

APPROVED
by resolution of the Management Board of JSC "Ditton pievadķēžu rūpnīca"
dated 11.01.2017 (Protocol No.01/2017)

by resolution of the Council of JSC "Ditton pievadķēžu rūpnīca"
dated 25.01.2017 (Protocol No.200)

DRAFT

**Resolutions on issues of the agenda
of extraordinary meeting of shareholders
of JSC "Ditton pievadķēžu rūpnīca" dated 15.02.2017**

1. On participation of the Company in action of the special Latgale economic zone.

Resolution:

Having reviewed the notice of the Management Board, Law on special economic zone Latgale, Guide on award of status of the capital company of the special Latgale economic zone, the extraordinary meeting of shareholders has decided:

1.1. To agree with the offer of the Management Board on participation of the Company in action of the special Latgale economic zone.

1.2. To charge the Management Board to execute all the necessary procedures to obtain the status of the capital company of the special Latgale economic zone.

1.3. If the offer of the Company will be accepted and the status of the capital company of the special Latgale economic zone will be awarded:

1.3.1. To approve a change of the Company name to "Joint Stock Company of the special Latgale economic zone "Ditton pievadķēžu rūpnīca".

1.3.2. To approve the corresponding change of the Company name in the Statute of the Company (Section 1, "Company firm", Point 1.1 "Name of the Company firm: "Joint Stock Company of the special Latgale economic zone "Ditton pievadķēžu rūpnīca").

1.3.3. To entitle the Management Board and the Council to make the necessary amendments of the name of the Company in the Statute and registration documents, as well as in the relevant administrative documents, executing by legal provisions required procedures and functions in the Enterprise Register of the Republic of Latvia, as well as in the State Income Board of the Republic of Latvia, as well as in other institutions of state and municipality power and administration institutions, incl. registration and statistics system.

1.3.4. To execute all the necessary procedures and formalities in the above mentioned state and municipality authorities after termination of the awarded to the Company status of the capital company of the special Latgale economic zone, incl. amendments in the Statute and registration documents, and in the corresponding management documents.

1.4. To entitle the Management Board to sign all the necessary agreements/contracts, which regulate the participation of the company in action of the special Latgale economic zone, as well as to terminate this participation, if such participation won't be effective for the interests of the Company.

1.5. To issue a special notification according to the Regulation (EU) No.596/2014 on the European Parliament and of the Council and Financial instruments Market Law of the Republic of Latvia on awarding the status of the capital company of the special Latgale economic zone and on conclusion of the agreement/contract on participation of the Company in action of the special Latgale economic zone.

2. Election of the Council of the Company.

Resolution:

On the basis of the Article 296, 297 and 300 of the Commercial Law of the Republic of Latvia, point 6.2.11. and 6.3. of the Statute of the Company, Resolution of the ordinary meeting of shareholders from 28.05.2012. (Protocol No.1) the extraordinary meeting of shareholders has decided.

2.1. To accept a resignation of the Council of the Company in view of expiry of term of powers.

2.2. To elect the Council of the Company for the period of 5 years according to the Article 296 of the Commercial Law of the Republic of Latvia and of the Statute of the Company in the following composition: _____, _____, _____, _____, _____.

2.3. To state that the newly elected Council has to elect from its composition the Chairman of the Council and Deputy Chairman of the Council until 22.02.2017.

2.4. To state the remuneration to the members of the Council according to the remuneration policy of the Council and Management Board members.

2.5. To charge the Management Board of the Company to submit the application to the Commercial Register of the Register of Enterprises of the Republic of Latvia for registration of changes of the Council composition and its term of powers.

2.6. The Resolution on expiry of the term of powers of the previous Council and on start of the term of powers of the re-elected and/or elected Council is valid from the date of this Resolution of the shareholders' meeting.

Chairman of the Management Board

R. Zarāns

Member of the Management Board

N. Redzoba