



Register number 1245 of book concerning the professional activities of a notary
This notarial document has been prepared and authenticated in Tallinn on the nineteenth of June the year two thousand and nineteen (19.06.2019) by

**TALLINN NOTARY LIIVI LAOS,
whose office is located at Maakri str 19, Tallinn,**

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

City Service SE (hereinafter referred to as the Company), registry code 12827710, located at Narva rd 5, Tallinn, 10117, e-mail address: info@cityservice.eu, having a share capital of nine million four hundred eighty three thousand (9 483 000) euros. The registry data of the company has been verified by the notary on the basis of printout from the central database of registration departments of country courts on 19.06.2019, which is equivalent to a certificate concerning data entered in registers pursuant to § 31 of the Notaries Act.

Time of the General Meeting (hereinafter as the Meeting):

On June nineteenth two thousand and nineteen (19.06.2019) starting at 9.05.

Place of the Meeting:

Law firm NJORD Advokaadibüroo OÜ, at Veerenni str 24D, Tallinn, Estonia.
According to Article 5.5 of the Statutes of the Company and the resolution of the Management Board, all the shareholders of the Company may also participate in this Meeting via secured electronic connection that shall be established at the Vilnius office of the Company, at Ozo st. 12A-1, Vilnius, the Republic of Lithuania (Business Center "Technopolis", building „Penta“ the 6th floor), via Skype connection on 19 June 2019, Wednesday, at 9:00. The shareholders participating in this Meeting shall be able to watch the Meeting, vote using electronic means throughout the Meeting (by rising hand or providing verbal response) on each of the draft resolutions prepared in respect to the items on the agenda of the Meeting and address the Meeting at the time determined by the chairman of the Meeting. The exact procedure of electronic participation in the Meeting is established by the resolution of the Management Board, which is available in the same places where the draft resolutions are made available.

The list of shareholders entitled to take part in the Meeting is determined as at 23:59 on 12 June 2019. The correctness of the list of shareholders has been verified by NASDAQ OMX Estonian Central Register of Securities.

According to the list of shareholders of the Company as of June 12th 2019, the Company has sixty six (66) shareholders, who have thirty one million six hundred ten thousand (31 610 000) shares each 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).

In the ordinary meeting of the shareholders one shareholder Luminor Bank AB (registry code 112029270) was present using electronic means. Luminor Bank AB is the nominee account holder who has issued a power of attorney to UAB „ICOR“ (registry code 300021944) regarding 26 838 620 shares constituting 84,9055% of the share capital in the Company.

The shareholders of the Company were informed about the convocation and agenda of the Ordinary General Meeting of Shareholders by a notice published on 27 of May 2019 in the newspaper Eesti Päevaleht as well as by notices on the web-page of the Warsaw Stock Exchange ([\(\[https://www.gpw.pl/espi-ebi-report?geru_id=330123&title=Notice+on+Calling+an+Annual+General+Meeting+of+Shareholders+of+City+Service+SE\]\)](https://www.gpw.pl/espi-ebi-report?geru_id=330123&title=Notice+on+Calling+an+Annual+General+Meeting+of+Shareholders+of+City+Service+SE) and webpage of the Company ([\(\[https://www.cityservice.eu/news/notice-on-calling-an-annual-general-meeting-of-shareholders-of-city-service-se\]\)](https://www.cityservice.eu/news/notice-on-calling-an-annual-general-meeting-of-shareholders-of-city-service-se)). Draft resolutions and related documents were made available for examination on the above web-pages and at the offices in Vilnius and at the premises of law firm NJORD Advokaadibüroo OÜ, at Veerenni str 24D, Tallinn, Estonia.

Appointment of the chairman and secretary of the Meeting

Veikko Toomere was appointed as the chairman of the Meeting and Triin Kaurson was appointed as the secretary of the Meeting.

