

**The Management Board of AviaAM Leasing AB Convoques Shareholders' Meeting and Proposes a Dividend of EUR 0.09 per Share**

*13 March 2015*

*Report No 2/2015*

On 12 March 2015 the Management Board of AviaAM Leasing AB (the “**Company**”) decided:

- To approve the Stand-alone Annual Report of the Company for the year ended 31 December 2014 and to submit it to the Company's Supervisory Council and the Annual General Meeting of Shareholders for consideration (**Annex No. 1**);
- Having analysed and assessed the Audited Stand-alone Financial Statements of the Company for the year ended 31 December 2014, to submit them to the Company's Supervisory Council for consideration and to the Annual General Meeting of Shareholders for approval (**Annex No. 2**);
- To propose the following allocation of the Company's distributable profit: EUR 3 897 503 (i.e. EUR 0.09 per share) for payment of dividends for the year 2014 and EUR 1 203 977 to the reserve for acquisition of own shares and to submit the draft of allocation of the profit (loss) of the Company for the year ended 31 December 2014 to the Company's Supervisory Council for consideration and to the Annual General Meeting of Shareholders for approval (**Annex No. 3**);
- In view of the fact that from the 1<sup>st</sup> January 2015 the national currency of the Republic of Lithuania is Euro and in accordance with the Article 14 of the *Law on the Euro Adoption in the Republic of Lithuania*, as well as the Article 6 of *Law on Redenomination to the Euro of the Capital and of the Nominal Value of Securities of Public Limited Liability Companies and Private Limited Liability Companies and Amendment of the Articles of Association of These Companies*, as well as the requirements of the new wording of *Law on Companies of the Republic of Lithuania*, to propose to the Annual General Meeting of Shareholders:
  - a) to amend articles 4.1. and 4.2. of the Articles of Association of the Company and to restate them as follows:

“4.1. The share capital of the Company equals to EUR 12 558 621.97 .  
4.2. The Company's share capital is divided into 43 305 593 dematerialised ordinary registered shares with the par value of EUR 0.29 (twenty nine euro cents) per share.”;
  - b) to withdraw article 11.2. of the Articles of Association of the Company and to restate the numeration accordingly from 11.3. and 11.4. into 11.2. and 11.3. (The new wording of Articles of Association of the Company is attached (**Annex No. 4**));
  - c) 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 undertake all necessary actions in order to register the new wording of the Articles of Association of the Company with the Register of Legal Persons.

- To convene the Annual General Meeting of Shareholders of the Company at 10 a.m. on 3 April 2015 at Smolensko str. 10, Vilnius, the Republic of Lithuania, which is the registered address of the Company.
- To approve the agenda of the Annual General Meeting of Shareholders of the Company:
  1. Stand-alone Annual Report of the Company for the year ended 31 December 2014.
  2. Approval of the Audited Stand-alone Financial Statements of the Company for the year ended 31 December 2014.
  3. Distribution of profit (loss) of the Company for the year ended 31 December 2014;
  4. 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.
- To approve the draft decisions of the Annual General Meeting of Shareholders (**Annex No. 5**).

Annexes:

1. AviaAM Leasing AB Stand-alone Annual Report for the year ended 31 December 2014;
2. AviaAM Leasing AB Stand-alone Financial Statements for the year ended 31 December 2014;
3. Draft of profit (loss) allocation of AviaAM Leasing AB for the year ended 31 December 2014;
4. New wording of the Articles of Association of AviaAM Leasing AB;
5. Draft Decisions of the Annual General Meeting of Shareholders of AviaAM Leasing AB.

Source of information: Warsaw Stock Exchange

AviaAM Leasing AB  
General Manager  
Tadas Goberis