

**CITY SERVICE SE**  
**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**6 November 2015**

**Meeting commenced at 9:00.**

**Meeting closed at 9:25.**

**Meeting took place at Gynėjų str. 16, Vilnius, Lithuania (Business Center "VERTAS", the 11th floor).**

**The following persons participated in the General Meeting of Shareholders:**

3 shareholders of City Service SE (a European company registered in Estonia with its registered address at Narva mnt 5, 10117 Tallinn, Estonia, code 12827710, hereinafter, the Company), representing 25.831.744 shares of the Company constituting 81,72 % of all the shares granting voting rights in the Company (according to the Shareholders' Registration List attached as Annex No. 1 hereto).

The shareholders of the Company were informed about the convocation and agenda of the Extraordinary General Meeting of Shareholders (hereinafter, the Meeting) by a notice published on 15 October 2015 in the newspaper Eesti Päevaleht as well as by notices on the web-page of AB NASDAQ OMX Vilnius (<https://newsclient.omxgroup.com/cdsPublic/viewDisclosure.action?disclosureId=679976&messageId=848158>) and webpage of the Company (<http://www.cityservice.lt/en/news/nid.532>). Draft resolutions and related documents were made available for examination on the above web-pages and at the offices in Vilnius and Tallinn.

Jonas Janukėnas was elected as the chairman of the Meeting and Ignas Krasauskas was elected as the secretary of the Meeting.

The chairman of the Meeting informed that before this Meeting, the shareholder of the Company – East Capital (Lux) Fund, legal entity code LUESSE22 proposed the alternative draft decision on agenda matter 1 (namely 1.4) of the Meeting (attached as Annex No. 3 hereof).

Before voting, representative of the Company (attorney Vidmantas Drizga) draws shareholder's attention that if the decisions of this Meeting are adopted by shareholders:

- The shares of the Company will be delisted from trading on AB NASDAQ OMX Vilnius only after admission thereof to trading on the Warsaw Stock Exchange;
- Shareholders who vote for the decision to delist the shares of the Company from trading on AB NASDAQ OMX, following admission of shares of the Company to trading on the Warsaw Stock Exchange, will have an obligation to submit and implement the tender offer regarding delisting the shares of the Company from trading on AB NASDAQ OMX Vilnius;
- Following paragraph 3 of Article 38 of the Law of the Republic of Lithuania on Securities, during the effective term of the tender offer, the right (not an obligation) to respond to the tender offer and to sell their shares, held as at 6 November 2015 will be vested in the persons, being shareholders of the Company on 6 November 2015, who vote "against" or who do not vote at the time of taking the decision to delist the shares of the Company from trading on AB NASDAQ OMX Vilnius. The offeree will not have an obligation to buy-up the shares of the Company, acquired after 6 November 2015;
- The admission of shares of the Company to trading on the Warsaw Stock Exchange is being executed, on which the decision was taken in the general meeting of shareholders of AB "City Service" (currently, the Company). For this purpose the Company has prepared and announced on 30 October 2015 the prospectus of admission of all the issued 31,610,000 ordinary registered shares in the Company to trading on the Warsaw Stock Exchange, which was approved by the Estonian Financial Supervision Authority and passported to the Polish Financial Supervision Authority. As it is indicated in the prospectus, the Company expects that trading in shares of the Company on the Warsaw Stock Exchange will commence till the middle of November 2015.

The initial draft decision of this agenda matter, proposed by the supervisory board and the management board of the Company, was presented by the chairman and there were no comments on or objections regarding this matter of the agenda or on the agenda of the Meeting as a whole. The shareholders agreed to vote regarding each clause of the 1<sup>st</sup> question of the agenda.

**Agenda of the Meeting**

1. Initiation of delisting of shares of the Company from trading on the regulated market AB NASDAQ OMX Vilnius.



2. Authorisations.

1. **Initiation of delisting of shares of the Company from trading on the regulated market AB NASDAQ OMX Vilnius.**

The chairman of the Meeting presented and proposed to vote for the draft decision of this agenda matter, proposed by the supervisory board and the management board of the Company:

- 1.1. *To initiate delisting of all the outstanding shares of the Company, converted into a European public limited liability company (Societas Europaea, SE) and to delist them from trading on the regulated market AB NASDAQ OMX Vilnius.*

In favour of – 20.935.618 votes, against – 1.605.183 votes, abstained – 3.290.943 votes.

**DECIDED:**

- 1.1. To initiate delisting of all the outstanding shares of the Company, converted into a European public limited liability company (Societas Europaea, SE) and to delist them from trading on the regulated market AB NASDAQ OMX Vilnius.

