

**GENERAL VOTING BALLOT**  
*For the Extraordinary General Meeting of AB Avia Solutions Group Shareholders  
to be held on 24 September 2014*

**Please indicate persons that you propose and vote “FOR”:**

<i><b>Organisational issues of the meeting</b></i>
To propose to elect as the Chairman of the Meeting and to vote “for” the proposed candidate:  <div style="text-align: center;">.....</div>
To propose to elect as the Secretary of the Meeting and to vote “for” the proposed candidate:  <div style="text-align: center;">.....</div>
To propose to elect as the person responsible for the performance of the actions provided for in paragraphs 2 and 3 of Article 22 of the Law on Companies of the Republic of Lithuania and to vote “for” the proposed candidate:  <div style="text-align: center;">.....</div>

**Please circle the option you choose (“FOR” or “AGAINST”):**

Agenda item	Draft resolution	Shareholder's vote	
<b>1. Increase of the authorized capital of the Company with additional monetary contributions</b>	<p>To increase the Company's authorized capital by additional monetary contributions from LTL 6,058,333 (six million fifty eight thousand three hundred and thirty three litas) to LTL 7,777,777 (seven million seven hundred seventy seven thousand seven hundred and seventy seven litas) by issuing up to 1,719,444 (one million seven hundred nineteen thousand four hundred and forty four) new ordinary registered shares of nominal value LTL 1 (one litas) each (hereinafter – the New Shares).</p> <p>The issue price of each newly issued ordinary registered share of the Company, the total number of which may be up to 1,719,444 (one million seven hundred nineteen thousand four hundred and forty four), is LTL 30 (thirty litas). The total issue price of the New Shares is up to LTL 51,583,320 (fifty one million five hundred eighty three thousand three hundred and twenty litas), depending on the final number of the New Shares to be issued.</p>	for	against
<b>2. Withdrawal of the</b>	Following paragraph 1(15) of Article 20 and paragraph 5 of Article	for	against

