

CITY SERVICE AS
MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

16 September 2015

Meeting commenced at 9:00.

Meeting closed at 9:30.

Meeting took place at Lvovo st. 25, 11th floor, Vilnius, Lithuania.

The following persons participated in the General Meeting of Shareholders:

- 2 shareholders of City Service AS (a company registered in Estonia with its registered address at Narva mnt 5, 10117 Tallinn, Estonia, hereinafter, the Company), representing 21,810,778 shares of the Company constituting 69 % of all the shares granting voting rights in the Company (according to the Shareholders' Registration List attached as Annex No. 1 hereto);

The shareholders of the Company were informed about the convocation and agenda of the Extraordinary General Meeting of Shareholders (hereinafter, the Meeting) by a notice published on 25 August 2015 in the newspaper Eesti Päevaleht as well as by notices on the web-page of AB NASDAQ OMX Vilnius <http://www.nasdaqomxbaltic.com/market/?pg=news&issuer=CTS&start=1996-05-31> and webpage of the Company <http://www.cityservice.lt/en/news/nid.530>. Draft resolutions and related documents were made available for examination on the above web-pages and at the offices in Vilnius and Tallinn.

Jonas Janukėnas was elected as the chairman of the meeting and Ignas Krasauskas was elected as the secretary of the meeting.

Agenda of the Meeting

1. Approval of conversion of the Company into an SE.
2. Approval of the Plan of Conversion and Draft Terms of Conversion.
3. Approval of the Statutes.

There were no comments on or objections regarding the agenda of the Meeting.

1. Approval of conversion of the Company into an SE.

DECIDED:

- 1.1. To take into consideration the expert report prepared by Rödl & Partner OÜ under § 37 (6) of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European Company (SE).
- 1.2. To approve the conversion of the Company into a European Company, as it is provided in § 37 of the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European Company (SE), where the Company, being a public limited-liability company, formed under the law of a Member State (Estonia), which has its registered office and head office within the European Community, registry number 12827710, registered address Narva mnt 5, 10117 Tallinn, Estonia, data collected and stored in the Commercial Register of the Republic of Estonia shall be transformed into a European public limited-liability company (*Societas Europaea* or SE). The conversion of the Company into an SE shall not result in the winding up of the Company or in the creation of a new legal person.
- 1.3. The new business name of the Company shall be City Service SE.
- 1.4. Seeking to duly implement the conversion as well as to ensure the rights and lawful interests of the shareholders, it is anticipated to apply to AB NASDAQ OMX Vilnius with a request to suspend the trading in shares of the Company 2 trading days until the day of application to the Estonian commercial register (*äriregister*) regarding registration of conversion. All the orders for acquisition or transfer of shares of the Company provided until the trading suspension day shall be executed following the procedure of the applicable legal acts. For the purpose of exchange of shares of the Company into the shares of City Service SE a list of shareholders shall be concluded at a close of the trading day preceding the day of application to the Estonian commercial register (*äriregister*) (hereinafter, the Record Day of Shares). According to this list all the shareholders of the Company will become the shareholders of City Service SE, by exchanging on the effective day all 31,610,000 shares of the Company (ISIN: EE3100126368) to the newly issued shares of City Service SE of the nominal value of EUR 0.3 each under the proportion of 1:1, i.e. each shareholder of the Company will

receive one share in City Service SE for each share in the Company owned by that shareholder as at the close of the Record Day of Shares.

