Articles of Association of **Crypto Software OÜ** and the sworn translation thereof. I have seen and verified the original document. This verified document consists of 5 (five) pages. Registered in the law firm's verification book No 15, under verification number 564.


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