

Draft resolutions of the Extraordinary General Meeting of AB “Avia Solutions Group” Shareholders which shall be convened on November 29, 2013

Draft resolutions of the Extraordinary General Meeting of AB “Avia Solutions Group” Shareholders (code 302541648, registered address at Smolensko st. 10, Vilnius, Lithuania) to be convened on November 29, 2013, proposed by the Board of the Company:

1. Increase of the authorized capital of the Company.

Draft Decision:

*To increase the Company’s authorized capital by additional contributions from LTL 5,893,333 (five million eight hundred ninety three thousand three hundred and thirty three Litas) to LTL 6,058,333 (six million fifty eight thousand three hundred and thirty three Litas) by issuing up to 165,000 (one hundred sixty five thousand) new ordinary registered shares of nominal value 1 (one) Litas each (hereinafter referred to as **New Shares**).*

To delegate to the Board of the Company to define the detailed conditions and procedure for the subscription, payment and placement of the New Shares. The Board of the Company is commissioned and authorised to organise admission of the New Shares of the Company to trading on a regulated market (Warsaw Stock Exchange).

2. Revocation of the pre-emption rights to acquire the newly issued shares of the Company for the existing shareholders and entitlement of the right to acquire the newly issued shares of the Company to private investors.

Draft Decision:

To revoke the pre-emption rights to acquire the New Shares of the Company for the existing shareholders.

To grant the right to obtain 165,000 New Shares with par value of LTL 1 (one Litas) to the private investors in proportions as indicated below:

Mr. Josif Legenzov, the citizen of the Republic of Lithuania, personal code 3501023003991, shall acquire 91 745 ordinary registered shares of the Company;

Mr. Anatolij Legenzov, the citizen of the Republic of Lithuania, personal code 37501140223, shall acquire 73 255 ordinary registered shares of the Company.

If not all the New Shares are subscribed for within the period intended for share subscription, the authorised capital shall be increased by the amount of nominal values of subscribed shares.

The issue price shall be paid by contribution in kind – transferable securities - ordinary registered shares of UAB Helisota, a private limited liability company established under the laws of the Republic of Lithuania, code of legal person 134953768, registered office of which is at Europos ave. 5, Kaunas, the Republic of Lithuania - the value whereof shall be constituted by the independent appraiser according to the terms and procedure for asset valuation established by the applicable laws of the Republic of Lithuania.

3. Approval of the Articles of Association of the Company; authorization of the Head of the Company.

Draft Decision:

*Referring to the increase of the authorised capital of the Company, to approve the new wording of the Articles of Association of the Company (the complete text of the amended Articles of Association is attached as **Annex No 1**).*

If not all the New Shares are subscribed for within the term for subscription of the shares and the Board of the Company decides to consider the increase of the authorised capital of the Company as effective, the Board of the Company shall make respective amendments in the Articles of Association concerning the amount of the authorised capital and the number of shares.

To authorize the Company's General Manager or other person authorized by him to sign and submit for registration the new wording of the Articles of Association, to draft, sign and submit to the Register of Legal Persons and/or a notary bureau and/or other organisations and institutions all and any other necessary documents required for the increase of the Company's authorised capital and to perform any other actions in relation with this assignment.

4. Authorisation to the Board to determine the final conditions of the issue of the Company's shares.

Draft Decision:

To authorise the Board to determine the final conditions of the issue of the New Shares, including, without limitation, the final issue price (sale price) of the New Shares, as well as the final number of the New Shares to be issued.

5. Admission to listing and trading of the shares of the Company on the regulated market of Warsaw Stock Exchange and authorization of the Board to take corresponding actions.

Draft Decision:

To initiate the admission to listing and trading of all the New Shares of the Company resulting from the increase of the authorised capital on the regulated market of Warsaw Stock Exchange and authorize the Board of the Company to perform any corresponding actions in relation to the issue.

6. Recall of Mrs. Irtautė Ščerbavičienė from the members of the Supervisory Council of the Company.

Draft Decision:

To recall Mrs. Irtautė Ščerbavičienė from the Supervisory Council of the Company.

7. Election of Mr. Vaidas Barakauskas to the Supervisory Council of the Company.

Draft Decision:

*To elect to the Supervisory Council of the Company Mr. Vaidas Barakauskas (proposed by Indeco: Investment and Development UAB) for the current term of the Supervisory Council until 23 August 2014, but in any case not longer than until the Annual General Meeting of Shareholders, to be held in 2014 (the Curriculum Vitae of Mr. Vaidas Barakauskas is attached as **Annex No 2**).*

Notes:

All the documents possessed by the Company related to the agenda of the General Shareholders Meeting, will be available at the headquarters of AB "Avia Solutions Group", Smolensko st. 10, Vilnius, Lithuania and also available on the Company's website at www.aviasg.com.

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.

In order to vote in writing in advance a shareholder or a person authorised by him/her shall submit an application indicating the shareholder's first name, surname or name (in case of a legal entity), code, address for correspondence, and document confirming possession of the Company's shares. The application may be sent by mail or delivered by hand to the headquarters of AB "Avia Solutions Group" at Smolensko st. 10, Vilnius, Lithuania, on business days from 9 a.m. to 6 p.m.

The Company, not later than 10 days before the General Meeting, shall send the General Voting Ballot by registered mail to the address for correspondence indicated by the shareholder or a person authorised by him/her, or deliver it by hand upon signing in one copy.

The received General Voting Ballot shall not be altered.

The filled in General Voting Ballot 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 it by registered mail to AB "Avia Solutions Group", Smolensko st. 10, Vilnius, Lithuania.

The sample of the General Voting Ballot provided in this webpage is for information purpose only and shall not be used for voting in writing.

Aurimas Sanikovas

CFO