

APPROVED

by resolution of the Management Board of JSC Ditton pievadķēžu rūpnīca
on 11.01.2017 (Protocol No.01/2017)

by resolution of the Council of JSC Ditton pievadķēžu rūpnīca
on 25.01.2017 (Protocol No.200)

Draft decisions on the issues of the agenda of the extraordinary meeting of shareholders of JSC Ditton pievadķēžu rūpnīca on 15.02.2017

1. On participation of the Company in actions of Latgale Special Economic Zone

Resolved:

The extraordinary shareholder`s meeting, having reviewed the notice of the Management Board, the Law on the Latgale Special Economic Zone (LSEZ), the Regulation on granting the status of the capital company of Latgale Special Economic Zone, decided:

- 1.1. To accept the proposal of the Management Board on Company`s participation in actions of Latgale Special Economic Zone.
- 1.2. To assign Management Board to execute all the necessary procedures in order to obtain the status of the capital company of the Latgale Special Economic Zone.
- 1.3. In case Company`s proposal is accepted and the Company is granted the status of the capital company of the Latgale Special Economic Zone:
 - 1.3.1. To approve the change of the Company name to Joint Stock Company of the Latgale Special Economic Zone Ditton pievadķēžu rūpnīca (LSEZ A/S „Ditton pievadķēžu rūpnīca”).
 - 1.3.2. To approve the corresponding change of the Company name in the Articles of Association of the Company (and namely in the section 1 “Enterprise name”, point 1.1 “Firm name of the enterprise”: Joint Stock Company of the Latgale Special Economic Zone Ditton pievadķēžu rūpnīca).
 - 1.3.3. To entitle the Management Board and the Council to proceed all the necessary amendments to Company name in the Articles of Association and in registration documents, as well as in the relevant management documents, by the Enterprise Register of the Republic of Latvia due to procedures and duties set by the Law, by State Revenue Service of the Republic of Latvia, by state, municipality and other administrative authorities, incl. registers and statistical systems.
 - 1.3.4. To execute all the necessary procedures and formalities by the state and municipality authorities mentioned above after expiration of the status of the capital company of the Latgale Special Economic Zone awarded to the Company, incl. amendments to the Articles of Association, registration and corresponding management documents.
- 1.4. To entitle the Management Board to sign all the necessary agreements/contracts, which regulate the participation of the company in actions of Latgale Special Economic Zone, as well as to terminate this participation, if such participation does not comply with the interests of the Company.

1.5. Under the Regulation (EU) No. 596/2014 of the European Parliament and of the Council and under the Financial instruments Market Law of the Republic of Latvia, to disclose to the public a special notification on granting to the company the status of the capital company of the Latgale Special Economic Zone and on conclusion of the agreement/contract on participation of the Company in actions of the Latgale Special Economic Zone.

2. On election of the Council of the Company

Resolved:

Pursuant to sections 296, 297 and 300 of the Commercial Law of the Republic of Latvia, sections 6.2.11 and 6.3 of the Articles of Association of the Company, Resolutions of the ordinary shareholders` meeting dated 28.05.2012 (Protocol No.1), the extraordinary shareholder`s meeting decided:

- 2.1. To accept a resignation of the Council members of the Company in view of expiry of their term of office.
- 2.2. Under the section 296 of the Commercial Law of the Republic of Latvia and of the Articles of Association of the Company, to elect the Council of the Company for the next 5 years in the following composition: _____,
_____, _____,
_____, _____.
- 2.3. To appoint the newly elected Council to elect from its composition the Chairman of the Council and Deputy Chairman of the Council until 22.02.2017.
- 2.4. To define the remuneration of the Council members in accordance with the Remuneration policy of the Council and Management Board members.
- 2.5. To assign the Management Board of the Company to submit the application to the Commercial Register of the Enterprise Register of the Republic of Latvia for registration of changes of the Council composition and term of office.
- 2.6. The Resolution on expiry of the term of office of the previous Council members and on start of the term of office of the re-elected and/or elected Council step into force starting on the date this Resolution of the shareholders` meeting is made.

Chairman of the Management Board

R. Zarāns

Member of the Management Board

N. Redzoba