

ARTICLES OF ASSOCIATION

Põhikiri — Estonian Private Limited Company (OÜ). Governed by ÄS

1. GENERAL PROVISIONS

- 1.1. Business name (Firmanimi): _____
- 1.2. Legal form: Osaühing (OÜ) — Private Limited Company: _____
- 1.3. Registered seat (city, municipality): _____

2. ACTIVITIES

Company's activities (EMTAK codes): _____. The company may engage in any lawful activity not requiring special license without amending the Articles. Licensed activities (banking, insurance, healthcare) require separate registration.

3. SHARE CAPITAL AND SHARES

- 3.1. Share capital (EUR, minimum 2,500 per ÄS § 137): _____
- 3.2. Share nominal value (EUR): _____
- 3.3. Total number of shares: _____

Share capital is paid in full at incorporation (or by payment schedule, see § 7).

4. SHAREHOLDERS

Initial shareholders list:

- 4.1. _____ (ID code _____), share ____ %
- 4.2. _____ (ID code _____), share ____ %
- 4.3. _____ (ID code _____), share ____ %

5. MANAGEMENT

- 5.1. ****General Meeting of Shareholders**** (Osanike koosolek) — supreme body.
- 5.2. ****Management Board**** (Juhatus) — ____ member(s). Names of initial board members in Estonian Business Register.
- 5.3. ****Supervisory Board**** (Nõukogu) — NOT established by default. May be added by shareholders' resolution.

6. REPRESENTATION

Each board member represents the company independently (default), unless otherwise specified in this clause. Note: Estonian Business Register lists representation rights for each board member separately.

7. PROFIT DISTRIBUTION

- 7.1. Profits distributed pro rata to shares (unless shareholders agree otherwise).
- 7.2. Distribution decided by general meeting (simple majority).
- 7.3. ****Estonia unique rule****: corporate income tax ONLY at distribution time (TuMS § 50). Retained earnings — 0% tax. Distribution — ~22% effective tax (22/78 calculation as of 2026 — verify current rate).

8. AMENDMENTS AND DISSOLUTION

8.1. Articles amendment requires 2/3 majority of votes at shareholders' meeting (ÄS § 199).

8.2. Company dissolution: shareholders' resolution (same 2/3) or court order.

Note: this template is for SIMPLE OÜ setups (1-3 founders, standard capital, no special share classes). For complex setups (vesting, stock options, multiple share classes, drag-along/tag-along, reserved matters, anti-dilution) — consult an Estonian law firm (Triniti, Sorainen, COBALT, etc.). RIK also offers free Tüüppõhikiri (standard articles) via e-Business Register.

Place: _____ Date: _____

Founders' signatures:

1. _____ Name: _____

2. _____ Name: _____

3. _____ Name: _____

Mall: dokud.ee — informatiivne, ei asenda õigusabi. dokud.ee ei vastuta kasutamise tagajärgede eest.