

Approved at the meeting of the Board of the Joint Stock Company "Latvijas Gāze"  
on March 4, 2016 (minutes No.10 (2016))

**DRAFT RESOLUTIONS**  
**of the Extraordinary Meeting of Shareholders**  
**of the Joint Stock Company "Latvijas Gāze"**  
**to be held on March 22, 2016**  
**(having regard of the shareholders' proposals as to the candidates of Council members)**

**1. Election of the Council of the Company.**

- 1) Taking into account submissions by the members of the Council Matthias Kohlenbach, Uwe Fip and Damian Bunyan regarding resignation from their office as Council members and in compliance with Part 9 of Section 296 of the Commercial Law, to release Kirill Seleznev, Elena Karpel, Nikolay Dubik, Elena Mikhaylova, Juris Savickis, Vlada Rusakova, Joerg Tumat and Oliver Giese from the positions of Council members.
- 2) To elect:
  1. Kirill Seleznev,
  2. Elena Karpel,
  3. Nikolay Dubik,
  4. Elena Mikhaylova,
  5. Juris Savickis,
  6. Oleg Ivanov,
  7. Oliver Giese,
  8. Joerg Tumat,
  9. Hans-Peter Floren,
  10. Nicolas Merigo,
  11. Guillaume Rivron.

as the members of the Council of the Joint Stock Company "Latvijas Gāze" for a period of three years, setting March 22, 2016 as the starting date of the term of office of the Council.

**2. Setting of remuneration for the Council members.**

- 1) To set the monthly remuneration for the Chairman of the Council, the Vice-Chairman of the Council and the members of the Council for their duties at the Council of the Joint Stock Company "Latvijas Gāze" at the previous level.
- 2) To set the following remuneration for the duties at the Council in 2015 and 2016 for Matthias Kohlenbach, Uwe Fip and Damian Bunyan due to their resignation from the positions of Council members and for Vlada Rusakova due to fact that she is not repeatedly nominated for re-election at the Council:
  - Matthias Kohlenbach – 5+1 monthly remunerations;
  - Uwe Fip - 5+1 monthly remunerations;
  - Damian Bunyan – 2,5+1 monthly remunerations;
  - Vlada Rusakova - 5+1 monthly remunerations.

- 3) To set the following additional remuneration for the duties at the Council in 2015 and 2016 for Matthias Kohlenbach, Uwe Fip, Damian Bunyan and Vlada Rusakova considering their substantial personal contribution into the development of the Joint Stock Company "Latvijas Gāze":

Matthias Kohlenbach – 2 monthly remunerations;

Uwe Fip - 4 monthly remunerations;

Damian Bunyan – 0,5 monthly remunerations;

Vlada Rusakova - 5 monthly remunerations.

### **3. On the preparation of the JSC „Latvijas Gāze” reorganisation process.**

- 1) To take into consideration the report of the Board the Joint Stock Company "Latvijas Gāze" on the pace of the splitting process.
- 2) To approve the "sister" model as splitting model of the Joint Stock Company "Latvijas Gāze".
- 3) To approve the commencement of splitting of the Joint Stock Company "Latvijas Gāze", by spinning off the property as provided in the First Part of the Clause 111 of the Energy industry law in the way of reorganisation as envisaged in the Commercial law, determining that:
  - a. acquiring company to be established is joint stock company;
  - b. all the existing shareholders of joint stock company "Latvijas Gāze" may become shareholders of acquiring company to be established as envisaged in the Commercial law;
- 4) To approve sworn auditor "Grant Thornton Baltic" Ltd. (commercial company licence No. 155) for the audit of the splitting decision of the Joint Stock Company "Latvijas Gāze" and actions related to it as envisaged in the Commercial law, determining the remuneration up to 55 thousand EUR, excluding VAT.
- 5) To assign the Board of the Joint Stock Company "Latvijas Gāze" to carry out the necessary actions and prepare the draft documents in order to take the decision of splitting of the Joint Stock Company "Latvijas Gāze".

Riga, March 4, 2016

The Joint Stock Company "Latvijas Gāze"  
Chairman of the Management Board

A. Kalvītis