

## **DRAFT RESOLUTIONS**

### **Joint Stock Company "Latvijas Gāze"**

#### **Extraordinary shareholders' meetings of December 19, 2024**

(including the alternative proposals for the draft resolutions submitted by shareholders SIA "Energy Investments" and "UNIPER RUHRGAS INTERNATIONAL GMBH" on the item "On the Articles of Association of Joint Stock Company "Latvijas Gāze" in a new wording")

#### **1. On the Articles of Association of Joint Stock Company "Latvijas Gāze" in a new wording**

##### **The proposal for the draft resolution submitted by the Management Board of the JSC "Latvijas Gāze":**

- 1) To approve the articles of association of joint stock company "Latvijas Gāze" in a new wording(annex).
- 2) To authorise the Management Board of joint stock company "Latvijas Gāze" to make corrections, if necessary, as well as to sign documents and perform other actions necessary for the registration in a new version of the Articles of Association with the Commercial Register.

##### **The alternative proposal for the draft resolution submitted by a shareholder SIA "Energy Investments":**

- 1) To approve the articles of association of joint stock company "Latvijas Gāze" in a new wording, expressing Section 7.9. in the following wording:  
"7.9.The following issues may be decided by the Meeting of Shareholders only if at least three fourths (3/4) of the paid-up fixed capital of the Company are represented and the resolutions of the Meeting of Shareholders on those issues are adopted if voted for by Shareholders with 82.5% (eighty-two point five per cent) of the total number of shares with voting rights represented at the Meeting of Shareholders:
  - 1) Making of amendments to the Company's Articles of Association;
  - 2) Increase of the fixed capital of the Company;
  - 3) Decrease of the fixed capital of the Company'
  - 4) Liquidation or reorganization of the Company;
  - 5) Issue of new types and/or categories of shares of the Company;
  - 6) Public issue of the Company's shares or issue of the Company's bonds;
  - 7) Merger of the Company or acquisition of the Company by another company."(full new wording of the articles of association the annex).
- 2) To authorise the Management Board of joint stock company "Latvijas Gāze" to make corrections, if necessary, as well as to sign documents and perform other actions necessary for the registration in a new version of the Articles of Association with the Commercial Register.

##### **The alternative proposal for the draft resolution submitted by a shareholder "UNIPER RUHRGAS INTERNATIONAL GMBH":**

- 1) To approve the articles of association of joint stock company "Latvijas Gāze" in a new wording, expressing Section 7.9. in the following wording:  
"7.9. The following issues may be decided by the Meeting of Shareholders only if at least three fourths (3/4) of the paid-up fixed capital of the Company are represented and the resolutions of the Meeting of Shareholders on those issues are adopted if voted for by Shareholders with 82.5% (eighty-two point five per cent) of the total number of shares with voting rights represented at the Meeting of Shareholders:
  - 1) Making of amendments to the Company's Articles of Association;
  - 2) Increase of the fixed capital of the Company;
  - 3) Decrease of the fixed capital of the Company'
  - 4) Liquidation or reorganization of the Company;
  - 5) Issue of new types and/or categories of shares of the Company;
  - 6) Public issue of the Company's shares or issue of the Company's bonds;
  - 7) Merger of the Company or acquisition of the Company by another company.";expressing Section 7.17. in the following wording: "7.17. The Council shall be entitled at any time to demand from the Board a report on the overall position of the Company, structural units of the Company, enterprises, branches and representative offices, to receive full information on their position and transactions entered into, to review budgets, balance sheets and auditors' reports on the Company, its branches, representative offices and enterprises, to review registers and books of the Company, its branches, representative offices and enterprises, to inspect other registers and documents, cash register and securities of the Company. Any member of the Council shall be entitled to request such report from the Board to be given to the Council.";  
expressing Section 7.21. in the following wording: "7.21. The Council adopts decisions with the majority of the votes of the members of the Council present. Decisions on the issues specified in Sub-section 8 of Section 7.26 of the Articles of Association are adopted if all Council members vote in favour of adopting the said decisions.";  
(full new wording of the articles of association the annex).
- 2) To authorise the Management Board of joint stock company "Latvijas Gāze" to make corrections, if necessary, as well as to sign documents and perform other actions necessary for the registration in a new version of the Articles of Association with the Commercial Register.

## **2. Recall of the Supervisory Council, election of the Supervisory Council and determination of the remuneration for members of the Supervisory Council**

- 1) Taking into account the notifications made by members of the Supervisory Council of joint stock company "Latvijas Gāze" Kirill Seleznev, Elena Mikhailova, Yury Ivanov, Vitaly Khatkov and Kirill Neyimin regarding their resignation of the position of a members of the Supervisory Council, in accordance with the ninth paragraph of Article 296 of the Commercial Law, to recall from the position of a member of the Supervisory Council, Matthias Kohlenbach, Christian Janzen, Guntars Reidzāns, Valentin Bluger, Edgars Buncis, Nikolai Dorofeyev.
- 2) In accordance with the proposals submitted by the shareholders to elect in the position of a member of the Supervisory Council of the joint stock company "Latvijas Gāze" for a period of three years, determining the beginning of the term of office of the Supervisory Council on December 19, 2024:
  1. Guntars Reidzans
  2. Edgars Buncis
  3. Nikolai Dorofeyev

4. Valentin Bluger
5. Matthias Kohlenbach
- 3) To determine the monthly remuneration for duties in the Supervisory Council of the joint stock company "Latvijas Gāze" in the amount of EUR 4 268 for the Chairperson of the Supervisory Council, EUR 3 557 for the Vice-Chairperson of the Supervisory Council and EUR 2 845 for the members of the Supervisory Council.

**3. On liquidation of the Audit Committee of joint stock company "Latvijas Gāze"**

- 1) To recall Jānis Meziels, Mark Maizenberg, Nikolai Dorofeyev and Anton Belevitin from the position of audit member of joint stock company "Latvijas Gāze".
- 2) Taking into account that the shares of joint stock company "Latvijas Gāze" have been excluded from the Nasdaq Riga Baltic Second List and joint stock company "Latvijas Gāze" is no longer a participant in the regulated financial instruments market, liquidate the Audit Committee of the Company.

Riga, 11 December 2024

Joint Stock Company "Latvijas Gāze"  
Chairman

A. Kalvītis