

**The Draft Decisions of The Extraordinary General Meeting of Shareholders called on
30 June, 2015**

1. Merger of the Company with City Service EU AS.

1.1. To merge the Company, that shall cease to exist after the merger without going into liquidation, with City Service EU AS (a joint-stock company established and operating under the laws of the Republic of Estonia, with its registered office at J. Kunderi st. 8a, Tallinn, Republic of Estonia, registry code 12827710, information about the company is kept and stored at the Commercial Register of Estonia), that shall take over all assets, rights and liabilities of the Company and shall continue the activities after the merger under the name City Service AS. The Company and City Service EU AS are being merged upon implementation of the cross-border merger as it is established in the Law No. X-1367 on Cross-Border Merger of Limited Liability Companies of the Republic of Lithuania, dated 13 December 2007 that implements the Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies.

2. Approval of the merger terms of the Company and City Service EU AS.

2.1. To approve the common draft terms of cross-border merger of the Company and City Service EU AS (hereinafter, the **Merger Terms**) that were approved by the decisions of the Boards of Directors on 19 May 2015.

3. Approval of the Articles of Association of City Service EU AS (name after the merger – City Service AS).

3.1. To approve the Articles of Association (annexed to the Merger Terms) of City Service EU AS, that shall continue its activities after the merger under the name City Service AS, including but not limited to:

- (a) new firm name – City Service AS;
- (b) amount of authorized capital – minimum authorized capital shall be equal to EUR 9,000,000 whereas the maximum authorized capital shall be equal to EUR 36,000,000. Under the laws of the Republic of Estonia, within the limits of the minimum and maximum authorized capital, the company's authorized capital can be increased or reduced without amending the Articles of Association;
- (c) par value of 1 (one) share – EUR 0.30;
- (d) number of Management Board members – 1 (one) member.

3.2. After the merger City Service EU AS governance structure and composition shall in essence remain the same as was established in the Company prior to the merger (save for certain mandatory Estonian law requirements):

- (a) General Meeting of Shareholders;
- (b) Supervisory Board that shall plan the activities of City Service EU AS, organize the management of the company and supervise the activities of the Management Board. It shall consist of 3 to 5 members elected by the General Meeting of Shareholders for the term of 4 years. To approve election of the Company's Management Board members Andrius Janukonis and Gintautas Jaugielavičius as well as Artūras Gudelis as the members of the Supervisory Board of City Service EU AS.
- (c) Management Board that shall be a sole governing body responsible for organization, management and supervision of day-to-day activities of City Service EU AS. It shall consist of 1 member elected by the Supervisory Board for a term of 4 years. To approve election of the Company's General Manager Jonas Janukėnas as the sole member of the Management Board of City Service EU AS.

4. Increase of the authorized capital of the Company.

Considering that:

- (a) Prior to the merger 100 percent of all the shares of City Service EU AS belong to the Company and such shares shall be annulled on the day of merger;
- (b) The merger is being performed seeking that on the day of merger each shareholder of the Company holds the same number of shares in City Service EU AS that it had held in the Company prior to the day of merger;
- (c) seeking to exchange all 31,610,000 ordinary registered shares of the Company of EUR 0.29 nominal value each to 31,610,000 shares of City Service EU AS of EUR 0.30 nominal value each that are newly issued upon the merger under the proportion 1:1, it is necessary to change the nominal value of 1 (one) ordinary registered share of the Company from EUR 0.29 into EUR 0.30, therefore:

4.1. To increase the authorized capital of the Company by EUR 316,100 from EUR 9,166,900 up to EUR 9,483,000. The authorized capital shall be increased from the own funds of the Company, i.e. from the share premium, by increasing the nominal value of already issued each ordinary registered share of the Company by EUR 0.01, i.e. from EUR 0.29 up to EUR 0.30. The new shares shall not be issued upon

increase of the authorized capital. After the increase the authorized capital of the Company shall be equal to EUR 9,483,000, it shall be divided into 31,610,000 ordinary registered shares with the nominal value of EUR 0.30 each.

4.2. Considering the adopted decision to increase the authorized capital of the Company, to consent to the new wording of the Articles of Association of the Company and to approve it (attached as Annex No. 1).

4.3. To authorize (with a right to delegate) the General Manager of the Company to make a notice to the Register of Legal Persons of the Republic of Lithuania about the decision to increase the authorized capital of the Company, sign the new wording of the Articles of Association of the Company following the procedure established by laws and to register it with the Register of Legal Persons of the Republic of Lithuania, perform any and all other actions and sign any and all other documents related to the increase of the authorized capital of the Company and amendment of the Articles of Association thereof.