- 1.5. After the conversion the shareholders of the Company will be given all rights arising from the law, the Statutes and the shares of the Company.
- 1.6. The conversion will not bring any negative consequences to the employees of the Company. Their terms of employment will not be changed by conversion.
- 1.7. The share capital of City Service SE shall be EUR 9,483,000, divided into 31,610,000 shares with the nominal value of EUR 0.3 each.
- 1.8. The conversion balance sheet date shall be 1 July 2015.
- 1.9. The management of City Service SE shall not change and remain the same, i.e. the only member of the management board of City Service SE will be the same as is in the Company, i.e. Jonas Janukėnas, date of birth 19-07-1976, residing in Vilnius, Lithuania.
- 1.10. The members of the supervisory board of City Service SE will be the same as are in the Company, i.e.:
 - 1.10.1. Andrius Janukonis, date of birth 12-10-1971, residing in Vilnius, the Republic of Lithuania;
 - 1.10.2. Gintautas Jaugielavičius, date of birth 03-07-1971, residing in Vilnius, the Republic of Lithuania;
 - 1.10.3. Artūras Gudelis, date of birth 11-01-1977, residing in Vilnius, the Republic of Lithuania.
- 1.11. The financial year of City Service SE shall not change and shall begin on 1 January and end on 31 December.

VOTED: In favour of - 21,810,778 votes, against - 0 votes, abstained - 0 votes.

2. Approval of the Plan of Conversion and Draft Terms of Conversion.

DECIDED:

- 2.1. To approve the plan of conversion and draft terms of conversion signed by the Management Board of the Company on 13 August 2015.

VOTED: In favour of - 21,810,778 votes, against - 0 votes, abstained - 0 votes.

3. Approval of the Statutes.

DECIDED:

- 3.1. To approve the Statutes of City Service SE, including the new legal form – the European Company, the new firm name – City Service SE, the supplemented ways of participation in the meeting – by electronic means and by mail in writing.
- 3.2. To authorize (with a right to delegate) the Management Board of the Company to perform any and all actions and sign any and all documents related to the conversion of the Company into the European Company.

VOTED: In favour of - 21,810,778 votes, against - 0 votes, abstained - 0 votes.

No objections to any of the resolutions were presented at the Meeting.

ANNEXES:

1. Shareholders' Registration List.
2. Powers of attorney.

Chairman of the Meeting




Jonas Janukėnas

Secretary of the Meeting

Ignas Krasauskas

**Minutes of the extraordinary general meeting of shareholders
Annex No. 1
16 September 2015**

**CITY SERVICE AS
LIST OF PARTICIPATING SHAREHOLDERS**

No.	Shareholder	Number of shares	Signature
1.	UAB „ICOR“, company code 300021944, (representative – Artūras Gudelis)	<p align="center">CORRECTION 20205595 2019356418</p> 	
2.	Nordea Banki Pabaldas PLC	1605183	
3.			
4.			
5.			

The Chairman of the Meeting – Jonas Janukėnas

The Secretary of the Meeting – Ignas Krasauskas



ĮGALIOJIMAS

AB "Lietuvos centrinis vertybinių popierių depozitoriumas", kurios buveinė Konstitucijos pr. 29, LT-08105 Vilnius, Lietuva, įmonės kodas 110059343 (toliau vadinamo **Įgaliotoju**), kuri savo klientų vardu atidarytoje sąskaitoje Nr. EE3100126368/983/11/02 turi City Service AS, įmonės kodas 12827710, buveinė Narva g. 5, Talinas, 10117, Estija (toliau **Bendrovė**) akcijų, ISIN code EE3100126368, šiuo įgalioja:

- AB DNB bankas Rinkų operacijų skyrių, adresas Basanavičiaus 26, Vilnius, įmonės kodas 112029270 (toliau vadinama **Įgaliotiniu**), kuris yra įgaliotas atstovauti Įgaliotoją dėl 19 907 580 paprastųjų vardinių Bendrovės akcijų, kurių kiekvienos nominali vertė EUR 0.30.

Įgaliotinis įgaliojamas būti tikru ir teisėtu Įgaliotiniu ir Įgaliotojo vardu atlikti visus žemiau nurodytus veiksmus, susijusius su Bendrovės visuotiniu akcininkų susirinkimu, kuris turi įvykti 2015 m. rugsėjo 16 d., trečiadienį (9 val. 00 min.), adresu Lvovo g. 25, Vilnius, Lietuva (Verslo centre "3 burės", Mažoji burė, 11 aukštas), (toliau tekste – „**Visuotinis akcininkų susirinkimas**“):