The chairman of the Meeting presented and proposed to vote for the draft decision of this agenda matter, proposed by the supervisory board and the management board of the Company:

- 1.2. *To determine that all the outstanding shares of the Company will be delisted from trading on the regulated market AB NASDAQ OMX Vilnius only on the condition that and only after the shares of the Company are admitted to trading on the regulated market the Warsaw Stock Exchange.*

In favour of – 20.935.618 votes, against – 1.605.183 votes, abstained – 3.290.943 votes.

**DECIDED:**

- 1.2. To determine that all the outstanding shares of the Company will be delisted from trading on the regulated market AB NASDAQ OMX Vilnius only on the condition that and only after the shares of the Company are admitted to trading on the regulated market the Warsaw Stock Exchange.

The chairman of the Meeting presented and proposed to vote for the draft decision of this agenda matter, proposed by the supervisory board and the management board of the Company:

- 1.3. *Referring to the above, the shareholders, who voted for the decision to delist the shares of the Company from trading on the regulated market AB NASDAQ OMX Vilnius (unless these shareholders agree that one or several shareholders will perform this obligation for other shareholders), will submit the circular of the tender offer, aimed at delisting the shares of the Company from trading on AB NASDAQ OMX Vilnius, to the Bank of Lithuania for approval within 20 (twenty) days after the admission of shares of the Company to trading on the Warsaw Stock Exchange.*

In favour of – 20.935.618 votes, against – 1.605.183 votes, abstained – 3.290.943 votes.

**DECIDED:**

- 1.3. Referring to the above, the shareholders, who voted for the decision to delist the shares of the Company from trading on the regulated market AB NASDAQ OMX Vilnius (unless these shareholders agree that one or several shareholders will perform this obligation for other shareholders), will submit the circular of the tender offer, aimed at delisting the shares of the Company from trading on AB NASDAQ OMX Vilnius, to the Bank of Lithuania for approval within 20 (twenty) days after the admission of shares of the Company to trading on the Warsaw Stock Exchange.

The chairman of the Meeting presented the initial draft decision of this agenda matter, proposed by the supervisory board and the management board of the Company:

- 1.4. *The price of the tender offer, aimed at delisting the shares of the Company from trading on AB NASDAQ OMX Vilnius, will be set according to paragraph 4 of Article 38 of the Law of the Republic of Lithuania on Securities, in any case ensuring protection of rights and interests of the shareholders of the Company.*

The chairman of the Meeting presented the alternative draft decision of this agenda matter, proposed by the shareholder of the Company East Capital (Lux) Fund:

- 1.4. *The price of the tender offer aimed at delisting Company's shares from trading on AB NASDAQ OMX Vilnius will be set according to paragraph 4 of Article 38 of the Law of the Republic of Lithuania on Securities, in any case ensuring protection of rights and interests of the shareholders of the Company. In order to determine the price of the tender offer an appraisal of Company's shares shall be done by a competent and sufficiently experienced expert in the matter acting in accordance with the Law on the Bases of Property and Business Valuation of the Republic of Lithuania and Methodology for Property and Business Valuation. Share appraisal report shall be submitted to supervising authority together with an application to approve the circular of the tender offer and, in light of the said report, the price of the tender offer should not be lower than the fair price determined at the time of appraisal. Also a management body of the Company shall be authorised to take all actions necessary to enter into agreement for share appraisal and submit all information essential to the appraisal.*

The chairman of the Meeting proposed to vote for the initial draft decision of this agenda matter, proposed by the supervisory board and the management board of the Company:

VOTED: In favour of – 20.935.618 votes, against – 4.896.126 votes, abstained – 0 votes.

The chairman of the Meeting proposed to vote for the alternative draft decision of this agenda matter, proposed by the shareholder of the Company East Capital (Lux) Fund:

VOTED: In favour of – 3.290.943 votes, against – 1.605.183 votes, abstained – 20.935.618 votes.

**DECIDED:**

- 1.4. The price of the tender offer, aimed at delisting the shares of the Company from trading on AB NASDAQ OMX Vilnius, will be set according to paragraph 4 of Article 38 of the Law of the Republic of Lithuania on Securities, in any case ensuring protection of rights and interests of the shareholders of the Company.

**2. Authorisations.**

**DECIDED:**

To authorise and obligate the Management Board of the Company to perform all the necessary actions and to sign all the documents necessary in initiating the delisting of all the outstanding shares of the Company (SE) from trading on the regulated market AB NASDAQ OMX Vilnius, but only on the condition that and only after they are admitted to trading on the regulated market the Warsaw Stock Exchange.

In favour of – 20.935.618 votes, against – 1.605.183 votes, abstained – 3.290.943 votes.

No objections to any of the resolutions were presented at the Meeting.


**ANNEXES:**

1. Shareholders' Registration List.
2. Powers of attorney.
3. The Letter of East Capital (Lux) Fund regarding a new draft resolution on the matters included on the agenda of the Meeting.

Chairman of the Meeting

 Jonas Janukėnas

Secretary of the Meeting

 Ignas Krasauskas