

Approved at the meeting of the Board  
of the Joint Stock Company “Latvijas Gāze”  
on June 12, 2013 (minutes No.27 (2013))

**DRAFT RESOLUTIONS**  
**of the Regular Meeting of Shareholders**  
**of the Joint Stock Company “Latvijas Gāze”**  
**held on July 5, 2013**  
**(having regard of the shareholders’ proposals**  
**as to the candidates of Council members)**

**1. Reports of the Board, the Council, the Auditing Committee and the Independent 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 Independent Auditor.

**2. Approval of the Annual Accounts 2012.**

To approve:

- 1) “Joint Stock Company “Latvijas Gāze” Annual Accounts for the year ended 31 December 2012” 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 2012. 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 2012.**

- 1) To approve the net profit of 2012 of the Joint Stock Company “Latvijas Gāze” at the amount of LVL 22 941 560, incl. LVL 1 590 168 as the share of profit not available for distribution.
- 2) To use the distributable share of profit of 2012 LVL 21 351 392 as follows:  
to pay LVL 19 950 000 or LVL 0.50 per share to shareholders in dividends, setting July 22, 2013 as the date of calculation of dividends and July 25, 2013 as the date of payment of dividends;  
to include LVL 1 401 392 in the statutory funds (reserves) of the Joint Stock Company “Latvijas Gāze”.

**4. Election of an auditor for the audit of the Annual Reports 2013 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 accounts, report, accounting and financial-economic

activity 2013 of the Joint Stock Company “Latvijas Gāze”, 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 submissions by the members of the Council Peter Klingenberger and Andreas Rau regarding resignation from their office as Council members 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, Mario Nullmeier and Matthias Kohlenbach from the positions of Council members.
- 2) To elect:
  1. Kirill Seleznev,
  2. Yelena Karpel,
  3. Nikolay Dubik,
  4. Yelena Mihailova,
  5. Juris Savickis,
  6. Vlada Rusakova,
  7. Uwe Fip,
  8. Mario Nullmeier,
  9. Matthias Kohlenbach,
  10. Achim Saul,
  11. Rainer Link.

as the members of the Council of the Joint Stock Company “Latvijas Gāze” for a period of three years, setting July 05, 2013 as the starting date of the term of office of the Council.

- 3) To set the monthly remunerations for the Chairman of the Council, the Vice-Chairmen of the Council and the members of the Council at the previous year's level.
- 4) To pay a single additional payment for the annual results of 2012 to the Chairman of the Council of the Joint Stock Company “Latvijas Gāze” in the amount of 7 (seven) monthly remunerations, the Vice-Chairmen of the Council in the amount of 6 (six) monthly remunerations and the Council members in the amount of 5 (five) monthly remunerations, proportionally to their length of service at the Council of the Joint Stock Company “Latvijas Gāze”.
- 5) To pay a single additional payment to the Council members I.Nazarov and A.Krasnenkov in the amount of 5 (five) monthly remunerations and to the Council members P.Klingenberger and A.Rau in the amount 1 (one) monthly remunerations in addition to the payment for the annual results of 2012 considering the substantial personal contribution of the Council members P.Klingenberger, A.Rau, I.Nazarov and A.Krasnenkov in the improvement of operation of the Joint Stock Company “Latvijas Gāze” and due to their resignation from the positions of Council members.

Riga, June 12, 2013

Chairman of the Board  
of the Joint Stock Company “Latvijas Gāze”

A. Dāvis