

Proposed draft decisions of the General Meeting of Shareholders regarding conversion of City Service AS into the European Company (*Societas Europaea*):

1. Conversion of the Company into an SE.

- 1.1. To approve the conversion of City Service AS (the "Company") into a European Company, as it is provided in § 37 of the Council Regulation No. 2157/2001 on the Statute of a European Company (SE), where the Company, being a public limited-liability company, formed under the law of a Member State (Estonia), which has its registered office and head office within the European Community, registry number 12827710, registered address Narva mnt 5, 10117 Tallinn, Estonia, data collected and stored in the Commercial Register of the Republic of Estonia shall be transformed into a European public limited-liability company (*Societas Europaea* or SE). The conversion of the Company into an SE shall not result in the winding up of the Company or in the creation of a new legal person.
- 1.2. The new business name of the Company shall be City Service SE.
- 1.3. Seeking to duly implement the conversion as well as to ensure the rights and lawful interests of the shareholders, it is anticipated to apply to AB NASDAQ OMX Vilnius with a request to suspend the trading in shares of the Company 2 trading days until the day of application to the Estonian commercial register (*äriregister*) regarding registration of conversion. All the orders for acquisition or transfer of shares of the Company provided until the trading suspension day shall be executed following the procedure of the applicable legal acts. For the purpose of exchange of shares of the Company into the shares of City Service SE a list of shareholders shall be concluded at a close of the trading day preceding the day of application to the Estonian commercial register (*äriregister*) (hereinafter the "**Record Day of Shares**"). According to this list all the shareholders of the Company will become the shareholders of City Service SE, by exchanging on the effective day all 31,610,000 shares of the Company (ISIN: EE3100126368) to the newly issued shares of City Service SE of the nominal value of EUR 0.3 each under the proportion of 1:1, i.e. each shareholder of the Company will receive one share in City Service SE for each share in the Company owned by that shareholder as at the close of the Record Day of Shares.
- 1.4. After the conversion the shareholders of the Company will be given all rights arising from the law, the Statutes and the shares of the Company.
- 1.5. The conversion will not bring any negative consequences to the employees of the Company. Their terms of employment will not be changed by conversion.
- 1.6. The share capital of City Service SE shall be EUR 9,483,000, divided into 31,610,000 shares with the nominal value of EUR 0.3 each.
- 1.7. The conversion balance sheet date shall be 1 July, 2015.
- 1.8. The management of City Service SE shall not change and remain the same, i.e. the only member of the management board of City Service SE will be the same as is in the Company, i.e. Jonas Janukėnas, date of birth 19-07-1976, residing in Vilnius, Lithuania.
- 1.9. The members of the supervisory board of City Service SE will be the same as are in the Company, i.e.:
 - 1.9.1. Andrius Janukonis, date of birth 12-10-1971, residing in Vilnius, the Republic of Lithuania;
 - 1.9.2. Gintautas Jaugielavičius, date of birth 03-07-1971, residing in Vilnius, the Republic of Lithuania;
 - 1.9.3. Artūras Gudelis, date of birth 11-01-1977, residing in Vilnius, the Republic of Lithuania.
- 1.10. The financial year of City Service SE shall not change and shall begin on 1 January and end on 31 December.

2. Approval of the Plan of Conversion and Draft Terms of Conversion.

2.1. To approve the plan of conversion and draft terms of conversion approved by the Management Board of the Company on 13 August 2015.

3. Approval of the Statutes.

3.1. To approve the Statutes (annexed to the plan of conversion and draft terms of conversion) of City Service SE, including the new legal form – the European Company, and the new firm name – City Service SE.

3.2. To authorize (with a right to delegate) the Management Board of the Company to perform any and all actions and sign any and all documents related to the conversion of the Company into the European Company.