- 1) Teikti pasiūlymus Visuotinio akcininkų susirinkimo dienotvarkės klausimais bei jų sprendimų variantus;
- 2) Dalyvauti Visuotiniame akcininkų susirinkime;
- 3) Balsuoti Visuotiniame akcininkų susirinkime visais dienotvarkės klausimais, kurie buvo paskelbti viešai ar apie kuriuos buvo kitaip teisėtai pranešta, taip, kaip Įgaliotinis mano esant tinkama;
- 4) Sutikti arba nesutikti, kad Visuotiniame akcininkų susirinkime būtų svarstomi dienotvarkės klausimai, apie kuriuos nebuvo paskelbta prieš Visuotinį akcininkų susirinkimą, taip pat balsuoti tokiais klausimais taip, kaip Įgaliotinis mano esant tinkama;
- 5) Pasirašyti bet kokius su Visuotiniu akcininkų susirinkimu susijusius dokumentus;

POWER OF ATTORNEY

AB "Lietuvos centrinis vertybinių popierių depozitoriumas" with its registered office at Konstitucijos ave. 29, LT-08105 Vilnius, Lithuania, enterprise code 110059343 (hereinafter **Principal**), who holds shares (ISIN code EE3100126368) of City Service AS, registry code 12827710, address Narva mnt 5, Tallinn, 10117, Estonia, (hereinafter the **Company**) in its nominee account No. EE3100126368/983/11/02 on behalf of other persons (clients), hereby appoints:

- AB DNB bankas Rinkų operacijų skyrių, address Basanavičiaus 26, Vilnius, registry code 112029270 (hereinafter the **Attorney**), who is authorized to represent the Principal regarding 19 907 580 ordinary registered shares of the Company with a nominal value of EUR 0.30 each.

The Attorney is authorized to act as the true and lawful Attorney for and on behalf of the Principal and to perform any or all of the following actions in connection with the General Meeting of shareholders of the Company on 16 September 2015, Wednesday (at 09:00), at the address Lvovo str. 25, Vilnius, Lithuania (Business Center "3 burės" (3 Sails), Mažoji burė (the Small Sail), the 11th floor) (the "**General Meeting**"):

- 1) to make proposals to the agenda items and draft resolutions of the General Meeting;
- 2) to take part in the General Meeting;
- 3) to vote in the General Meeting, as the Attorney deems appropriate, on all items of the agenda which have been announced publicly or otherwise lawfully reported;
- 4) to agree or disagree with considering at the General Meeting issues of the agenda that have not been announced publicly before the General Meeting and vote on such issues as the Attorney deems appropriate;
- 5) to sign any and all documents related to the General Meeting;

6) Visuotiniame akcininkų susirinkime turėti visas galias, kurias Įgaliotojas turėtų, jei būtų Bendrovės akcininkas, ir jomis pasinaudoti.

6) to have and execute any and all other powers which the Principal would have itself as the shareholder of the Company at the General Meeting.

Įgaliotinis turi teisę perįgaluoti šio įgaliojimo ribose trečiasis šalis šiame įgaliojime numatytais tikslais.

The Attorney is hereby authorized to re-authorize (to issue a Power of Attorney to) any third party for the purpose and the actions specified in this Power of Attorney.

Šis dokumentas įsigalioja nuo jo įforminimo dienos ir galioja iki 2015 m. spalio 16 d.

This Power of Attorney shall be effective as of the date of execution and shall remain in force until 16 October 2015.

Esant neatitikimams tarp variantų anglų ir lietuvių kalba, vadovaujasi variantu lietuvių kalba.

In the event of inconsistency between the English and Lithuanian versions, the Lithuanian version of shall prevail.

Vilnius, 2015 rugsėjo 14d.