<p><b>pre-emptive right of the Company's shareholders to acquire newly issued shares of the Company and granting of the right to acquire newly issued shares of the Company</b></p>	<p>57 of the Law on Companies of the Republic of Lithuania, also referring to the announcement of the Board of the Company regarding the withdrawal of the pre-emptive right of the Company's shareholders to acquire newly issued shares of the Company and granting of the right to acquire the shares, to withdraw the pre-emptive right of all the shareholders of the Company to acquire up to 1,719,444 (one million seven hundred nineteen thousand four hundred and forty four) ordinary registered shares to be issued by the Company. To establish that all up to 1,719,444 (one million seven hundred nineteen thousand four hundred and forty four) ordinary registered shares of the Company LTL 1 (one litas) par value each will be subscribed and acquired by the following persons in proportions as indicated below:</p> <p>(i) ZIA VALDA CYPRUS LTD., limited liability company incorporated under the laws of the Republic of Cyprus, code HE 270489, registered at Avlonos, 1, Maria House, 5th floor, 1075, Nicosia, Cyprus, shall subscribe for and acquire 700,332 (seven hundred thousand three hundred and thirty two) shares;</p> <p>(ii) VGE INVESTMENTS LIMITED, limited liability company incorporated under the laws of the Republic of Cyprus, code HE 264242, registered at Dimokritou, 15, Panaretos Eliana Complex, Flat/Office 104, Potamos Germasogelas, 4041, Limassol, Cyprus, shall subscribe for and acquire 630,216 (six hundred thirty thousand two hundred and sixteen) shares;</p> <p>(iii) MFO-A Lux S.à r.l., limited liability company incorporated under the laws of the Grand Duchy of Luxembourg, code 6735, registered at 48, Boulavard Grand Duchese Charlotte, L-1330 Luxembourg, shall subscribe for and acquire 311,208 (three hundred eleven thousand two hundred and eight) shares;</p> <p>(iv) Mr. Žilvinas Lapinskas, shall subscribe for and acquire 32,960 (thirty two thousand nine hundred and sixty) shares;</p> <p>(v) Mr. Aurimas Sanikovas, shall subscribe for and acquire 18,525 (eighteen thousand five hundred and twenty five) shares;</p> <p>(vi) Mr. Paulius Docka, shall subscribe for and acquire 17,963 (seventeen thousand nine hundred and sixty three) shares;</p> <p>(vii) Mr. Daumantas Lapinskas, shall subscribe for and acquire 8,240 (eight thousand two hundred and forty) shares.</p> <p>To set that the period for subscription of the newly issued shares is 3 (three) months as of the date of adoption of this resolution. Newly issued shares having nominal value of LTL 1 (one litas) each and the issue price of LTL 30 (thirty litas), will be paid by monetary contributions in proportions equal to the acquired number of newly issued shares as indicated below:</p> <p>(i) ZIA VALDA CYPRUS LTD. shall pay LTL 21,009,960 (twenty one million nine thousand nine hundred and sixty litas);</p>		
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	<p>(ii) VGE INVESTMENTS LIMITED shall pay LTL 18,906,480 (eighteen million nine hundred six thousand four hundred and eighty litas);</p> <p>(iii) MFO-A Lux S.à r.l. shall pay LTL 9,336,240 (nine million three hundred thirty six thousand two hundred and forty litas);</p> <p>(iv) Mr. Žilvinas Lapinskas shall pay LTL 988,800 (nine hundred eighty eight thousand eight hundred litas);</p> <p>(v) Mr. Aurimas Sanikovas shall pay LTL 555,750 (five hundred fifty five thousand seven hundred and fifty litas);</p> <p>(vi) Mr. Paulius Docka shall pay LTL 538,890 (five hundred thirty eight thousand eight hundred and ninety litas);</p> <p>(vii) Mr. Daumantas Lapinskas shall pay LTL 247,200 (two hundred forty seven thousand two hundred litas).</p> <p>If not all the New Shares are subscribed for within the time limit the authorised capital of the Company may be increased by the nominal value of the subscribed shares. In this case the Board of the Company shall be authorised to decide if the increase of the authorised capital of the Company has still taken place disregarding that not all the New Shares were subscribed and (if so) the authorised capital of the Company shall be increased by the nominal value of the subscribed shares.</p> <p>To establish that the pre-emptive right of Company's shareholders to acquire the New Shares is withdrawn for the reasons, indicated in the announcement of the Company's Board of 2 September 2014 regarding withdrawal of the pre-emptive right of shareholders of the Company and rendering the right on acquisition of shares, i.e. mainly for the purpose of ensuring Company's investments into:</p> <p>(i) the first stage of the development of the fourth Moscow-based airport hub – Ramenskoye International Airport as equity financing to secure the availability of further external financing;</p> <p>(ii) expansion of MRO business segment capacity as equity financing to secure the availability of further external financing;</p> <p>(iii) aircraft and rotorcraft maintenance hangars space nearby existing facilities in Kaunas International Airport (Lithuania) or acquisition or establishment of similar maintenance business in other location; inventory and equipment for servicing new aircraft types and development of spare part and engine management business;</p> <p>(iv) equipment and additional covering working capital needs of the fuelling division; expansion of aircraft ground handling and fuelling operations to Ramenskoye International Airport;</p> <p>(v) other segments of business which are dependent on the Company's ability to secure external financing, negotiate beneficial terms and receive new licenses to complete investments.</p>		
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	<p>Furthermore, this capital increase of the Company shall be executed with an aim of raising additional investments, as it is indicated above, which will provide the opportunity to continue the policy of growth and geographical expansion which the Company together with its group has so far pursued.</p> <p>Also this capital increase of the Company will be executed following the arrangements reached with the potential investors (VGE INVESTMENTS LIMITED and MFO-A Lux S.à r.l., current major shareholder of the Company ZIA VALDA CYPRUS LTD. and the management of the Company) regarding the shareholders' structure of the Company after its capital increase. The capital increase without withdrawal of the pre-emptive right of the current Company's shareholders would not ensure the agreed shareholders' structure. For this reason the indicated foreseen investments by the potential investors into the Company would not be executed at all.</p>		
<b>3. Admission of the new shares of the Company to trading on the regulated market of the Warsaw Stock Exchange and granting of authorisations to the Board of the Company to execute all the actions in connection therewith</b>	To initiate the admission of New Shares to trading on the regulated market of the Warsaw Stock Exchange and to authorise and obligate the Board of the Company to execute all the actions in connection therewith (including, without limitation, to prepare, approve and provide for approval of the Bank of Lithuania the prospectus of admission of the New Shares to trading on the indicated regulated market).	for	against
<b>4. Decrease of the number of the Supervisory Council members of the Company</b>	To decrease the number of the Supervisory Council members of the Company from 5 (five) to 3 (three).	for	against
<b>5. Recall of Mr. Vladas Bagavičius from the members of the Supervisory Council of the Company</b>	Taking into consideration the decision to decrease the number of the Supervisory Council members of the Company from 5 (five) to 3 (three), to recall Mr. Vladas Bagavičius from the members of the Supervisory Council of the Company.	for	against
<b>6. Amendments to the Articles of Association of the Company and approval of the new wording of Articles of Association; authorization of the General Manager of the Company</b>	<p>Taking into consideration the adopted decisions to decrease the number of Supervisory Council members of the Company, to increase the authorised capital of the Company as well as the requirements of the new wording of Law on Companies of the Republic of Lithuania, to approve the new wording of Articles of Association of the Company, which is annexed to the minutes of the meeting.</p> <p>To authorise (with the power to delegate) the General Manager of the Company to sign the new wording of Articles of Association of the Company as well as to sign any and all documents and execute</p>	for	against

