

AviaAM Leasing AB
Notification on material event

Notice on Annual General Meeting of Shareholders of AviaAM Leasing AB

7 April 2016

Report No 5/2016

The Annual General Meeting of AB AviaAM Leasing (code 302330793, registered address at Smolensko st. 10, Vilnius, Lithuania) (the **Company**) Shareholders will be held at the headquarters of the Company at Smolensko st. 10, Vilnius, Lithuania, at 10.00 a.m. on 29 April 2016. Registration will take place from 9.00 a.m. till 9.50 a.m.

The meeting is convened by initiative of the Board of the Company.

The General Meeting of Shareholders record day is **22 April 2016**.

The Shareholders proprietary rights record day is **13 May 2016**.

Proposed agenda:

1. Stand-alone Annual Report of the Company for the year ended 31 December 2015;
2. Consolidated Annual Report of the Company for the year ended 31 December 2015;
3. Approval of the Audited Stand-alone Financial Statements of the Company for the year ended 31 December 2015;
4. Approval of the Audited Consolidated Annual Financial Statements of the Company for the year ended 31 December 2015;
5. Distribution of profit (loss) of the Company for the year ended 31 December 2015;
6. Election of the Company's auditor and approval of conditions of payment for the audit services for the years 2016 and 2017.

Proposed draft decisions:

1. To take note of the Stand-alone Annual Report of the Company for the year ended 31 December 2015 (**Annex No 1**).
2. To take note of the Consolidated Annual Report of the Company for the year ended 31 December 2015 (**Annex No 2**);
3. To approve the Audited Stand-alone Financial Statements of the Company for the year ended 31 December 2015 (**Annex No 3**);
4. To approve the Audited Consolidated Financial Statements of the Company for the year ended 31 December 2015 (**Annex No 4**);
5. To distribute the profit (loss) of the Company for the year ended 31 December 2015 according to the draft distribution of the profit (loss) (**Annex No 5**);
6. To elect PricewaterhouseCoopers UAB, legal entity's code 111473315, registered address at J. Jasinskio st. 16B, Vilnius, the Republic of Lithuania, as the Company's audit firm for the years 2016 and 2017 and to establish the conditions on payment as follows: EUR 50 000 (fifty thousand euro) (without VAT) for the audit services. The audit services shall comprise the audit of the annual stand-alone and consolidated financial statements of the Company for the years

2016 and 2017, and assessment of the consolidated annual report of the Company for the years 2016 and 2017.

The total number of the Company's shares of EUR 0.29 par value each and the number of shares granting voting rights during the General Meeting of Shareholders amounts to 43 305 593. ISIN code of the Company's shares is LT0000128555.

Shareholders who at the end of the General Meeting of Shareholders record day (i.e. 22 April 2016), will be shareholders of the Company have a right to participate and vote at the General Meeting of Shareholders personally or by proxy, or to be represented by the person with whom an agreement on the transfer of voting rights is concluded.

Shareholders of the Company that will hold the shares through securities accounts maintained by the participants of the National Depository for Securities in Poland will be given the opportunity to participate in and vote at the General Meeting of Shareholders, either by proxy or personally, by requesting the participant of the National Depository for Securities (i.e. brokerage firm where the shareholder holds its shares), to register him/her for the General Meeting of Shareholders. This request should be submitted before or on the General Meeting of Shareholders record date.

A person attending the General Meeting of Shareholders and having a voting right must bring with him/her a person's identification document. A person who is not a shareholder must additionally produce a document confirming his/her right to vote at the Annual General Meeting of Shareholders.

Each shareholder shall have a right, in the manner established by the Law, to authorise another (natural or legal) person on his/her behalf to attend and vote at the General Meeting of Shareholders. At the General Meeting of Shareholders, an authorised person shall have the same rights as would be held by the shareholder or shareholders represented by him/her, unless the authorized person's rights are limited by the power of attorney or by the Law. The authorised person must provide a power of attorney certified in the manner established by the Law. A power of attorney issued in a foreign state must be translated into Lithuanian and legalised in the manner established by the Law. The Company does not establish special form of power of attorney.

A shareholder or a person authorised by him/her shall have a right to vote in writing in advance by filling in the General Voting Ballot. The sample of General Voting Ballot is provided on the Company's website at www.aviasg.com under the heading Investor Relations. 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 General Meeting of Shareholders by sending them by registered mail to AB AviaAM Leasing, Smolensko st. 10, Vilnius, Lithuania. The Company is not providing the possibility to attend and vote at the General Meeting of Shareholders through electronic means of communication.

Persons, who at the end of the tenth business day following the General Meeting that will adopt a respective decision (i.e. on 13 May 2016) will be shareholders of the Company, shall have proprietary rights (to get dividends, if any shall be distributed).

Each shareholder holding shares that grant at least 1/20 of all votes shall have the right of proposing to supplement the agenda of the General Meeting of Shareholders. Draft decisions on the proposed issues shall be submitted together with the proposal or, if the decisions do not need to be approved, explanations on each proposed issue of the General Meeting of Shareholders shall be presented.

Proposal to supplement the agenda must be presented in writing by sending it by registered mail to AB AviaAM Leasing, Smolensko st. 10, Vilnius, Lithuania. The agenda will be supplemented if the proposal is received not later than 14 days before the General Meeting of Shareholders.

Each shareholder holding shares that grant at least 1/20 of all votes shall have the right of proposing draft resolutions on the issues already included or to be included in the agenda of the General Meeting of Shareholders, to nominate the audit company. The proposed draft decisions at any time before the General Meeting of Shareholders must be presented in writing by sending them by registered mail to AB AviaAM Leasing, Smolensko st. 10, Vilnius, Lithuania. The shareholders shall also be entitled to propose draft resolutions on the agenda issues of the General Meeting of Shareholders in writing during the Meeting.

The shareholders shall have the right to present questions related to the agenda issues of the General Meeting of Shareholders to the Company in advance in writing, by providing the shareholder's (natural or legal persons) personal identification number, the natural persons consent to process personal data - personal identification number, in the letter and by sending it by registered mail. The Company undertakes to respond if the questions are received not later than 3 (three) business days before the General Meeting of Shareholders. Responses of a general character shall be posted on the Company's website www.aviasg.com under the heading Investor Relations. The Company will not respond personally to the shareholder if the respective information is posted on the Company's website.

The shareholders could get familiarised with the documents possessed by the Company related to the agenda of the Meeting, including draft resolutions, and other documents to be submitted to the General Meeting of Shareholders as well as to get information regarding execution of the shareholders' rights at the headquarters of AB AviaAM Leasing, Smolensko st. 10, Vilnius, Lithuania, or on the Company's website at www.aviaam.com under the heading Investor Relations.

Additional information is provided on the web site www.aviaam.com

Annexes:

1. AB AviaAM Leasing Stand-alone Annual Report for the year ended 31 December 2015;
2. AB AviaAM Leasing Consolidated Annual Report for the year ended 31 December 2015;
3. AB AviaAM Leasing Audited Stand-alone Financial Statements for the year ended 31 December 2015;
4. AB AviaAM Leasing Audited Consolidated Financial Statements for the year ended 31 December 2015;
5. Draft of profit (loss) allocation of AB AviaAM Leasing for the year ended 31 December 2015;
6. Sample of the general voting ballot.

Source of information: Warsaw Stock Exchange

AviaAM Leasing AB
General Manager
Tadas Goberis