

8 April 2014

Report No 5/2014

AB AVIAAM LEASING - NOTICE ON ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting of AB AviaAM Leasing, code 302330793, registered address at Smolensko str. 10, Vilnius, Lithuania (hereinafter referred to as the **Company**) Shareholders will be held at the headquarters of AB AviaAM Leasing, Smolensko str. 10, Vilnius, Lithuania, at 10.00 a.m. on 30 April 2014 (hereinafter referred to as the **Meeting**). Registration will take place from 9.00 till 9.50.

The Meeting is convened by initiative of the Board and following the decision of the Board adopted on 7 April 2014.

Proposed agenda:

1. Stand-alone and Consolidated Annual Reports of the Company for the year ended 31 December 2013.
2. Approval of the Audited Annual Financial Statements of the Company and the Audited Consolidated Annual Financial Statements of the Group for the year ended 31 December 2013.
3. Distribution of profit (loss) of the Company for the year ended 31 December 2013.
4. Selection of the audit firm of the Company and approval of conditions of payment for audit services.

Proposed draft decisions:

1. To take note of the Stand-alone and Consolidated Annual Reports of the Company for the year ended 31 December 2013 (**Annexes No 1 and 2**).
2. To approve the Audited Annual Financial Statements of the Company and the Audited Consolidated Annual Financial Statements of the Group for the year ended 31 December 2013 (**Annexes No 3 and 4**).
3. To distribute the profit (loss) of the Company for the year ended 31 December 2013 according to the draft distribution of the profit (loss) (**Annex No 5**).
4. To select PricewaterhouseCoopers UAB, legal entity's code 111473315, registered address at J. Jasinskio str. 16B, Vilnius, the Republic of Lithuania, as the Company's audit firm for the years 2014 and 2015 and to establish the conditions on payment as follows: LTL 130,000 (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 2014 and 2015, and assessment of the stand-alone and consolidated annual reports of the Company for the years 2014 and 2015.

The total number of the Company's shares of 1 Litas par value each and the number of shares granting voting rights during the Meeting is the same and amounts to 43,305,593. ISIN code of the Company's shares is LT0000128555.

The Meeting record day, i.e. the fifth business day before the Meeting, is 23 April 2014. Shareholders who at the end of the Meeting record day, i.e. at the end of 23 April 2014, will be shareholders of the Company have a right to participate and vote at the Meeting 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 Meeting, 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 Meeting. This request should be submitted before or on the Meeting record date.

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 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 attached as **Annex No 6**. The Company is not providing the possibility to attend and vote at the Meeting through electronic means of communication.

Persons, who at the end of the tenth business day following the Meeting that will adopt a respective decision, i.e. on 15 May 2014 (rights accounting day), 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 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 str. 10, Vilnius, Lithuania. The agenda will be supplemented if the proposal is received not later than 14 days before the Meeting.

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 str. 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 2013;
2. AB AviaAM Leasing Consolidated Annual Report for the year ended 31 December 2013;
3. AB AviaAM Leasing Stand-alone Financial Statements for the year ended 31 December 2013;
4. AB AviaAM Leasing Consolidated Financial Statements for the year ended 31 December 2013;
5. Draft of profit (loss) allocation of AB AviaAM Leasing for the year ended 31 December 2013;
6. Sample of the general voting ballot.

Source of information: Warsaw Stock Exchange

AB AviaAM Leasing
General Manager
Tadas Goberis