

APPROVED  
by resolution of the Management Board  
of JSC Ditton pievadķēžu rūpnīca on 13.09.2024  
(Protocol No.09.1/2024)

by resolution of the Council  
of JSC Ditton pievadķēžu rūpnīca on 13.09.2024  
(Protocol No.267)

**Draft decisions on the issues of the agenda  
of the extraordinary shareholders' meeting of JSC Ditton pievadķēžu rūpnīca on 27.09.2024**

- 1. On the conversion of the Company's shares.**
- 2. Approval of the new version of the Articles of Association.**
  - 2.1. Approval of the new version of the statutes.
  - 2.2. Election of the Council (if question 1 is accepted positively)
- 3. Dissolution or suspension of the Audit Committee.**
- 4. Approval and settlement of the Company's internal documents.**
- 5. Other questions**
  - 5.1. The economic situation of JSC "Ditton Drive Chain Factory" and the future prospects of JSC "Ditton Pievadķēžu rūpnīca ".**

**1. on the conversion of the Company's shares.**

Resolution:

The Extraordinary Shareholders' Meeting of JSC "Ditton Pievadķēžu rūpnīca" (27.09.2024.), having considered and taking note of the announcement of the Management Board and the Supervisory Board of the Company with an offer to convert shares from dematerialised (until 01.07.2023. Bearer shares) to registered shares, taking into account that the shares of JSC "Ditton pievadķēžu rūpnīca" were excluded (DPK1R, ISIN code: LV0000100212) from the Baltic Second List as of 30.09.2023, in accordance with the decision of JSC "Nasdaq Riga" adopted on 11 September 2023, it was decided:

- 1.1. to approve the conversion of the Company's dematerialised shares (bearer shares until 01.07.2023) into registered shares, in connection with which to oblige the Management Board to take all necessary actions: to draw up and maintain a register of shareholders and to submit an application to the Commercial Register.
- 1.2 The Board of Directors of the Company is hereby instructed to apply for the registration of the shareholders to the Commercial Registry. 2.1. In the event that the Commercial Register Office of the Register of Enterprises of the Republic of Latvia adopts a decision on refusal to make an entry or postponement of making an entry, setting a deadline for elimination of deficiencies, to authorise the Supervisory Board and the Management Board of the Company to eliminate the reasons for refusal or postponement specified in the decision by their decision, provided that they are related to arranging the document regulations in accordance with the legislation of the Republic of Latvia, eliminating errors, clerical mistakes, non-compliance with the rules for execution of documents and do not change the substance of the decision adopted at the General Meeting of Shareholders.

**2. Approval of the new version of the Articles of Association.**

Resolutions:

**The extraordinary meeting of shareholders of JSC "Ditton pivadķēžu rūpnīca" (27.09.2024), taking into account the amendments to the Commercial Law of the Republic of Latvia and the need to make amendments to the Articles of Association, decided:**

**In case the 1st question of the agenda is approved at the shareholders' meeting on 27.09.2024,**

2.1. Approve with the Board and Council the proposed Statute in a new version, in accordance with the proposed draft of the Statute (1).

2.1.1. To instruct the Board of the Company to submit the Statute in a new version to the commercial register authority. In the event that the commercial register authority of the Register of Companies of the Republic of Latvia adopts a decision on refusal to make an entry or postponing the entry, setting a deadline for remedying the deficiencies, authorize the Company Council and the Management Board with their decision to remedy the reasons for the refusal or postponement specified in the decision, if they are related to the arrangement of the regulations of the documents in accordance with the Republic of Latvia legislation, errors, scribal errors, non-compliance with the rules for drafting documents and does not change the nature of the decision made at the shareholders' meeting.

**Taking into account the content of the approved Statute, which provides for the composition of the Council in the number of 3 members, and that on the day of the decision, the Company received 2 notifications from the members of the Council about the readiness to leave the positions of Council members:**

2.2. Remove \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ from the position of council members and elect the Company Council in the following composition: \_\_\_\_\_, \_\_\_\_\_ with a term of office for 5 years in accordance with Article 296 of the Commercial Law of the Republic of Lithuania and the Company's Articles of Association.

2.2.1. Determine that the newly elected Council until 27.09.2029. must elect the Chairman of the Council from among its members, as well as fulfill all the necessary formalities and procedures related to the election to the Council.

2.2.2. Determine remuneration for members of the Council in accordance with the remuneration policy for members of the Council and the Board.

2.2.3. To instruct the Board of the Company to submit an application and perform other procedures to the commercial register of the Enterprise Register of the Republic of Lithuania for the registration of the composition of the Council and its term of office, to instruct the Board of the Company to submit a new version of the Statute and amendments to the composition of the Council to the commercial register authority. In the event that the commercial register authority of the Register of Companies of the Republic of Latvia adopts a decision on refusal to make an entry or postponing the entry, setting a deadline for remedying deficiencies, authorize the Company Council and the Board of Directors with their decision to remedy the reasons for refusal or postponement specified in the decision, if they are related to the arrangement of documents in accordance with the provisions of the Republic of Latvia legislation, errors, scribal errors, non-compliance with the rules for drafting documents and does not change the nature of the decision made at the shareholders' meeting.

2.2.4. This Decision on the new composition of the Council and the beginning of the powers of the elected Council is effective from the date of adoption of this decision of the shareholders' meeting.

