

**Akciju sabiedrība “LATVIJAS TILTI” DRAFT RESOLUTION of the Extraordinary Meeting of Shareholders to be held on 10 September 2015:**

**1. FIRST item on the Agenda - Election of the Company’s audit committee and its remuneration determination:**

*Draft resolution:*

*“Pursuant to Section 54<sup>1</sup> Paragraph eleven of the Financial Instrument Market Law, to assign the Audit Committee to fulfil the tasks of the akciju sabiedrību “LATVIJAS TILTI” Council, not determining additional remuneration for fulfilling duties of the Audit Committee.”*

**2. SECOND item on the Agenda - Denomination of the nominal value of company’s shares from lats to euros and acceptance of the respective amendments to the Articles of Association of the company:**

*Draft resolution:*

*“1. To perform denomination of 671 000 (six hundred seventy-one thousand) shares of akciju sabiedrība “LATVIJAS TILTI”, with the nominal value of each share being 1.00 LVL (one lat), from lats to euros, determining that the shareholders’ equity after the denomination is divided into 671 000 (six hundred seventy-one thousand) shares, with the nominal value of each share being 1.40 EUR (one euro and forty euro cents) and the total value of the shareholders’ equity being 939 400.00 EUR (nine hundred thirty-nine thousand four hundred euro).*

*2. To include the positive difference of 15 346.98 EUR (fifteen thousand three hundred and forty-six euro and ninety eight euro cents), which appears as a result of the denomination of shares of akciju sabiedrība “LATVIJAS TILTI” from lats to euros, into the company reserves.*

*3. To determine that the denomination of shares of akciju sabiedrība “LATVIJAS TILTI” will be performed on the fifteenth calendar day following the registration of the new Articles of Association of akciju sabiedrība “LATVIJAS TILTI” in the Register of Enterprises of the Republic of Latvia.*

*4. To introduce the following amendments to the Articles of Association of akciju sabiedrība “LATVIJAS TILTI”:*

*4.1. To reword Article 3.1 of the Articles of Association as follows:*

*“3.1. The shareholders’ equity of the company is 939 400.00 EUR (nine hundred thirty-nine thousand four hundred euro). The shareholders’ equity consists of 671 000 shares. The nominal value of one share is 1.40 EUR (one euro and forty euro cents).”*

*4.2 To reword Article 3.4 of the Articles of Association as follows:*

*“3.4. 668 987 (six hundred sixty-eight thousand nine hundred and eighty-seven) shares, with the nominal value of 1.40 EUR (one euro and forty euro cents), each being a bearer share with voting rights. They entitle for receipt of dividends, receipt of the liquidation quotas and voting rights at the meetings of shareholders.”*

*4.3. To reword Article 3.5 of the Articles of Association as follows:*

*“3.5. 2 013 (two thousand thirteen) shares, with the nominal value of 1.40 EUR (one euro and forty euro cents), each being a registered share, with regard to which the following is applied:*

*3.5.1 Registered Shares can be obtained only by the Company employees and Members of the Board, or by the Company itself, by observing the restrictions stipulated by the Articles of Association and laws and regulations.*

*3.5.2. Holders of the Registered Shares have no voting rights at the meetings of shareholders and they are not entitled to receive the liquidation quotas.*

*3.5.3. To keep records of Registered Shares of the Company, the Company's Board keeps the Company Register of Registered Shares. Holders of the Registered Shares are acknowledged to be the ones who are listed in the Company's Register of Registered Shares.*

*3.5.4. The Company issues Registered Shares owned by the Company to the Company Board for free. Transactions with issuing of the Company's Registered Shares are accepted by the Company's Council. No amendments are introduced to the Company Register of Registered Shares until approval of the registered shares at the Company's Council meeting.*

*3.5.5. Holders of the Registered Shares may not alienate their Registered Shares (except for the cases when they are alienated by the company) to anyone else, except for the Company.*

*3.5.6. When the Company employee or Member of the Board, who is a holder of the Registered Shares, leaves the company (their position), the Company's Registered Shares are transferred to the possession of the Company with no remuneration, for which the corresponding entry is made in the Company Register of Registered Shares with no approval of the Registered Shares' holder."*

The Chairman of the Board of  
Akciju sabiedrība "LATVIJAS TILTI"

Genadijs KAMKALOVŠ