	<p>any actions in order to register the increase of the authorised capital of the Company with the Register of Legal Persons and deregister Mr. Vladas Bagavičius from the members of the Supervisory Council.</p> <p>If not all the New Shares are subscribed for during the intended share subscription period and the Board of the Company decides to hold that the increase of the authorised capital of the Company has still taken place, to obligate the Board of the Company to amend the amount of the authorised capital and the number of shares indicated in the Articles of Association of the Company accordingly.</p>		
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Regarding any other new draft decisions, not indicated above, to vote with all the held votes	for	against
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We hereby confirm that we have familiarised in advance with the agenda of the General Meeting of Shareholders of the Company referred to in this Ballot Paper and the draft resolutions contained herein, therefore we may express in advance in writing the will of ..... as the shareholder of AB Avia Solutions Group in voting on the matters considered at the General Meeting of Shareholders. Having regard to our will expressed in writing on the agenda items of the General Meeting of Shareholders, it should be considered that ..... participated in the General Meeting of Shareholders of AB Avia Solutions Group, held on 24 September 2014.

*Notes:*

The general voting ballot, duly filled in and signed by the shareholder or a person, having a voting right, and the document confirming the voting right (if any) must be submitted to the Company in writing not later than on the last business day before the Meeting by sending them by registered mail to AB Avia Solutions Group, Smolensko str. 10A, LT-03201 Vilnius, Lithuania.

If the shareholder so requests, AB Avia Solutions Group, no later than 10 days before the Meeting, must dispatch a general voting ballot by registered mail or present this against signature free of charge.

**Data, presented by a Shareholder – natural person:**

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*(name, surname of a Shareholder)*

Personal code:

Signature:

Date:

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**Data, presented by a Shareholder –  
legal person or a person, having right to vote by the shares, owned by a Shareholder:***I. Data about a Shareholder:*

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*(name, surname or legal form, name of a Shareholder)*

Personal code or enterprise code:

*II. Data about a person, having right to vote by the shares, owned by a Shareholder:*

Name, date and number of the document that provides the right to vote, and name of the person, who signed the document:

A Person, having the right to vote by the shares, owned by a Shareholder:

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*(name, surname)*

Personal code:

Signature:

Date: