

**Akciju sabiedrības "Latvijas Krājbanka" (Joint Stock Company)  
ordinary shareholders` meeting decision projects**

Rīga, 15 Jāņa Daliņa Street

March 23<sup>rd</sup> 2009

**About approval of the AS "Latvijas Krājbanka" annual report for 2008**

The shareholders` meeting decides:

1. To approve the AS "Latvijas Krājbanka" Management report on the operational results of 2008, as attached in appendix.
2. To approve the AS "Latvijas Krājbanka" Council report on its work in 2008.
3. To approve the AS "Latvijas Krājbanka" consolidated annual report for the year 2008, as attached in appendix.

**About the AS "Latvijas Krājbanka" profit disposition**

The shareholders` meeting decides:

1. To determine the disposition of the audited profit of the AS "Latvijas Krājbanka" for the year 2008 in the amount of LVL 3 008 033.29, - (three million eight thousand thirty-three lats 29 santims) as follows:
  - 1.1. in accordance with the Clause 8.5.1 of the AS "Latvijas Krājbanka" Issue prospectus (approved by the AS "Latvijas Krājbanka" Board on October 31<sup>st</sup> 2006, minutes no. 77, the 5<sup>th</sup> item of the agenda) and with the Articles of Associations of AS "Latvijas Krājbanka", dividends for the "A" category preference shares shall be paid to the shareholders in the total amount of LVL 691,84 (0,023% from the audited profit) or LVL 0,244121 per one preference share;
  - 1.2. the residual amount of the AS "Latvijas Krājbanka" audited profit for the year 2008 shall be transferred to the undivided profit.
2. To pay out dividends pursuant to the Clause 1.1 of the present decision in accordance with the order stated in the Rule no. 8 of the JSC Latvian Central Depository "On payment of dividends, coupons, principal and other cash proceeds", to determine April 7<sup>th</sup> 2009 to be the date of calculation of dividends, and April 15<sup>th</sup> 2009 to be the date of dividend payout.

## Election of the sworn auditor

The shareholders` meeting decides:

1. To elect the limited liability company "ERNST & YOUNG BALTIC", registration no. 40003593454, to be the sworn auditor of the AS "Latvijas Krājbanka" for the year 2009.
2. To determine the remuneration of "ERNST & YOUNG BALTIC" Ltd in the amount, which does not exceed LVL 75 000,- (seventy-five thousand lats), including VAT.

## About the AS "Latvijas Krājbanka" Council Remuneration Policy

The shareholders` meeting decides:

To approve the Remuneration Policy of the Council Members of the Joint-Stock Company "Latvijas Krājbanka", as attached in appendix.

APPROVED BY  
Regular Shareholders' Meeting of  
the Joint-Stock Company Latvijas Krājbanka  
23 March 2009  
(protocol No. \_\_\_\_, agenda item No \_\_\_\_)

## Remuneration Policy of the Council Members of the Joint-Stock Company "Latvijas Krājbanka"

1. Terms used:
  - 1.1. **Bank** - the Joint-Stock Company Latvijas Krājbanka.
  - 1.2. **Meeting** - the regular or extraordinary meeting of the Bank's shareholders.
  - 1.3. **Council** - the supervisory body of the Bank elected by the Meeting, which represents the interests of the shareholders in periods between the meeting of the shareholders to the extent established by the Commercial Law of the Republic of Latvia and the Articles of Association of the Bank, performs supervision over the activity of the Board.
  - 1.4. **Policy** – the present Remuneration Policy of the Council Members of the Joint-Stock Company Latvijas Krājbanka.
  - 1.5. **Corporate Governance Principles** - the Corporate Governance Principles and Recommendations on their implementation approved by the JSC NASDAQ OMX Riga, which the Bank applies in its activities. The Corporate Governance Principles are publicly available on the homepage [www.nasdaqomxbaltic.com](http://www.nasdaqomxbaltic.com).

### 2. General Provisions

- 2.1. The Policy has been drafted in accordance with the Development Strategy of the Bank and the Corporate Governance Principles and defines the guiding principles for determining the remuneration for the Council members of the Bank, possible remuneration schemes and related substantial issues.

- 2.2. All the decisions of the Meeting related to issues of determining the remuneration of the Council members shall be adopted in accordance with the present Policy and in compliance with the regulatory enactments of the Republic of Latvia.

### **3. Determination of Remuneration for the Council members, Motivation**

- 3.1. The remuneration for the Council members shall be determined with regard to the remuneration trends on the labour market. The principle of proportionality, the qualification and contribution of the particular Council member to the development and achievement of the goals by the Bank shall be considered while determining the remuneration for the duties performed by the Council members.
- 3.2. The remuneration of the Council member is comprised of the fixed salary determined by the Meeting of the shareholders. The Meeting may also determine the remuneration for service in the Council supervisory committees.
- 3.3. For the purpose of motivation of the Council members in achieving the set goals, the Meeting can adopt a decision on determining a variable component of the remuneration of the Council members. The variable component of the remuneration shall mean any payments to the Council member which is not their fixed salary, such as the following: remuneration paid in accordance with financial results of the Bank (premiums), Bank's shares, options, participation in pension schemes etc.
- 3.4. In case a variable component is introduced into the remuneration scheme of the Council members, it shall be bound to the Bank's short-term and long-term goals as well as to the financial results of the Bank.
- 3.5. The Meeting shall consider the possible influence of issuing the new shares of the Bank on the price of the shares while deciding on the schemes of the variable component in the remuneration when the shares or options of the Bank are envisaged as the remuneration. Regarding the above the shareholders at the Meeting shall be provided with the necessary information.

### **4. Disclosure of Information**

- 4.1. The Policy shall be published as any other substantial information related to the activity of the Bank.
- 4.2. The Bank shall disclose the information on the amount of remuneration determined for the Council members in the order established by the regulatory enactments of the Republic of Latvia.

### **5. Assessment of the Performance**

- 5.1. The regular Meeting of the shareholders, while considering the report of the Council, shall perform the general assessment of the performance of the Council, as well as the competence and efficiency of each member of the Council.
- 5.2. The Meeting shall consider the performed assessment in deciding on the remuneration for the Council members.