

Approved at the meeting of the Board of the Joint Stock Company "Latvijas Gāze"
on June 7, 2010 (minutes No.20 (2010))

DRAFT RESOLUTIONS
of the Regular Meeting of Shareholders
of the Joint Stock Company "Latvijas Gāze"
held on July 2, 2010
(having regard of the shareholders' proposals
as to the candidates of Council members)

1. Reports of the Management Board, Council, Auditing Committee and Sworn Auditor.

To take a note of the reports of the Board, the Council and the Auditing Committee of the Joint Stock Company "Latvijas Gāze" and the opinion of the sworn auditor.

2. Approval of the Annual Accounts 2009.

To approve:

- 1) "Joint Stock Company "Latvijas Gāze" Annual accounts for the year ended 31 December 2009", prepared in accordance with the Annual Accounts Law of the Republic of Latvia;
- 2) "Joint Stock Company "Latvijas Gāze" Annual accounts for the year ended 31 December 2009" Prepared in accordance with the International Financial Reporting Standards"

prepared by the Board and reviewed by the Council of the Joint Stock Company "Latvijas Gāze".

3. Distribution of the profit of 2009.

- 1) To approve the net profit of 2009 of the Joint Stock Company "Latvijas Gāze" at the amount of LVL 19 966 697, incl. LVL 1 636 688 as the share of profit not available for distribution.
- 2) To use the share of profit available for distribution, LVL 18 330 009, as follows:
 - a. to pay LVL 15 960 000 or LVL 0.40 per one share to shareholders in dividends, setting July 16, 2010 as the date of calculation of dividends and July 23, 2010 as the date of payment of dividends;
 - b. to include LVL 2 370 009 in the funds (reserves) envisaged in the Articles of Association of the Joint Stock Company "Latvijas Gāze".

4. Election of an auditor for the audit of the Annual Reports 2010 and setting of remuneration for the auditor.

To elect the Commercial Company of Sworn Auditors "PricewaterhouseCoopers" LLC (licence No.5) as the auditor of the annual accounts, report, accounting and financial-economic activity of the Joint Stock Company "Latvijas Gāze" for the year 2010, setting remuneration according to the confidential tender received in the closed price survey.

5. Elections of the Council and setting of remuneration for the Council members.

- 1) Taking into account the submission by the Vice-chairman of the Council Achim Saul regarding resignation from his office as Council member in compliance with Part 9 of Section 296 of the Commercial Law, to release Kirill Seleznev, Yelena Karpel, Alexander Krasnenkov, Vlada Rusakova, Juris Savickis, Igor Nazarov, Uwe Fip, Joachim Hockertz, Mario Nullmeier, and Heinz Watzka from the positions of Council members.
- 2) To elect:
 1. Kirill Seleznev,
 2. Yelena Karpel,
 3. Alexander Krasnenkov,
 4. Vlada Rusakova,
 5. Juris Savickis,
 6. Igor Nazarov,
 7. Uwe Fip,
 8. Peter Frankenberg,
 9. Joachim Hockertz,
 10. Mario Nullmeier,
 11. Heinz Watzka

as the members of the Council of the Joint Stock Company “Latvijas Gāze” for a period of three years, setting July 02, 2010 as the starting date of the term of office of the Council.

- 3) To set for the Council members a monthly remuneration for their duties at the Council of the Joint Stock Company “Latvijas Gāze” at the previous amount.
- 4) To pay a single additional payment for the performance in the year 2009 to the Chairman of the Council of the Joint Stock Company “Latvijas Gāze” at the amount of 5 (five) monthly remunerations, to each Vice-chairman of the Council at the amount of 4 (four) monthly remunerations and to each Council member at the amount of 3 (three) monthly remunerations.
- 5) Considering the notable personal contribution of the Vice-chairman of the Council the Joint Stock Company “Latvijas Gāze” Achim Saul to the improvement of operation of the Joint Stock Company “Latvijas Gāze” and due to resignation from his office as Council member – to pay a single additional payment at the amount of 2 (two) monthly remunerations to the Vice-chairman of the Council the Joint Stock Company “Latvijas Gāze” Achim Saul in addition to the payment for the performance in 2009.

Riga, June 7th, 2010

Chairman of the Board
Joint Stock Company “Latvijas Gāze”

A. Dāvis