

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

**23 May 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 2 May 2016 in the newspaper Eesti Päevaleht as well as by notices on the web-page of Warsaw Stock (<http://gpwinfostrafa.pl/espi/pl/reports/view/3,319586>) on 29<sup>th</sup> April 2016 and webpage of the Company (<http://www.cityservice.lt/en/news/nid.542>) on 29th April 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. On presentation of the consolidated annual report of the Company for 2015 to the shareholders;
2. On presentation of the auditor's report of the Company to the shareholders;
3. On approval of the set of consolidated annual financial statements of the Company for 2015;
4. On distribution of profit (loss) of the Company of 2015;
5. The acquisition of own shares.

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

**1. On presentation of the consolidated annual report of the Company for 2015 to the shareholders.**

1.1. Taken into consideration.

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

2.1. Taken into consideration.

**3. On approval of the set of consolidated annual financial statements of the Company for 2015.**

**DECIDED:**

3.1. To approve the set of consolidated annual financial statements of the Company for 2015.

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

**4. On distribution of profit (loss) of the Company of 2015.**

**DECIDED:**

4.1. To approve the distribution of profit (loss) of the Company of 2015 as indicated in the table below (consolidated amounts are presented).

	Amounts (EUR 000's)
Retained earnings – profit (loss) brought forward from the previous year	31,723
Net result of the financial year – profit (loss)	8,100
Profit (loss) of the reporting financial year not recognized in the income statement	-12
Profit (loss) available for distribution at the end of the financial year	39,811
Profit distribution:	
Transfers to the legal reserve	-33
For dividend	-3,161
Retained earnings – profit (loss) at the end of the financial year	36,617

- 4.2. To pay dividend in the amount of EUR 3,161,000, i.e. the dividend of EUR 0.10 per one share with the nominal value of 0.30 EUR. To pay the dividend to the shareholders by 23 June, 2016. Whereas shares of the Company are listed in Warsaw Stock Exchange Parallel market, according to Polish law, the list of holders of securities shall be closed on **31 May 2016, at 23.59 hours**.

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

#### 5. The acquisition of own shares.

##### DECIDED:

To grant to the Company the right to acquire the shares of City Service SE subject to the following conditions:

- 1) The Company is entitled to acquire own shares within five years as from the adoption of this resolution.
- 2) The total nominal values of the shares owned by the Company shall not exceed 10 % of the share capital.
- 3) Minimum acquisition price for one share – 1 (one) EUR, maximum acquisition price for one share – 5 (five) EUR.
- 4) Own shares shall be paid for from the assets exceeding the share capital, mandatory legal reserve and issue premium.

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