

APPROVED  
by resolution of the Management Board of JSC "Ditton pievadkēžu rūpnīca"  
dated 24.04.2012 (Protocol No.03/2012)

by resolution of the Council of JSC "Ditton pievadkēžu rūpnīca"  
dated 10.05.2012 (Protocol No.157)

**DRAFT**

**Resolutions on issues of the agenda  
of regular meeting of shareholders  
of JSC "Ditton pievadkēžu rūpnīca" dated 28.05.2012**

**1. Approval of the annual report for 2011.**

Resolution:

*The regular general meeting of shareholders of JSC "Ditton pievadkēžu rūpnīca" (28.05.2012), having considered and taken note of the annual report of the Company for year 2011, Council and Management Reports on the results in 2011, Report on Corporate Governance by the Management Board, the Auditor's SIA „Deloitte Audits Latvia” Report, Report of the Revision Committee, as well as existing legal and financial documentation on the Company's economic activity in 2011 and the Management Board's report to the regular meeting of shareholders (28.05.2012), decided to:*

*1.1. Approve the annual report of JSC "Ditton pievadkēžu rūpnīca" for year 2011 together with its appendixes, reports and documentation related to the annual report;*

*1.2. Recognize activities of the Council and the Management Board in 2011 as corresponding to Declaration objectives and mission of the activity and development of JSC "Ditton pievadkēžu rūpnīca" and evaluation of these processes.*

**2. Profit distribution of year 2011.**

Resolution:

*To use net profit of JSC „Ditton pievadkēžu rūpnīca” of year 2011 in the amount 121 417 Ls in the following way:*

*2.1. To aim the part of the net profit in the amount of 11 100 Ls or 9,14%, which is 0,0015 Ls for one share, at payment of dividends, setting dividend record date on 20.06.2012 and dividend payment day on 25.06.2012.*

*The payment of dividends to the shareholders of the company shall be effected in compliance with the Latvian Central Depository rules.*

*2.2. To leave the sum in the amount of 110 317 Ls or 90,86% of net profit unshared and to direct it on development of the company.*

### **3. Election (re-election) of the Council of the Company.**

Resolution:

*The regular meeting of shareholders takes notice of expiration of an office term of the Company's Council in 2012 in accordance with Clause 296 of the Commercial Law and Company's Articles, and in this connection it decided to:*

*3.1. accept resignation of the Council members due to expiration of their office term;*

*3.2. re-elect the Council of the Company in the following composition: Inga Goldberga, Boriss Matvejevs, Anželina Titkova, Timo Sas, Georgijs Sorokins with the office term of 5 years in accordance with Clause 296 of the Commercial Law and Articles of the Company;*

*or*

*3.2. elect the Council of the Company in the following composition: \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ with the office term of 5 years in accordance with Clause 296 of the Commercial Law and Articles of the Company;*

*\* Note: on the day of publishing of draft resolution the Company has not received proposals from the shareholders on candidates of the Council members according to the Clause 296 part 4 of the Commercial Law.*

*3.3. To state that the newly elected Council has to elect from its composition the Chairman of Council and Deputy Chairman (Chairmen) of Council till 31.05.2012.*

*3.4. To state the remuneration to the members of the Council in accordance with Remuneration policy of the Council and Management Board members.*

*\* Note: In accordance with Clause 300 of the Commercial Law of Latvia the shareholders' meeting is entitled to state another remuneration amount to the Council members.*

*3.5. To charge the Management Board of the Company to submit the application to the Commercial Register of the Register of Enterprises of Republic of Latvia for registration of changes.*

*3.6. Decision about expiration of the office term of previous Council composition and begin of office-term of re-elected (or elected) Council is valid from the date of this shareholders' decision (from 28 May 2012).*

### **4. Election (re-election) of the revision committee of the Company.**

Resolution:

*2.1. To elect the revision committee of the company in the following composition: \_\_\_\_\_ and \_\_\_\_\_.*

*To state the following remuneration to the revision committee: \_\_\_\_\_ Ls per annum, particularly to the chairman of committee - \_\_\_\_\_ Ls, member of committee - \_\_\_\_\_ Ls.*

***Remuneration shall be paid after presenting statement of the revision committee to the annual general meeting of shareholders.***

*\* Note: on the day of publishing of draft resolution the Company has not received proposals from the shareholders on candidates of the revision committee.*

**5. Announcement of the Council on the exchange of information with the Financial and Capital Market Commission**

Resolution:

***Take notice of the Councils' statement on the exchange of information with the Financial and Capital Market Commission.***

Chairman of the Management Board

P.Dorofejevs

Member of the Management Board

N.Redzoba

Member of the Management Board

J.Sokolovskis