Agenda of the Meeting:

1. Presentation of the consolidated annual report of the Company for 2018 to the shareholders.
2. Presentation of the auditor's report of the Company to the shareholders.
3. Approval of the set of the consolidated annual financial statements of the Company for 2018.
4. Distribution of profit (loss) of the Company of 2018.
5. Election of the new Supervisory Board members.

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

- 1. Presentation of the consolidated annual report of the Company for 2018 to the shareholders.**

Proposal: To take into consideration.

Voting:

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26 838 620	100%	
against	0	0%	
abstained	0	0%	
			Decision was passed

DECIDED:

To take into consideration annual report of the Company for 2018.

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

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

Proposal: To take into consideration.

Voting:

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26 838 620	100%	
against	0	0%	
abstained	0	0%	
			Decision was passed

DECIDED:

To take into consideration the auditor's report of the Company for 2018.

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

3. Approval of the set of the consolidated annual financial statements of the Company for 2018.

Proposal: To approve the set of the consolidated annual financial statements of the Company for 2018.

Voting:

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26 838 620	100%	
against	0	0%	
abstained	0	0%	
			Decision was passed

DECIDED:

To approve the set of the consolidated annual financial statements of the Company for 2018.

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

4. Distribution of profit (loss) of the Company of 2018.

Proposal: To approve the distribution of profit (loss) of the Company of 2018 as indicated in the table below (consolidated amounts are presented).

	Amounts (EUR 000's)
Retained earnings – profit (loss) brought forward from the previous year	16,496
Net result of the financial year – profit (loss)	3,791
Profit (loss) available for distribution at the end of the financial year	20,287
Profit distribution:	
For dividend	--
Retained earnings – profit (loss) at the end of the financial year	20,287

Voting:

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26 838 620	100%	
against	0	0%	
abstained	0	0%	
			Decision was passed

DECIDED:

To approve the distribution of profit (loss) of the Company of 2018 as indicated in the table above (consolidated amounts are presented). No retained profit will be distributed to the shareholders.

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

5. Election of the new Supervisory Board members.

Proposal:

5.1. Due to the term of the powers of the Supervisory Board member being finished on April 9th 2019, to re-elect Andrius Janukonis, date of birth 12.10.1971, personal identification code [REDACTED], address Filaretų st. 87A, Vilnius, the Republic of Lithuania, to act as a Supervisory Board member of the Company.

Voting:

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26 838 620	100%	
against	0	0%	
abstained	0	0%	
			Decision was passed

5.2. Due to the term of the powers of the Supervisory Board member being finished on April 9th 2019, to re-elect Gintautas Jaugelavičius, date of birth 03.07.1971, personal identification code [REDACTED] address Kalvos st. 15, Vilnius, the Republic of Lithuania, to act as a Supervisory Board member of the Company.

Voting:

	Number of votes	Percentage of votes participating	Result of voting
In favour of	26 838 620	100%	
against	0	0%	
abstained	0	0%	
			Decision was passed

DECIDED:

To elect Andrius Janukonis, date of birth 12.10.1971, personal identification code [REDACTED], address Filaretų st. 87A, Vilnius, the Republic of Lithuania, to act as a Supervisory Board member of the Company.

To elect Gintautas Jaugelavičius, date of birth 03.07.1971, personal identification code [REDACTED], address Kalvos st. 15, Vilnius, the Republic of Lithuania, to act as a Supervisory Board member of the Company.

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

Note of the notary: the notary has explained to the participants, that according to Article 308 subsection 1 of the Commercial Code, the minimum number of the members of the Supervisory Board is three (3) and according to clause 7.8. of the Statutes of the Company, the Company Board consists of three (3) to five (5) members. After passing the above decision, the Company will only have two (2) Members in the Supervisory Board, due to which the decision is not in accordance neither with the Commercial Code nor the Statutes of the Company.

Meeting closed at 9:20.

ANNEXES:

1. Shareholders' Registration List
2. Documents regarding the representation rights
3. Consents of the new Supervisory Board members.

