

**DRAFT RESOLUTIONS  
of the extraordinary meeting of shareholders  
of Joint Stock Company "Latvijas Gāze" of 15 August 2017**

**1. On Reorganisation of Joint Stock Company "Latvijas Gāze".**

Whereas:

- the regular meeting of shareholders of the Joint Stock Company "Latvijas Gāze" (hereinafter – Latvijas Gāze) on 16 June 2017 decided to accept the model of legal demerger of Latvijas Gāze – the establishment of a distribution system operator through reorganisation (controlling company – trader; dependant company – distribution system operator);
  - the regular meeting of shareholders of 16 June 2017 assigned the Board of Latvijas Gāze to carry out the necessary actions and prepare the draft documents in order to take the decision on the splitting of Latvijas Gāze;
  - the Board of Latvijas Gāze prepared and, at the Board meeting of 20 June 2017, supported the draft Spin-off Decision and the draft Asset Distribution Deed;
  - at its meeting of 12 July 2017, the Council of Latvijas Gāze accepted the draft Spin-off Decision and the draft Asset Distribution Deed and advanced them for review to the meeting of shareholders;
  - the certified auditor LLC “Grant Thornton Baltic”, elected at the regular meeting of shareholders of 16 June 2017, has submitted the opinions on the draft Spin-off Decision and on the sufficiency of the to-be-transferred assets for the establishment of the new capital company, as required under Section 341 and 377 of the Commercial Law;
  - on 14 July 2017, a draft resolution on splitting of Latvijas Gāze and the number of the commercial register file, which the draft resolution is stored under, was announced in the official gazette “Latvijas Vēstnesis” (No. \_\_\_\_\_),
1. To reorganise Latvijas Gāze by transferring part of its assets via spin-off to a to-be-established acquiring (dependant) joint stock company “Gasol” (Section 336, Paragraph four of the Commercial Law).
  2. To approve the Spin-off Decision (Annex 1) and Asset Distribution Deed (Annex 2) supported by the Board of Latvijas Gāze on its meeting of 20 June 2017 and accepted by the Council on its meeting of 12 July 2017.
  3. To task the Board of Latvijas Gāze with signing the Spin-off Decision and the Asset Distribution Deed and with taking all actions necessary under the Commercial Law for the implementation of the reorganisation process in compliance with the decisions made.

**2. Election of the Council and determination of remuneration for the Council.**

- 1) Considering the submission by the member of the Council Joerg Tumat regarding his resignation from the office as a Council member and in accordance with Section

296, Paragraph nine of the Commercial Law, to release Kirill Seleznev, Vitaly Khatkov, Nikolay Dubik, Elena Mikhaylova, Juris Savickis, Oleg Ivanov, Oliver Giese, Hans Peter Floren, Nicolas Merigo Cook and Guillaume Rivron from their positions as Council members.

- 2) To elect members to the Council of the Joint Stock Company "Latvijas Gāze" for a three-year period, setting 15 August 2017 as the starting date of the term of office of the Council:
  1. \_\_\_\_\_,
  2. \_\_\_\_\_,
  3. \_\_\_\_\_,
  4. \_\_\_\_\_,
  5. \_\_\_\_\_,
  6. \_\_\_\_\_,
  7. \_\_\_\_\_,
  8. \_\_\_\_\_,
  9. \_\_\_\_\_,
  10. \_\_\_\_\_,
  11. \_\_\_\_\_,
- 3) To set the monthly remuneration for the Chairman of the Council, the Vice-Chairman of the Council and the members of the Council for their duties at the Council of the Joint Stock Company "Latvijas Gāze" at the previous level.
- 4) Due to Council member Joerg Tumat resigning from the position of Council member and Council member Nikolay Dubik not being nominated for re-election in the Council, to set the additional remuneration for work in 2017:
  - to Joerg Tumat - in the amount of 3 salaries,
  - to Nikolay Dubik - in the amount of 3 salaries.
- 5) Given the personal contribution of Council members Joerg Tumat and Nikolay Dubik in the development of the Company, to grant a supplementary premium in addition to the remuneration for work in 2017:
  - to Joerg Tumat (at the Council since January 1, 2014) - in the amount of 1 salary,
  - to Nikolay Dubik (at the Council since July 5, 2013) - in the amount of 1 salary.

Riga, 13 July 2017

Joint Stock Company "Latvijas Gāze"  
Chairman of the Board

A. Kalvītis