/Vilnius, 14 September, 2015

Mindaugas Bakas

Vardas, Pavardė

Mindaugas Bakas

Name:



AB "Lietuvos centrinis vertybinių popierių Depozitoriumas" prezidentas
(pareigos)

/ President of the Central Securities
Depository of Lithuania
(Title)



POWER OF ATTORNEY No. 80

AB DNB bankas (registry code 112029270, address J. Basanavičiaus g. 26, Vilnius, Lithuania, hereinafter the "**Holder of the Nominee Account**"), represented by Mindaugas Tutlys, who holds shares (ISIN code EE3100126368) of City Service AS (registry code 12827710, address Narva mnt 5, Tallinn, 10117, Estonia, hereinafter the "**Company**") in its nominee account 09831102 on behalf of other persons (clients),

hereby grants this power of attorney and authorizes the following person to represent the Holder of the Nominee Account at the general meeting of shareholders of the Company to be held on 16 September 2015, Wednesday (at 09:00), at the address Lvovo str. 25, Vilnius, Lithuania (Business Center "3 burės" (3 Sails), Mažoji burė (the Small Sail), the 11th floor) (hereinafter the "**General Meeting**"), or at a repeated General Meeting in case the General Meeting to be held on 16 September 2015 has no quorum or does not take place for any other reasons:

UAB "ICOR", address Konstitucijos pr. 7, Vilnius, Lithuania, registry code 300021944 (hereinafter, the "**Attorney**"), who is authorized to represent the Holder of the Nominee Account regarding 19.751.547 ordinary registered shares of the Company with a nominal value of EUR 0.30 each (according to the data as at 23:59 of 9 September 2015).

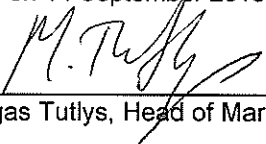
In connection with the foregoing, the Holder of the Nominee Account authorises the above Attorney to exercise any and all rights arising from the indicated number of shares of the Company, including, without limitation, to participate and vote at the General Meeting and to perform any and all other acts and execute any and all formalities in the General Meeting, which in the opinion of the Attorney are necessary for exercising the authorisation granted hereunder.

The Holder of the Nominee Account declares that the Attorney authorized under this power of attorney is entitled to exercise all the rights and obligations arising from the number of shares of the Company, indicated above and accounted in the nominee account and to duly represent the Holder of the Nominee Account at the General Meeting.

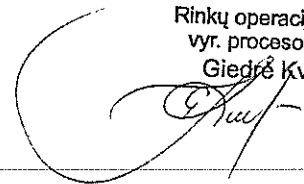
This power of attorney is limited to the purpose described above and shall expire on 16 October 2015.

The Attorney is hereby entitled to re-authorise (to issue a Power of Attorney to) any other person to perform the same actions for the same purposes.

SIGNED on 14 September 2015, at 14:00 p.m in Vilnius, Lithuania.


Mindaugas Tutlys, Head of Markets, Baltics, AB DNB bankas

Rinkų operacijų skyrius
vyr. proceso vadovė
Giedrė Kviklytė



— AB DNB bankas

J. Basanavičiaus g. 26, LT-03601 Vilnius
Banko kodas 40100

Tel.: 1608, (8 5) 239 3444
Faksas (8 5) 213 9057
El. paštas info@dnb.lt, www.dnb.lt

Banko (įmonės) kodas 112029270
Duomenys kaupiami ir saugomi
Juridinių asmenų registre

ĮGALIOJIMAS

AB "Lietuvos centrinis vertybinių popierių depozitoriumas", kurios buveinė Konstitucijos pr. 29, LT-08105 Vilnius, Lietuva, įmonės kodas 110059343 (toliau vadinamo **Įgaliotoju**), kuri savo klientų vardu atidarytoje sąskaitoje Nr. EE3100126368/947/11/02 turi City Service AS, įmonės kodas 12827710, buveinė Narva g. 5, Talinas, 10117, Estija (toliau **Bendrovė**) akcijų, ISIN code EE3100126368, šiuo įgaliojima:

- UAB FMĮ "Orion Securities", adresas A. Tumėno 4, 7 aukštas, Vilnius, įmonės kodas 122033915 toliau vadinamą **Įgaliotiniu**), kuris yra įgaliotas atstovauti Įgaliotoją dėl 2 385 024 paprastųjų vardinių Bendrovės akcijų, kurių kiekvienos nominali vertė EUR 0.30.