Notes and explanations of the notary:

The notary has explained to the chairman and secretary of the Meeting the clauses from the Commercial Code and Notarization Act:

- Article § 293 (Agenda of general meeting) (1) in the Commercial Code: If a general meeting is called by the management board or the supervisory board, the agenda of the general meeting shall be determined by the supervisory board. If the general meeting is called by the shareholders or the auditor, they shall determine the agenda of the general meeting.

- Article § 293 (5) in the Commercial Code states : The public limited company shall make the drafts of the resolutions and substantiations prepared by the management board and submitted by the shareholders, the supervisory board or an auditor available to the shareholders in the location determined by the public limited company. Failure to make the drafts of the resolutions specified in subsection (2) of this section available shall not constitute a material violation of the procedure of calling a general meeting.

- Article § 294 (Notice calling general meeting) (1) in the Commercial Code: The management board shall send a notice of the general meeting to all shareholders. The notice shall be sent to

the address entered in the share register by registered mail. If the public limited company has more than 50 shareholders, notices need not be sent to the shareholders, however a notice of the general meeting shall be published in at least one daily national newspaper. A listed public limited company shall publish the notice calling the general meeting also in a way that provides the opportunity to quickly access the notice using for this purpose the means of information, in case of which the efficient transmission of the information to the public in the entire European Union can be presumed.

- Article § 294 (3) Notice of an annual general meeting shall be given at least three weeks in advance unless the articles of association prescribe a longer term. Notice of a special general meeting shall be given at least one week in advance unless the articles of association prescribe a longer term. The first sentence of this subsection shall be applied to the advance notice of a special general meeting of a listed public limited company.

- Article § 294 (4) A notice calling a general meeting shall set out: 1) the business name and registered office of the public limited company; 2) the time and place of the general meeting; 3) a notation with regard to whether the meeting is annual or special; 4) the agenda of the general meeting; 5) the explanation of the fact as at what date the set of shareholders entitled to take part in a general meeting shall be determined; 6) the information regarding the procedure and term for exercising the rights specified in § 287, subsections 293 (2) and (2¹) and subsection 293¹ (4) of this Code; 7) if the public limited company provides an opportunity for electronic participation in a general meeting or voting using electronic means or by mail, the information regarding the procedure and term for electronic participation or voting using electronic means or by mail; 8) if the agenda of a general meeting includes the approval of the annual report, amendments to the articles of association or consent to a contract, the place where it is possible to examine the annual report, the sworn auditor's report, the profit distribution proposal, the draft of the articles of association or the contract or draft thereof and the procedure for the examination of these documents; 9) the place where it is possible to examine the drafts of the resolutions submitted by the management board, the supervisory board, the shareholders or an auditor and the substantiations submitted by the shareholders in respect to the items on the agenda and the procedure for the examination of these documents; 10) the place where it is possible to examine other documents submitted to the general meeting pursuant to law and the procedure for the examination of these documents; 11) in case of a listed public limited company, the homepage address of the public limited company where the information specified in § 294¹ of this Code shall be published; 12) in case of a listed public limited company, the information regarding the participation in a general meeting by proxy, including the information on the blanks, which have to be used when voting on the basis of authorisation if the use of such blanks is necessary pursuant to law, the articles of association or the resolution of the supervisory board or the management board, and the information regarding the notification procedure of the public limited company of the appointment of a representative and revocation of the authorisation pursuant to subsection 297 (4¹) of this Code; 13) other important circumstances related to the general meeting.

- Article § 296 (Violation of procedure for calling general meeting) in the Commercial Code: If the requirements of law or of the articles of association for calling a general meeting are materially violated, the general meeting shall not have the right to adopt resolutions except if all the shareholders participate in or all the shareholders are represented at the general meeting. Resolutions adopted at such meeting are void unless the shareholders with respect to whom the procedure for calling the meeting was violated approve of the resolutions.