**In the event that item 1 of the agenda was not approved at the shareholders' meeting on 27.09.2024:**

**2.1. Approve with the Board and Council the proposed Statute in a new version, in accordance with the proposed draft of the Statute (2).**

2.1.1. To instruct the Board of the Company to submit the Statute in a new version to the commercial register authority and to fill out and submit an application indicating the name, registration number and legal address of the central securities depository where the shares are registered. In the event that the commercial register authority of the Register of Companies of the Republic of Latvia adopts a decision on refusal to make an entry or postponing the entry, setting a deadline for remedying the deficiencies, authorize the Company Council and the Management Board with their decision to remedy the reasons for the refusal or postponement specified in the decision, if they are related to the arrangement of the regulations of the documents in accordance with the Republic of Latvia legislation, errors, scribal errors, non-compliance with the rules for drafting documents and does not change the nature of the decision made at the shareholders' meeting.

### **3. Termination or suspension of the Audit Committee.**

#### Resolutions:

The Extraordinary Shareholders' Meeting of Ditton Pievadķēžu rūpnīca AS (13.09.2024), taking into account that the shares of Ditton Pievadķēžu rūpnīca AS were excluded (DPK1R, ISIN code: LV0000100212) from the Baltic Second List as of 30.09.2023, in accordance with the decision of Nasdaq Riga AS adopted on 11 September 2023, has decided:

In the event that agenda item 1.1 is approved at the General Meeting of Shareholders on 27.09.2024:

1. the Audit Committee shall cease to function as of the date of adoption of the resolution at the Shareholders' Meeting on 13.09.2023. The Rules of Procedure of the Audit Committee shall accordingly lapse.

Or

In the event that agenda item 1. was not approved at the General Meeting on 27.09.2024:

1. to determine that the Audit Committee shall be suspended until the shares of JSC "Ditton Pievadķēžu rūpnīca" (DPK1R, ISIN code: LV0000100212) are relisted on the Baltic Second List.

### **4. Approval and settlement of the Company's internal documents.**

#### Resolutions:

The Extraordinary Shareholders' Meeting of JSC "Ditton pievadķēžu rūpnīca" (27.09.2024), taking into account the fact that the shares of JSC "Ditton pievadķēžu rūpnīca" were excluded (DPK1R, ISIN code: LV0000100212) from the Baltic Second List as of 30.09.2024, amendments to the Commercial Code of the Republic of Latvia in 2023, has decided to:

In the event that agenda item 1.1 is approved at the General Meeting of Shareholders on 27.09.2024:

1. to approve the new wording of the Rules of Procedure of the Supervisory Board in accordance with the draft Rules of Procedure of the Supervisory Board proposed by the Supervisory Board and the Management Board.

2. to approve the new version of the "Rules of Procedure for the Convocation and Conduct of Shareholders' Meetings" in accordance with the draft "Rules of Procedure for the Convocation and Conduct of Shareholders' Meetings" proposed by the Supervisory Board and the Executive Board.

Or

In the event that agenda item 1. was not approved at the General Meeting on 27.09.2024:

1. to determine that the "Rules of Procedure of the Supervisory Board" in the part that applies to the Company as the issuer, in accordance with the provisions of the Financial Instruments Market Law, shall be suspended until the shares of JSC "Ditton pievadķēžu rūpnīca" (DPK1R, ISIN code: LV0000100212) are relisted on the Baltic Second List.

2. to determine that the "Rules of Procedure for Convening and Conducting Shareholders' Meetings" in the new wording, in the part which applies to the Company as the issuer, in accordance with the provisions of the Financial Instruments Market Law, suspends its operation until the shares of JSC "Ditton pievadķēžu rūpnīca" (DPK1R, ISIN code: LV0000100212) are relisted on the Baltic Second List.

5. Other questions (added at the shareholder's request from 13.09.2024)

5.1. The economic situation of JSC "Ditton Drive Chain Factory" and the future prospects of JSC "Ditton pievadķēžu rūpnīca".

#### Resolutions:

5.1.1. Based on the information and explanations provided by the Board, as well as taking into account the information provided and the opinion expressed by the Council of the Company, decided:

or

allow the Company's Board to dispose of the Company's assets, diverting the revenues obtained within it to pay off the Company's liabilities, and, based on its results and execution, to determine possible procedures and projects for the continuation of the Company's activities and, in accordance with the Insolvency Law of

the Republic of Latvia, to initiate the supply chain of JSC "Ditton pievadķēžu rūpnīca" in the court of the Republic of Latvia factory" process of legal protection, with the right to submit an application to the court within six months, from the date of this meeting, independently assessing the required date of submission (variant 1);

or

5.1.1. allow the Company's Board to dispose of the Company's assets, diverting the revenues obtained within it to pay off the Company's liabilities, and, based on its results and execution, to determine possible procedures and projects for the continuation of the Company's activities and, in accordance with the Insolvency Law of the Republic of Latvia, to initiate in the court of the Republic of Latvia JSC "Ditton pievadķēžu rūpnīca" insolvency proceedings, with the right to submit an application to the court within two months from the date of this meeting, independently assessing the required date of submission (option 2).

Management Board of the JSC Ditton pievadķēžu rūpnīca