Įgaliotinis įgaliojamas būti tikru ir teisėtu Įgaliotiniu ir Įgaliotojo vardu atlikti visus žemiau nurodytus veiksmus, susijusius su Bendrovės visuotiniu akcininkų susirinkimu, kuris turi įvykti 2015 m. rugsėjo 16 d., trečiadienį (9 val. 00 min.), adresu Lvovo g. 25, Vilnius, Lietuva (Verslo centre "3 burės", Mažoji burė, 11 aukštas), (toliau tekste – „**Visuotinis akcininkų susirinkimas**“):

- 1) Teikti pasiūlymus Visuotinio akcininkų susirinkimo dienotvarkės klausimais bei jų sprendimų variantus;
- 2) Dalyvauti Visuotiniame akcininkų susirinkime;
- 3) Balsuoti Visuotiniame akcininkų susirinkime visais dienotvarkės klausimais, kurie buvo paskelbti viešai ar apie kuriuos buvo kitaip teisėtai pranešta, taip, kaip Įgaliotinis mano esant tinkama;
- 4) Sutikti arba nesutikti, kad Visuotiniame akcininkų susirinkime būtų svarstomi dienotvarkės klausimai, apie kuriuos nebuvo paskelbta prieš Visuotinį akcininkų susirinkimą, taip pat balsuoti tokiais klausimais taip, kaip Įgaliotinis mano esant tinkama;
- 5) Pasirašyti bet kokius su Visuotiniu akcininkų susirinkimu susijusius dokumentus;

POWER OF ATTORNEY

AB "Lietuvos centrinis vertybinių popierių depozitoriumas" with its registered office at Konstitucijos ave. 29, LT-08105 Vilnius, Lithuania, enterprise code 110059343 (hereinafter **Principal**), who holds shares (ISIN code EE3100126368) of City Service AS, registry code 12827710, address Narva mnt 5, Tallinn, 10117, Estonia, (hereinafter the **Company**) in its nominee account No. EE3100126368/947/11/02 on behalf of other persons (clients), hereby appoints:

- UAB FMĮ "Orion Securities", address A. Tumėno 4, 7 aukštas, Vilnius, registry code 122033915 (hereinafter the **Attorney**), who is authorized to represent the Principal regarding 2 385 024 ordinary registered shares of the Company with a nominal value of EUR 0.30 each.

The Attorney is authorized to act as the true and lawful Attorney for and on behalf of the Principal and to perform any or all of the following actions in connection with the General Meeting of shareholders of the Company on 16 September 2015, Wednesday (at 09:00), at the address Lvovo str. 25, Vilnius, Lithuania (Business Center "3 burės" (3 Sails), Mažoji burė (the Small Sail), the 11th floor) (the "**General Meeting**"):

- 1) to make proposals to the agenda items and draft resolutions of the General Meeting;
- 2) to take part in the General Meeting;
- 3) to vote in the General Meeting, as the Attorney deems appropriate, on all items of the agenda which have been announced publicly or otherwise lawfully reported;
- 4) to agree or disagree with considering at the General Meeting issues of the agenda that have not been announced publicly before the General Meeting and vote on such issues as the Attorney deems appropriate;
- 5) to sign any and all documents related to the General Meeting;

6) Visuotiniame akcininkų susirinkime turėti visas galias, kurias Įgaliotojas turėtų, jei būtų Bendrovės akcininkas, ir jomis pasinaudoti.

Įgaliotinis turi teisę perįgaluoti šio įgaliojimo ribose trečiasias šalis šiame įgaliojime numatytais tikslais.

Šis dokumentas įsigalioja nuo jo įforminimo dienos ir galioja iki 2015 m. spalio 16 d.

Esant neatitikimams tarp variantų anglų ir lietuvių kalba, vadovaujamosi variantu lietuvių kalba.

6) to have and execute any and all other powers which the Principal would have itself as the shareholder of the Company at the General Meeting.


The Attorney is hereby authorized to re-authorize (to issue a Power of Attorney to) any third party for the purpose and the actions specified in this Power of Attorney.

