

CITY SERVICE SE
MINUTES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

19 December 2016

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:

1 shareholder 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 26.813.293 shares of the Company constituting 84,82 % 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 Ordinary General Meeting of Shareholders (hereinafter, the Meeting) by a notice published on 1 December 2016 in the newspaper Eesti Päevaleht as well as by notices on the web-page of Warsaw Stock Exchange (<http://infostrefa.com/espi/pl/reports/view/4,338162>) on 28th November 2016 and webpage of the Company (<http://www.cityservice.lt/en/news/nid.547>) on 28th November 2016. 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 Aivaras Šimkus was elected as the secretary of the Meeting.

Agenda of the Meeting

1. Approval of the audit company for the performance of the audit of the Company's and the Company's set of consolidated financial statements for the year 2016 and for the evaluation of the Company's consolidated annual report;
2. Establishment of the payment conditions for the audit services;

There were no comments on or objections regarding the agenda of the Meeting.

1. **Approval of the audit company for the performance of the audit of the Company's and the Company's set of consolidated financial statements for the year 2016 and for the evaluation of the Company's consolidated annual report.**

DECIDED:

- 1.1. To elect Ernst & Young Baltic AS, company code 10877299, as the audit company which shall perform the Company's and the Company's set of consolidated financial statements audit for the year 2016 and shall evaluate Company's consolidated annual report.

VOTED: In favour of - 26.813.293 votes, against - 0 votes, abstained - 0 votes.

2. **Establishment of the payment conditions for the audit services.**

DECIDED:

- 2.1. Determine that the Company shall pay for the audit of Company's and Company's set of consolidated financial statements of year 2016 and for the evaluation of Company's consolidated annual report services EUR 56,488 (fifty six thousand and four hundred eighty eight euros), excluding VAT.
- 2.2. Authorize the Company's Management Board to conclude and sign the agreement for the audit services with Ernst & Young Baltic AS and on his own discretion settle the other conditions of audit services agreement also conclude and sign other related documents and perform other actions in order to fulfil duly audit.

VOTED: In favour of - 26.813.293 votes, against - 0 votes, abstained - 0 votes.



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

ANNEXES:

1. Shareholder's Registration List.
2. Powers of attorney.

Chairman of the Meeting



Jonas Janukėnas

Secretary of the Meeting



Aivaras Šimkus