



GĀZES APGĀDES SISTĒMAS OPERATORS

Translation from Latvian language

Joint Stock Company „GasO” Foundation Decision

Riga

November 22, 2017

The Joint Stock Company „Latvijas Gāze”, unified registration No. 40003000642, legal address: 20 Vagonu Street, Riga, LV-1009, hereinafter – **the Founder**, with Chairman of the Board Aigars Kalvītis, personal identity number xxxxxx-xxxxxx, residence address: xxxxxxxx, acting on its behalf under the Articles of Association and the resolution of the Shareholders’ meeting dated August 15, 2017, hereby decides to establish a joint stock company, hereinafter – **the Company**:

1. Name

- 1.1. The Company name is the Joint Stock Company „GasO”.

2. Fixed capital

2.1. The fixed capital of the Company is 39,900,000 (thirty nine million nine hundred thousand) EUR. The fixed capital of the Company consists of 39,900,000 (thirty nine million nine hundred thousand) shares. The nominal value of one share is 1 (one) EUR. All shares are of the same category with equal rights to vote at a shareholders’ meeting, to dividend, and to liquidation quota.

3. Procedure of payment of fixed capital

3.1. The fixed capital of the Company is formed in the process of reorganisation of the Joint Stock Company „Latvijas Gāze” by spinning off the assets of the divided company (the Founder).

4. Number of shares due to the Founder

- 4.1. The Founder owns all shares of the Company.

5. Costs of foundation

5.1. The foundation of the Company takes place within the reorganisation of the Joint Stock Company „Latvijas Gāze” required under the Energy Law. Hence, all reasonable costs for an effective accomplishment of this objective are permissible.

6. Management Board

6.1. The members of the Management Board of the Company are:

- 1) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____ (Chairman of the Board);
- 2) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____ (Vice-Chairman of the Board);
- 3) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 4) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 5) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____.

7. Council

7.1. The members of the Council of the Company are:

- 1) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____ (Chairman of the Council);
- 2) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____ (Vice-Chairman of the Council);
- 3) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 4) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 5) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 6) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 7) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 8) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 9) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 10) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____;
- 11) *Name Surname*, personal identity number (if none — date of birth, identity document number and issue date, country and issuing authority) _____, residing at _____.

7.2. The monthly remuneration of the Chairman of the Council of the Company is ____ (____) EUR, the monthly remuneration of a Vice-Chairman of the Council is ____ (____) EUR, the monthly remuneration of a Member of the Council is ____ (____) EUR.

8. Auditor

8.1. The auditor of the Company is “PricewaterhouseCoopers” LLC. The auditor’s remuneration for the audit of the annual accounts, report, accounting and financial-economic performance of 2017 is 15,000 EUR (fifteen thousand euros), excluding value added tax.

9. Other matters

9.1. The elected Council members shall hold the first Council meeting on November 22, 2017 where:

- 1) the Regulations of the Council shall be approved;
- 2) the Secretary of the Council shall be elected and his/her monthly remuneration shall be set;
- 3) the Regulations of the Board shall be accepted;
- 4) the monthly remuneration of the Chairman of the Board and the Members of the Board shall be set.

Joint Stock Company „Latvijas Gāze”
Chairman of the Board

Aigars Kalvītis