

Org. nr 556653-9705

ARTICLES OF ASSOCIATION

§ 1

The name of the Company is Russian Real Estate Investment Company AB (publ).

The Company is a public company (publ).

§ 2

The objects of the Company are, directly or indirectly through wholly or partly-owned companies, to acquire, manage, develop and sell real property and securities as well as to pursue activities compatible therewith.

§ 3

The share capital of the Company shall be not less than SEK 13,000,000 and not more than SEK 52,000,000.

§ 4

The number of shares shall not be less than 6,500,000 and not more than 26,000,000.

The Company's shares may be issued in two classes, class A and class B. Each class A share shall entitle the holder to 4 votes and each class B share shall entitle the holder to one vote.

No more than 26,000,000 class A shares and no more than 26,000,000 class B may be issued.

In the event the Company resolves to issue new class A and class B shares through a cash issue or a set-off issue, owners of class A and class B shares shall have pre-emption rights to subscribe for new shares of the same class in proportion to the number of shares previously held (primary pre-emption rights). Any shares that have not been subscribed for pursuant to primary pre-emption rights shall be offered to all shareholders for subscription (secondary pre-emption rights). In the event the number of shares thus offered is insufficient for shareholders wishing to subscribe pursuant to secondary pre-emption rights, the shares shall be allotted amongst the subscribers in proportion to the number of shares each previously held and, to the extent such cannot be accomplished, through the drawing of lots.

In the event the Company resolves to issue new shares, through a cash issue or a set-off issue, of only class A or class B, all shareholders, irrespective of whether their shares are class A or class B, shall hold pre-emption rights to subscribe for new shares in proportion to the number of shares previously held.

In the event the Company resolves to issue subscription options or convertible debt instruments, through a cash issue or a set-off issue, shareholders have pre-emption rights to subscribe for subscription options as if the issue concerned the shares which may be newly subscribed for on account of option rights and pre-emption rights respectively and to subscribe for convertible debt instruments as if the issue concerned the shares that the convertible debt instruments may be exchanged for.

In the event of an increase in the share capital through a bonus issue, new shares shall be issued of each class in proportion to the number of outstanding shares of the same class. In conjunction therewith, old shares of a particular class shall entitle the holder to new shares of the same class.

Class A shares shall, at the request of the holder, be converted to class B shares in the manner described below. Following a written request to the board of directors by the holder of class A shares to convert such shares into a class B shares in accordance with the provision described above, specifying the number of shares to be converted and, if the conversion does not relate to the total number of class A shares held by the person concerned, which of those shall be converted, the board of directors shall approve the request for conversion and cause such to be registered.

Class B shares may, following a unanimous resolution adopted at a general meeting of shareholders by owners of all of the shares in the Company, be converted to class A shares.

Conversion in accordance with the preceding two paragraphs is deemed to be completed when registration has been carried out in the register of companies and the conversion has been recorded in the share register or record day register.

§ 5

The registered office of the Company shall be in Stockholm.

§ 6

The company's board of directors shall consist of not less than three and not more than five members with not more than five alternate members.

§ 7

One or two auditors, with or without alternates, shall be appointed.

§ 8

The Company's financial year shall be the period January 1 – December 31.

§ 9

An annual general meeting shall be held once per year within six months of the expiry of the financial year.

The following matters shall be addressed at the annual general meeting:

1. Election of a chairman of the meeting;
2. Drawing up and approval of the voting register;
3. Approval of the agenda;
4. Election of one or two persons to attest the minutes;

5. Determination of whether the meeting has been duly convened;
6. Presentation of the annual report and the auditor's report;
7. Resolutions in respect of:
 - (a) adoption of the income statement and the balance sheet;
 - (b) allocation of the Company's profits or losses according to the adopted balance sheet;
 - (c) discharge from any liability of the directors and the managing director, if such has been appointed;
8. Resolutions in respect of the fees for the members of the board of directors and, where applicable, the auditors;
9. Election of the members of the board of directors and, where applicable, the auditors;
10. Other matters which, pursuant to the Companies Act or the Articles of Association, must be addressed at the meeting.

§ 10

Resolutions on issue of shares, warrants or convertibles without shareholders' pre-emption rights, shall only be valid if supported by shareholders representing at least three quarters of the votes cast as well as the shares represented at the general meeting. The same majority requirement shall apply for resolutions on amendments to or cancellation of this provision.

§ 11

Notice to attend an annual general meeting of shareholders and notice of an extraordinary general meeting of shareholders at which the issue of an amendment of the articles of association will be addressed shall be given not earlier than six weeks and not later than four weeks prior to the general meeting. Notice to attend other extraordinary general meetings of shareholders shall be given not earlier than six weeks and not later than two weeks prior to the general meeting.

Notice to attend a general meeting of shareholders shall be given through an announcement in Post- och Inrikes Tidningar (The Official Gazette) and in Svenska Dagbladet.

In order to participate at a general meeting of shareholders, shareholders must be recorded in a printout of the entire share register current five days prior to the general meeting and must give notice to the Company not later than 12:00pm on the day specified in the notice. Such a day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.

A shareholder may be accompanied by one or two advisors at the general meeting however only if the shareholder has given notice as described in the preceding paragraph.

§ 12

The company's shares shall be registered in a record day register according to the Financial Instruments Accounts Act (1998:1479).