- Article § 297 (Procedure of general meeting) in the Commercial Code: (1) A general meeting may adopt resolutions if shareholders who own over one-half of the votes represented by shares participate in the general meeting unless the articles of association prescribe a greater participation requirement.

- Article § 297 (3) A list of shareholders who participate in the general meeting which shall set out the names of the shareholders who participate in the general meeting, the number of votes attaching to their shares, the way of participation in the general meeting and the names of the representatives of shareholders shall be prepared at a general meeting. If a shareholder has voted prior to the general meeting using electronic means or by mail, the list shall also specify the voting date. The list shall be signed by the chairman of the meeting and the recording secretary,

and by each shareholder physically attending the general meeting or the shareholder's representative.

- **Article § 36** (Authentication of minutes of resolution of body of legal person) in the Notarization Act: (1) In order to authenticate minutes drawn regarding a resolution of a body of a legal person, a notary shall verify the quorum of the meeting of the body and the identity and active legal capacity of the chair and the secretary of the meeting. If a resolution is adopted without calling a meeting, a notary shall verify the identity and active legal capacity of the person who holds the voting (members of the management board, chairman of the supervisory board) pursuant to §§ 10 and 11 of this Act. (2) A notary shall indicate the results of verification, the agenda of the meeting, the content of the adopted resolutions, results of voting and dissenting opinions regarding the resolutions in a report on observations specified in subsection 35 (1) of this Act. (3) The chair of the meeting shall be liable for the correctness of the list of parties and the person who holds the voting shall be liable for the correctness of the record of voting. Both of them shall sign the list or record in the presence of a notary in order to confirm the correctness. The list of parties or the record of voting shall be appended to the notarial instrument. (4) A notary shall indicate any doubts concerning the quorum, legality of resolutions, the conformity of the list of participants or record of voting to the membership of the relevant body, and the authority of representatives in a notarial instrument prepared regarding the minutes.

This notarial act has been personally signed by the chairman of the Meeting **Veikko Toomere**, personal identification code [REDACTED], whose identity has been proved according to the personal identification card no AA1253101 and secretary of the Meeting **Triin Kaurson**, personal identification code [REDACTED], whose identity has been proved according to the personal identification card no AB0013730.

The decisions in this Meeting were passed according to the law and the statutes of the Company.

The transaction value for verifying the notarial act: 9 483 000 euros: 4 = 2 370 750 euros.

Pursuant to Notary Fees Act § 18 (4), 22, 29 (1) p 4 is €319.50 + €63.90 (20% VAT) - **total €383.40**. Pursuant to Notary Fees Act § 35, the fee for making a paper or digital copy is added to the fee specified in clause 8.2 of this contract, €0.23 per each A4 page (this sum includes the 20% VAT).

The notary fee payable for this notarial act shall be paid by the Company.

This document with annexes contains fifteen (15) pages which are bound with string and embossing press.

This notarial act has been prepared and signed in one (1) original copy which is preserved in the notary's office. Copies of this notarial act shall be issued to parties on paper or digitally at their request. Pursuant to the Notaries Code § 23¹, the parties have access through the data exchange layer of information systems (so-called X-road) to the digitally authenticated copy of this contract at www.eesti.ee (*e-services* → *legal aid* → *notarised documents*).

The text of this notarial act has been read out by the notary to the chairman and the secretary of the Meeting before being signed at the notary's office, presented for review to the chairman and the secretary of the Meeting before approval, the content and legal consequences of the notarial act have been explained to the chairman and the secretary of the Meeting by the notary and the chairman and the secretary of the Meeting confirm by signing this notarial act that the notarial act, its contents and text conform to the intentions of the chairman and the secretary of the Meeting and has been approved by the chairman and the secretary of the Meeting.

This notarial act has been signed by chairman and the secretary of the Meeting in their own hand in the presence of the notary.

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Veikko Toomere

first and last name

signature

Tiin Kauson

first and last name

signature

Notary

tiin

laos