This Power of Attorney shall be effective as of the date of execution and shall remain in force until 16 October 2015.

In the event of inconsistency between the English and Lithuanian versions, the Lithuanian version of shall prevail.

Vilnius, 2015 rugsėjo 15d.

Vilnius, 15 September, 2015


Mindaugas Bakas

(Vardas, pavardė, parašas)


Mindaugas Bakas

(Name, signature)

AB "Lietuvos centrinis vertybinių / President of the Central Securities
popierių Depozitoriumas" prezidentas Depository of Lithuania AB
(pareigos) (Title)



POWER OF ATTORNEY

UAB FMI Orion Securities, registry code 122033915, address A. Tumėno str. 4, B Corp., floor 7, LT-01109 Vilnius, Lithuania, hereinafter the "**Holder of the Nominee Account**"), represented by managing director Alius Jakubėlis, who holds shares (ISIN code EE3100126368) of City Service AS (registry code 12827710, address Narva mnt 5, Tallinn, 10117, Estonia, hereinafter the "**Company**") in its nominee account No. 11/11002-300021944-20792 on behalf of other persons (clients),

hereby grants this power of attorney and authorizes the following person to represent the Holder of the Nominee Account at the general meeting of shareholders of the Company to be held on 16 September 2015, Wednesday (at 09:00), at the address Lvovo str. 25, Vilnius, Lithuania (Business Center "3 burės" (3 Sails), Mažoji burė (the Small Sail), the 11th floor) (hereinafter the "**General Meeting**"), or at a repeated General Meeting in case the General Meeting to be held on 16 September 2015 has no quorum or does not take place for any other reasons:

UAB ICOR, address Konstitucijos ave. 7, 28th floor, LT-09308 Vilnius, Lithuania, registry code 300021944 (hereinafter, the "**Attorney**"), who is authorized to represent the Holder of the Nominee Account regarding **454 048** ordinary registered shares of the Company with a nominal value of EUR 0.30 each (according to the data as at 23:59 of 9 September 2015).

In connection with the foregoing, the Holder of the Nominee Account authorises the above Attorney to exercise any and all rights arising from the indicated number of shares of the Company, including, without limitation, to participate and vote at the General Meeting and to perform any and all other acts and execute any and all formalities in the General Meeting, which in the opinion of the Attorney are necessary for exercising the authorisation granted hereunder.

The Holder of the Nominee Account declares that the Attorney authorized under this power of attorney is entitled to exercise all the rights and obligations arising from the number of shares of the Company, indicated above and accounted in the nominee account and to duly represent the Holder of the Nominee Account at the General Meeting.

This power of attorney is limited to the purpose described above and shall expire on 16 October 2015.

The Attorney is hereby entitled to re-authorise (to issue a Power of Attorney to) any other person to perform the same actions for the same purposes.

SIGNED on 15th of September 2015, at 10:30.

Direktorius
Alius Jakubėlis
(position, name, surname, signature)





1990 KOVO 11 D. – LIETUVA
KOVO 23 D. – ICOR

ĮGALIOJIMAS Nr. ĮG-73

Sudarytas ir pasirašytas 2015-09-15, Vilniuje

UAB „ICOR“, juridinio asmens kodas 300021944, atstovaujama generalinio direktoriaus Juliaus Dovidonio (toliau – „Įgaliotojas“), ĮGALIOJA

Artūrą Gudelį, asmens kodas _____, (toliau – „Įgaliotinis“),

1. atstovauti Įgaliotojui 2015-09-16 įvyksiančiame City Service AS, juridinio asmens kodas 12827710, registruotos buveinės adresas: Narva mnt. 5, Talinas, Harju apylinkė, 10117, Estijos Respublika visuotiniame akcininkų susirinkime, kaip akcininką, ir balsuoti „už“ darbotvarkės klausimais.
2. Įgaliotiniui suteikiama teisė daryti Bendrovės vardu pareiškimus, pasirašyti dokumentus, taip pat minėtame visuotiniame akcininkų susirinkime Bendrovės vardu atlikti visus kitus veiksmus arba Bendrovės interesais nuo tokių susilaikyti.

