

## CITY SERVICE SE

Registry code 12827710

Registered address at Narva rd 5, Tallinn, 10117, the Republic of Estonia

E-mail address [info@cityservice.eu](mailto:info@cityservice.eu), Share capital EUR 9,483,000

(hereinafter referred to as the Company)

### MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Meeting was held on 22 May 2017.

Meeting commenced at 9:00.

Meeting closed on 9:15.

Meeting took place at Vilnius office of the Company, at Gynėjų st. 16, Vilnius, the Republic of Lithuania (Business Center "VERTAS", the 11th floor),

**Shareholders participating in the Annual General Meeting of Shareholders** (hereinafter referred to as the Meeting):

The list of shareholders entitled to take part in the Meeting is determined as at 23:59 on 15 May 2017. The shareholders of the Company have thirty-one million six hundred ten thousand (31,610,000) shares with the nominal value of thirty (0.30) euro cents. The total number of the Company's shares and the number of shares granting voting rights during the Meeting is the same and amounts to thirty-one million six hundred ten thousand (31,610,000).

One (1) shareholder of the Company participated in the Meeting: shareholder Central Securities Depository of Lithuania (registry code 110059343) is the nominee account holder who has issued a power of attorney to AB DNB bankas Rinkų operacijų skyrius (registry code 112029270) who has issued a power of attorney to UAB „ICOR“ (registry code 300021944) regarding twenty six million eight hundred thirteen two hundred ninety three (26,813,293) shares constituting 84.82% of the share capital and of all the shares granting voting rights in the Company.

The shareholders of the Company were informed about the convocation and agenda of the Meeting by a notice published on 29 April 2017 in the newspaper Eesti Päevaleht as well as by notices on the web-page of the Warsaw Stock Exchange (<http://infostrefa.com/espi/pl/reports/view/4,351830>) and webpage of the Company (<http://www.cityservice.eu/en/news/,nid.557>). Draft resolutions and related documents were made available for examination on the above web-pages and at the office in Vilnius and at the premises of law firm VARUL, Ahtri 6a, Tallinn, Estonia. Information on a submitted alternative draft resolution on item 4 of the agenda of the Meeting was published on the web-page of the Warsaw Stock Exchange (<http://infostrefa.com/espi/en/reports/view/4,353903>) and webpage of the Company (<http://www.cityservice.eu/en/news/,nid.557>).

#### **Appointment of the chairman and secretary of the Meeting**

Tomas Kleiva was appointed as the chairman of the Meeting and Aivaras Šimkus was appointed as the secretary of the Meeting.

#### **Agenda of the Meeting:**

1. Presentation of the consolidated annual report of the Company for 2016 to the shareholders.
2. Presentation of the auditor's report of the Company to the shareholders.
3. Approval of the set of consolidated annual financial statements of the Company for 2016.
4. Distribution of profit (loss) of the Company of 2016.

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

1. **Presentation of the consolidated annual report of the Company for 2016 to the shareholders.**

Taken into consideration.



**2. Presentation of the auditor's report of the Company to the shareholders.**

Taken into consideration.

**3. Approval of the set of consolidated annual financial statements of the Company for 2016.**

**Proposal:** To approve the set of consolidated annual financial statements of the Company for 2016.

**Voting:**

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26,813,293	100%	
against	0	0%	
abstained	0	0%	
			<b>Decision was passed</b>

**DECIDED:**

To approve the set of consolidated annual financial statements of the Company for 2016.

**4. Distribution of profit (loss) of the Company of 2016.**

**Proposal:**

**ALTERNATIVE I:**

4.1. To approve the distribution of profit (loss) of the Company of 2016 as indicated in the table below (consolidated amounts are presented):

	Amounts (EUR 000's)
Retained earnings – profit (loss) brought forward from the previous year	36,617
Net result of the financial year – profit (loss)	1,385
Profit (loss) available for distribution at the end of the financial year	38,002
Profit distribution:	
For dividend	-632
Retained earnings – profit (loss) at the end of the financial year	37,370

4.2. To pay dividend in the amount of EUR 632,200, i.e. the dividend of EUR 0.02 per one share with the nominal value of 0.30 EUR. To set that the list of shareholders entitled to receive dividends shall be set as at 23:59 on 23 May 2017 ("Dividend Record Date"). To pay the dividends to eligible shareholders of the Company not later than within 30 calendar days as of the Dividend Record Date.

**Voting:**

	Number of votes	Percentage of votes participating	Result of voting
In favour of	0	0%	
against	26,813,293	100%	
abstained	0	0%	
			<b>Decision was not passed</b>

**ALTERNATIVE II:**

4.1. To approve the distribution of profit (loss) of the Company of 2016 as indicated in the table below (consolidated amounts are presented):

	Amounts (EUR 000's)
Retained earnings – profit (loss) brought forward from the previous	36,617



year	
Net result of the financial year – profit (loss)	1,385
Profit (loss) available for distribution at the end of the financial year	38,002
Profit distribution:	
For dividend	-19,598
Retained earnings – profit (loss) at the end of the financial year	18,404

4.2. To pay dividend in the amount of EUR 19,598,200, i.e. the dividend of EUR 0.62 per one share with the nominal value of 0.30 EUR. To set that the list of shareholders entitled to receive dividends shall be set as at 23:59 on 23 May 2017 (“Dividend Record Date”). To pay the dividends to eligible shareholders of the Company not later than within 15 business days as of the Dividend Record Date.

**Voting:**

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26,813,293	100%	
against	0	0%	
abstained	0	0%	
			<b>Decision was passed</b>

**DECIDED:**

4.1. To approve the distribution of profit (loss) of the Company of 2016 as indicated in the table below (consolidated amounts are presented):

	Amounts (EUR 000's)
Retained earnings – profit (loss) brought forward from the previous year	36,617
Net result of the financial year – profit (loss)	1,385
Profit (loss) available for distribution at the end of the financial year	38,002
Profit distribution:	
For dividend	-19,598
Retained earnings – profit (loss) at the end of the financial year	18,404

4.2. To pay dividend in the amount of EUR 19,598,200, i.e. the dividend of EUR 0.62 per one share with the nominal value of 0.30 EUR. To set that the list of shareholders entitled to receive dividends shall be set as at 23:59 on 23 May 2017 (“Dividend Record Date”). To pay the dividends to eligible shareholders of the Company not later than within 15 business days as of the Dividend Record Date.

**ANNEXES:**

1. Shareholders' Registration List.
2. Documents regarding the representation rights.
3. Consolidated annual report and financial statements for 2016.
4. The Letter of ICOR regarding a new draft resolution on the matters included on the agenda of the Meeting.

*Tomas Kliva*  
 first and last name                      signature

*ANTRAS SIMIUS*  
 first and last name                      signature