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## **Draft resolutions of Annual General Meeting of shareholders of JSC „Saldus mežrūpniecība” to be held on July 21, 2014**

### Agenda:

1. Denomination of the share capital and par value of one share to euro of the JSC “Saldus mežrūpniecība”.
2. Conversion of registered shares into bearer shares.
3. Amendments to the Articles of Association.
4. Inclusion of the converted bearer shares in the regulated market.
5. Reports of Management Board, Supervisory Council and statement of Sworn auditor on results of activity for 2013, approval of Annual report and Consolidated Annual report for the year 2013.
6. Distribution of profit for the year 2013.
7. Confirmation of the plan of action and the budget for 2014.
8. Election of auditor for the audit and determination of the remuneration for auditor.

### **1. Denomination of the share capital and par value of one share to euro of the JSC “Saldus mežrūpniecība”.**

1.1. To carry out the denomination of the share capital and par value of one share of JSC „Saldus mežrūpniecība” from lats to euro. The share capital of the Company is EUR 541 990,40 (five hundred forty one thousand nine hundred ninety euro and forty cents) divided into 387 136 (three hundred eighty seven thousand one hundred thirty six) shares. The par value of one share is EUR 1,40 (one euro forty cents).

1.2. To transfer the remaining balance in amount of EUR 8 854,50 (eight thousand eight hundred fifty four euro and fifty cents) arising as a result of denomination of share capital from lats to euro to the reserves of JSC “Saldus mežrūpniecība”.

1.3. To fix that the denomination date is the 15th business day from the day of registration of corresponding amendments to the Articles of Association with the Commercial Register of the Enterprise Register of the Republic of Latvia.

### **2. Conversion of registered shares into bearer shares.**

2.1. To convert 278 636 dematerialised form registered shares of joint stock company “Saldus mežrūpniecība” with the nominal value of each share EUR 1,40 , which gives equal rights to receive dividends, receive liquidation quota and vote in a shareholders’ meeting, into 278 636 dematerialised bearer shares with the nominal value of each share EUR 1,40 , which gives equal rights to receive dividends, receive liquidation quota and vote in a shareholders’ meeting.

2.2. To authorize the Management Board of Joint stock company “Saldus mežrūpniecība” to take the necessary actions to register the converted 278 636 dematerialised bearer shares with JSC “Latvijas Centrālais depozitārijs” (Latvian Central Depository), by fixing the composition of owners of the bearer shares that were converted from registered shares by entries in the shareholders’ register as at the day of registration of corresponding amendments to the Articles of Association with the Commercial Register of the Enterprise Register of the Republic of Latvia.

2.3 Along with registration of the conversion-related amendments to the Articles of Association within the Commercial Register of the Enterprise Register of the Republic of Latvia, to invalidate the share register of Joint

stock company "Saldus mežrūpniecība" processed by the board of directors where the previous shares and the respective owners were registered.

### **3. Amendments to the Articles of Association.**

3.1. To approve amendments to the Articles of Association of Joint stock company „Saldus Mežrūpniecība”, according to the amendment project (in Annex No.1).

### **4. Inclusion of the converted bearer shares in the regulated market.**

4.1. To include in the Baltic Secondary List of joint stock company "NASDAQ OMX Riga" 278 636 bearer shares of Joint stock company "Saldus mežrūpniecība", which previously were not included in the regulated market.

4.2. To authorize the Management Board of Joint stock company "Saldus mežrūpniecība" to develop and approve a prospect, as well as other necessary documents for inclusion of the additional 278 363 bearer shares of Joint stock company "Saldus mežrūpniecība" in the Baltic Secondary List of joint stock company "NASDAQ OMX Riga".

4.3. To assign the Management Board of Joint stock company "Saldus mežrūpniecība" to take the necessary actions to include the additional 278 363 bearer shares of Joint stock company "Saldus mežrūpniecība" in the Baltic Secondary List of joint stock company "NASDAQ OMX Riga".

### **5. Reports of Management Board, Supervisory Council and statement of sworn auditor on results of activity for 2013, approval of Annual report and Consolidated Annual report for the year 2013.**

5.1. To approve the Reports of Management Board, Supervisory Council and statement of sworn auditor on results of activity for 2013.

5.2. To approve the Annual report and Consolidated Annual report for the year 2013.

### **6. Distribution of profit for the year 2013.**

6.1. To leave the profit for the year 2013 undistributed.

### **7. Confirmation of the plan of action and the budget for 2014.**

7.1. To confirm the plan of action and the budget for 2014.

### **8. Election of auditor for the audit and determination of the remuneration for auditor.**

8.1. To elect the auditor nominated by the shareholders meeting for 2014 financial year, to fix the remuneration for the auditor in amount set by the shareholders meeting decision.

The Management Board of Joint stock company "Saldus mežrūpniecība"

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