Įgaliojimas galioja iki 2015-10-31

Įgaliotojas turi teisę bet kada panaikinti įgaliojimą, o įgaliotinis – įgaliojimo atsisakyti.

Įgaliojimas pasibaigia: 1) pasibaigus įgaliojimo terminui; 2) įgaliotojui panaikinus įgaliojimą; 3) įgaliotiniui atsisakius įgaliojimo; 4) nustojus egzistuoti juridiniam asmeniui, kuris davė įgaliojimą; 5) mirus fiziniam asmeniui, kuriam duotas įgaliojimas, ar pripažinus jį neveiksniu ar ribotai veiksniu, arba nežinia kur esančiu.

Apie įgaliojimo panaikinimą įgaliotojas privalo pranešti įgaliotiniui, taip pat įgaliotojui žinomiems asmenims, su kuriais nustatant ir palaikant santykius atstovauti duotas įgaliojimas.

Įgaliotinis, privalo pateikti ataskaitą apie savo veiklą ir atsiskaityti Įgaliotojui už viską, ką yra gavęs vykdydamas šiuos pavedimus.

Įgaliotojas

UAB „ICOR“
Generalinis direktorius

A.V.

Julius Dovidonis

Įgaliotinis

Artūras Gudelis

POWER OF ATTORNEY



This notarial act has been executed and witnessed by Notary Public of _____, in his/her office in _____, on _____, 2015. Party to this notarial act is

Nordea Bank Finland Plc, a company incorporated under the laws of the Republic of Finland, with its registered office at Aleksanterinkatu 36, Helsinki, Finland, registered in Commercial Registry under No. 1680235-8 on 2.1.2002, (hereinafter the Party) represented by _____ Jyrki Hamari _____, personal ID _____, and _____ Susanna Helle _____, personal ID _____ recorded on the registry card of that company, whose identity is ascertained in virtue of passport and his/her competency and legal qualification is controlled.

The Party hereby gives the following Power of Attorney to:

Swedbank AS, a credit institution incorporated under the laws of the Republic of Estonia, with its registered office at Liivalaia 8, Tallinn, Estonia, registered in the Estonian Commercial Registry under No 10060701 with authority to

act as our fully authorized representative in accordance with the Custodial Services Agreement ("Agreement") concluded between Nordea and Swedbank AS in 22 October 2004 (at the time of signing AS Hansapank) in exercising voting rights in our name and on our behalf in all proposals made at any and all Annual and/or Extraordinary General Meetings of issuers of all securities which we hold on our securities accounts with Swedbank AS, to be held at any time during the duration of validity of this Power of Attorney, and to take any action, execute, sign, acknowledge and file any document necessary for such representation.

Swedbank AS is fully authorised to redelegate its powers under this Power of Attorney to any of its employees or to any of the employees of Swedbank AB (a credit institution incorporated under the laws of the Republic of Lithuania, with its registered office at Konstitucijos pr. 20A, Vilnius, Lithuania, registered in the Registrar of Companies under No 112029651).

This Power of Attorney shall remain in full force and effect until such time as it is revoked by notice in writing by the Party or until the termination of the Agreement.

This notarial act has been read out to the Party in the presence of the certifier of the notarial act, presented to the Party for examination, prior to acknowledgement. It has thereafter been acknowledged by the Party and signed in his/her own hand in the presence of the certifier of the notarial act.

Place and date: Helsinki, 7th of September, 2015
Nordea Bank Finland Plc

Jyrki Hamari

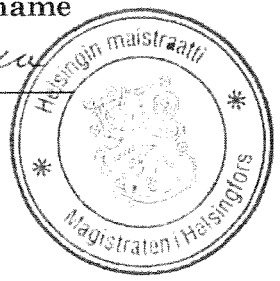
given name and surname

/signature/

Susanna Helle

given name and surname

/signature/

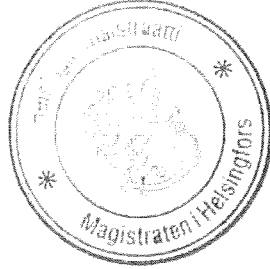


This is to certify that Jarkki Hanati and Sasanna Hei
Is are legally authorized to sign on behalf of
Norden Bank Finland Plc
and she/he has/they have signed this document.

