

Joint Stock Company “Latvijas Gāze”

Registration No.40003000642, legal address: 20 Vagonu Street, Riga, LV-1009

Extraordinary Shareholders’ Meeting Resolution on Reorganisation

Riga

September 2, 2016

No. _____

On the reorganisation of the Joint Stock Company “Latvijas Gāze”

Whereas:

- under the Energy Law amendments of February 11, 2016, the Joint Stock Company “Latvijas Gāze” (hereinafter – Latvijas Gāze) is to be reorganised by spinning off two business areas of natural gas supply, i.e., transmission (transportation) and storage (the Inčukalns Underground Gas Storage Facility), and transferring them to a newly established independent company;
- on March 22, 2016 the extraordinary Shareholders’ meeting of Latvijas Gāze resolved that the reorganisation shall take place by way of spin-off, setting up a sister company, with all shareholders of Latvijas Gāze eligible to become shareholders thereof, as per Section 336 Paragraphs four and five and Section 355 Paragraph four of the Commercial Law;
- the extraordinary Shareholders’ meeting of March 22, 2016 tasked the Board of Latvijas Gāze with taking the actions necessary for the implementation of the process of reorganisation of Latvijas Gāze, including the drafting of the relevant documents;
- the Board of Latvijas Gāze prepared and, at the Board meeting of May 24, 2016, favoured the draft Spin-off Decision and the draft Asset Distribution Deed;
- at the meeting of July 1, 2016 the Council of Latvijas Gāze accepted the draft Spin-off Decision and the draft Asset Distribution Deed and advanced them for review to the Shareholders’ meeting;
- the certified auditor LLC “Grant Thornton Baltic”, elected at the extraordinary Shareholders’ meeting of March 22, 2016, has submitted the opinions on the draft Spin-off Decision and on the sufficiency of the to-be-transferred assets for the establishment of the new capital company, as required under Section 341 and 377 of the Commercial Law;
- on July 11, 2016 a draft resolution on the spin-off of Latvijas Gāze and the number of the commercial register file, which the draft resolution is stored under, was announced in the official gazette “Latvijas Vēstnesis” (No.131 (5703)),

the Shareholders’ meeting resolved:

1. To reorganise Latvijas Gāze by transferring part of its assets via spin-off to a to-be-established acquiring joint stock company “Conexus Baltic Grid” (Section 336 Paragraph four of the Commercial Law).
2. To approve the Spin-off Decision (appendix No.1) and the Asset Distribution Deed (appendix No.2) favoured at the Board meeting of Latvijas Gāze held on May 24, 2016 and accepted at the Council meeting held on July 1, 2016.
3. To task the Board of Latvijas Gāze with signing the Spin-off Decision and the Asset Distribution Deed and with taking all actions necessary under the Commercial Law for the implementation of the reorganisation process in compliance with the decisions made.