

NOTICE ON EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

AB “AVIAAM LEASING” – Notice on convocation of the Extraordinary General Meeting of Shareholders

15 February 2018

Report no. 6/2018

The Extraordinary General Meeting of Shareholders (hereinafter the “**Meeting**”) of AB “AviaAM Leasing” (public limited liability company, legal entity code 302330793, registered address at Smolensko g. 10, Vilnius, the Republic of Lithuania, hereinafter the “**Company**”) will be held at the headquarters of the Company at Smolensko g. 10, Vilnius, the Republic of Lithuania, at 11 a.m. on 9 March 2018. Registration will take place from 10 a.m. till 11 a.m.

The Meeting is convened by the initiative of certain shareholders of the Company and by the decision of the Board of the Company.

The record day of the Meeting is 2 March 2018. Only those persons have the right to participate and vote at the Meeting, who will be the shareholders of the Company at the close of the record day of the Meeting, or their authorised persons, or persons, with whom an agreement on transfer of voting right is concluded.

Agenda of the Meeting:

1. Delisting of shares of the Company from trading on the regulated market Warsaw Stock Exchange and non-execution of the public offering of the shares of the Company.
2. Authorisations to the Manager of the Company.

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 Meeting amounts to 43,305,593. ISIN code of the Company’s shares is LT0000128555.

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 Meeting, either by proxy or personally, by requesting the participant of the National Depository for Securities in Poland (i.e. brokerage firm where the shareholder holds its shares), to register him/her/it for the Meeting. This request should be submitted before or on the record date of the Meeting.

A person attending the Meeting 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 Meeting.

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 Meeting. At the Meeting, an authorised person shall have the same rights as would be held by the shareholder or shareholders represented by him/her, unless the authorised 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 as an attachment to this notification and on the Company’s website at www.aviaam.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 Meeting by sending them by registered mail to AB “AviaAM Leasing”, Smolensko g. 10, LT-03201 Vilnius, the Republic of Lithuania. The Company is not providing the possibility to attend and vote at the Meeting through electronic means of communication.

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 Meeting. 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 Meeting shall be presented. Proposal to supplement the agenda must be presented in writing by sending it by registered mail to AB “AviaAM Leasing”, Smolensko g. 10, LT-03201 Vilnius, the Republic of Lithuania. The agenda will be supplemented if the proposal is received not later than 14 days before the Meeting.

The shareholders, who hold shares carrying at least 1/20 of all the votes, at any time before the general meeting of shareholders or during the meeting, may propose new draft resolutions on items which are or will be included in the agenda of the meeting. The proposals may be submitted in writing or sent by e-mail. Written proposals shall be submitted to the Company on business days or by sending them by registered mail to AB “AviaAM Leasing”, Smolensko g. 10, LT-03201 Vilnius, the Republic of Lithuania. Proposals submitted by e-mail shall be sent to the e-mail info@aviaam.com.

The shareholders shall have the right to present questions related to the agenda issues of the Meeting 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 business days before the Meeting. Responses of a general character shall be posted on the Company's website www.aviaam.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 Meeting as well as to get information regarding execution of the shareholders' rights at the headquarters of AB “AviaAM Leasing”, Smolensko g. 10, Vilnius, the Republic of 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. Draft resolutions proposed to the Meeting.
2. General voting ballot.

Source of information: Warsaw Stock Exchange

AB “AviaAM Leasing”
General Manager
Tadas Goberis