Helsinki

Ex officio:

07. 09. 2015



A handwritten signature in black ink, appearing to read "Paula Ojaniemi", with a long horizontal line extending to the right.

PAULA OJANIEMI
Notary Public

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Maa: Suomi
Country: Finland

Tämän yleisen asiakirjan:
This public document:

2. on allekirjoittanut
has/have been signed by

Paula Ojaniemi

3. toimiessaan
acting in the capacity of

Notary Public

4. Siinä oleva leima/sinetti on
Bears the seal/stamp of

Helsingin maistraatti

Todistetaan
Certified

5. Helsingissä
at Helsinki

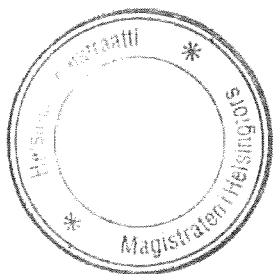
6. 7.9.2015
the

7. Elina Komulainen, Notary Public
by

8. No 10348/2015

9. Sinetti/Leima:
Seal/Stamp

10. Allekirjoitus:
Signature



This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears.
This Apostille does not certify the content of the document for which it was issued.

POWER OF ATTORNEY

In Tallinn

on September 11th, 2015, No. A01.05-200-01/247

Nordea Bank Finland Plc, a company incorporated under the laws of the Republic of Finland, with its registered office at Aleksanterinkatu 36, Helsinki, Finland, registered in Commercial Registry under No. 1680235-8 on 2.1.2002 (hereinafter the "**Principal**"),

represented by **Swedbank AS**, a company incorporated under the laws of the Republic of Estonia, registered in the Registrar of Companies under No. 10060701, with its registered office at Liivalaia 8, Tallinn, the Republic of Estonia (hereinafter the "**Bank**"), represented by a member of the management board Ms Ulla Ilisson, date of birth 22.10.1973, personal identification code 47310220286, recorded on the registry card of that company.

The undersigned hereby confirms that her powers as a board member are valid, he has not been recalled and his term has not ended or has been properly extended.

Taking into account there is an underlying Power of Attorney (hereinafter the "Authorization") issued to the Bank on 07.09.2015 by Principal and whereas under the Authorization the Bank is fully authorized to redelegate its powers to any of its employees or to any of the employees of Swedbank AB (a company incorporated under the laws of the Republic of Lithuania, with its registered office at Konstitucijos pr. 20A, Vilnius, Lithuania, registered in the Registrar of Companies under No. 112029651).

The Bank hereby redelegates its powers under above-mentioned Authorization to the following employees of **Swedbank AB**, a company incorporated under the laws of the Republic of Lithuania, with its registered office at Konstitucijos pr. 20A, Vilnius, Lithuania, registered in the Registrar of Companies under No. 112029651:

- **Dainius Lučkauskas**, having personal identification code _____ and/or
- **Neringa Bytautaitė**, having personal identification code _____ and/or
- **Kristina Palionienė**, having personal identification code _____ and/or
- **Greta Šiaučiulytė**, having personal identification code _____

(hereinafter each separately referred to as the "**Authorized Person**")

each separately to act as a fully authorized representative of the Principal in exercising voting rights in the name and on behalf of the Principal in all proposals made at any and all Annual and/or Extraordinary General Meetings of issuers of all securities owned by the Principal on securities accounts with Swedbank AS, to be held at any time during the

duration of validity of this Power of Attorney, and to take any other action, execute, sign, acknowledge and file any document necessary for such representation.

This Power of Attorney is given without the right of further authorization and shall be valid for the duration of the validity of the Authorization of the Principal or until revoked by the Bank.



Ulla Ilsson
Member of the Management Board
Swedbank AS