

APPROVED
by the resolution of the Management Board of JSC "Ditton pievadkēžu rūpnīca"
dated 12.09.2014 (Protocol No.12/2014)

by the resolution of the Council of JSC "Ditton pievadkēžu rūpnīca"
dated 19.09.2014 (Protocol No.180)

DRAFT

**Resolutions on issues of the agenda
for the regular meeting of shareholders
of JSC "Ditton pievadkēžu rūpnīca" dated 20.10.2014**

1. Election of the sworn auditor of the Company.

Resolution:

The extraordinary meeting of the shareholders of JSC "Ditton pievadkēžu rūpnīca" (20.10.2014), on the basis of the Commercial Law, Clauses 176, 268, Financial Instruments Market Law, Clause 56, Annual Accounts Law, Clauses 62, 66, Law on Sworn Auditors, Clause 29, Articles of the Company, Clauses 6.2.11., 8.2 and 8.3, and decisions of the regular meeting of the shareholders dated 30.05.2014 (protocol No.1) and of the postponed regular meeting of the shareholders dated 30.07.2014 (protocol No.2), decided to:

1. Elect the company of certified auditors (unified reg.No. _____, legal address: _____, licence No. _____) as a sworn auditor of the Company;

2. Charge the Management Board of the Company to conclude a written contract with the elected auditor about the auditing of annual accounts for each current year, stating the remuneration for the auditor at the offered value of the audit services;

3. State that the current decision comes into effect on the day of its adoption and shall be valid until it is cancelled / the auditor is recalled by the decision of the Company's meeting of the shareholders.

2. Denomination of the shares and fixed capital and amendments to the Articles of the Company.

Resolution:

The extraordinary meeting of the shareholders of JSC "Ditton pievadkēžu rūpnīca" (20.10.2014), taking into account Law on Procedure of Euro Introduction and amendments to the Commercial Law and in other legal acts, and having considered proposals of the Management Board and the Council as well, decided to:

1.1. To approve regulations for the denomination of the shares and fixed capital of the JSC "Ditton pievadkēžu rūpnīca" in accordance with the attached project, setting that after the denomination

- the fixed capital of the Company is 10 360 000,00 EUR

- the nominal value of one share is 1.40 EUR

- the total number of the shares is 7 400 000 shares.

1.2. Set the denomination date on the 15th (fifteenth) day from the date of adoption of the decision by the Commercial Register of the Register of Enterprises on registration of the amendments to the Company's Articles and entry about changes in the fixed capital of the Company;

1.3. The residual value as the result of the denomination in the amount of EUR 169 251,39 credit to the Company's reserves.

1.4. In accordance with the Financial Instruments Market Law, Clause 1 Part 1 Item 33 and Clause 54.¹ Part 11:

(a) to pass the tasks of the revision committee to the Council of the Company;

(b) to terminate the powers of revision committee and exclude provisions on the revision committee from the Articles of the Company;

1.5. Approve proper amendments to the Articles of the Company proposed by the Management Board in accordance with the attached draft amendments;

1.6. Approve the Articles of the Company in a new wording with accepted amendments (enclosed);

1.7. To charge the Management Board with notifying the Register of Enterprises of Republic of Latvia about the amendments to the Articles. Should the Commercial Register Office of Republic of Latvia take a decision on refusal or postponing of registration, indicating the term for rectification of deficiencies, to charge the Council and the Management Board of the Company to eliminate by its resolution the reasons of the refusal or postponing, if they are connected with the adjustment of the documents according to legal regulations of Republic of Latvia, with the elimination of errors, misprints, non-compliance with the formalities of documents' execution and do not change the essence of the decision taken at the shareholders' meeting.

Chairman of the Management Board

R.Zarans

Member of the Management Board

N.Redzoba