

APPROVED
by resolution of the Management Board
of JSC Ditton pievadķēžu rūpnīca on 19.08.2024
(Protocol No.08/2024)

by resolution of the Council
of JSC Ditton pievadķēžu rūpnīca on 26.08.2024
(Protocol No.265)

**Draft decisions on the issues of the agenda
of the extraordinary shareholders' meeting of JSC Ditton pievadķēžu rūpnīca on 13.09.2024**

- 1. On the conversion of the Company's shares.**
- 2. Approval of the new version of the Articles of Association.**
- 3. Dissolution or suspension of the Audit Committee.**
- 4. Approval and settlement of the Company's internal documents.**

1. on the conversion of the Company's shares.

Resolution:

The Extraordinary Shareholders' Meeting of JSC "Ditton Pievadķēž rūpnīca" (13.09.2024.), having considered and taking note of the announcement of the Management Board and the Supervisory Board of the Company with an offer to convert shares from dematerialised (until 01.07.2023. Bearer shares) to registered shares, taking into account that the shares of JSC "Ditton pievadķēžu rūpnīca" were excluded (DPK1R, ISIN code: LV0000100212) from the Baltic Second List as of 30.09.2024, in accordance with the decision of JSC "Nasdaq Riga" adopted on 11 September 2023, it was decided:

- 1.1. to approve the conversion of the Company's dematerialised shares (bearer shares until 01.07.2023) into registered shares, in connection with which to oblige the Management Board to take all necessary actions: to draw up and maintain a register of shareholders and to submit an application to the Commercial Register.
- 1.2 The Board of Directors of the Company is hereby instructed to apply for the registration of the shareholders to the Commercial Registry. 2.1. In the event that the Commercial Register Office of the Register of Enterprises of the Republic of Latvia adopts a decision on refusal to make an entry or postponement of making an entry, setting a deadline for elimination of deficiencies, to authorise the Supervisory Board and the Management Board of the Company to eliminate the reasons for refusal or postponement specified in the decision by their decision, provided that they are related to arranging the document regulations in accordance with the legislation of the Republic of Latvia, eliminating errors, clerical mistakes, non-compliance with the rules for execution of documents and do not change the substance of the decision adopted at the General Meeting of Shareholders.

2. Approval of the new version of the Articles of Association.

Resolutions:

The Extraordinary General Meeting of Shareholders of JSC "Ditton Pievadķēžu rūpnīca" (13.09.2024.), taking into account the amendments to the Commercial Law of the Republic of Latvia and the need to amend the Articles of Association, the content of the proposed Articles of Association of the Management Board and the Supervisory Board, which provides for the number of the Management Board to be 2 members and the composition of the Supervisory Board to be 3 members, that as of the date of adoption of the decision the Company has 2 members of the Management Board and has received 2 applications from members of the Supervisory Board with a request to remove them from the work of the Supervisory Board in the event that the number of Supervisory Board members is reduced, decided to: to consider that the activities and actions of the Council and Management Board in 2023 correspond to the Company's goals and tasks and to release them from responsibility for the loss of the Company. The Council and the Management Board shall to continue to perform their duties in accordance with their competence and term of office.

In the event that agenda item 1. is approved at the General Meeting on 13.09.2024:

1.1. to approve with the Executive Board and the Supervisory Board the proposed new wording of the Articles of Association in accordance with the proposed draft Articles of Association 1.

1.2 To remove the members of the Supervisory Board _____ and _____ and to confirm that the Executive Board and the Supervisory Board continue to perform their duties with the remaining members.

1.3 To instruct the Company's Executive Board to file the new version of the Articles of Association and the amendments to the composition of the Supervisory Board with the commercial register office. In the event that the Commercial Register Office of the Register of Enterprises of the Republic of Latvia adopts a decision on refusal to make an entry or postponement of making an entry, setting a deadline for elimination of deficiencies, to authorise the Supervisory Board and the Management Board of the Company to eliminate the reasons for refusal or postponement specified in the decision by their own decision, provided that they are related to arranging the document regulations in accordance with the legislation of the Republic of Latvia, eliminating errors, clerical mistakes, non-compliance with the rules for execution of documents and do not change the substance of the decision adopted at the General Meeting of Shareholders.

In the event that agenda item 1. was not approved at the General Meeting on 13.09.2024:

1.1. to approve with the Executive Board and the Supervisory Board the proposed new wording of the Articles of Association in accordance with the proposed draft Articles of Association 2.

1.2 To instruct the Board of Directors of the Company to apply for the new wording of the Articles of Association with the commercial register authority and to complete and submit an application specifying the name, registration number and registered office of the central securities depository where the shares are registered. In the event that the Commercial Register Office of the Register of Enterprises of the Republic of Latvia adopts a decision on refusal to make an entry or postponement of making an entry, setting a deadline for elimination of deficiencies, to authorise the Supervisory Board and the Management Board of the Company to eliminate the reasons for refusal or postponement specified in the decision by their own decision, provided that they are related to arranging the document regulations in accordance with the legislation of the Republic of Latvia, eliminating errors, clerical mistakes, non-compliance with the rules for execution of documents and do not change the substance of the decision adopted at the General Meeting of Shareholders.

3. Termination or suspension of the Audit Committee.

Resolutions:

The Extraordinary Shareholders' Meeting of Ditton Pievadķēžu rūpnīca AS (13.09.2024), taking into account that the shares of Ditton Pievadķēžu rūpnīca AS were excluded (DPK1R, ISIN code: LV0000100212) from the Baltic Second List as of 30.09.2024, in accordance with the decision of Nasdaq Riga AS adopted on 11 September 2023, has decided:

In the event that agenda item 1.1 is approved at the General Meeting of Shareholders on 13.09.2024:

1. the Audit Committee shall cease to function as of the date of adoption of the resolution at the Shareholders' Meeting on 13.09.2024. The Rules of Procedure of the Audit Committee shall accordingly lapse.

Or

In the event that agenda item 1. was not approved at the General Meeting on 13.09.2024:

1. to determine that the Audit Committee shall be suspended until the shares of JSC "Ditton Pievadķēžu rūpnīca" (DPK1R, ISIN code: LV0000100212) are relisted on the Baltic Second List.

4. Approval and settlement of the Company's internal documents.

Resolutions:

The Extraordinary Shareholders' Meeting of JSC "Ditton pievadķēžu rūpnīca" (13.09.2024), taking into account the fact that the shares of JSC "Ditton pievadķēžu rūpnīca" were excluded (DPK1R, ISIN code: LV0000100212) from the Baltic Second List as of 30.09.2024, amendments to the Commercial Code of the Republic of Latvia in 2023, has decided to:

In the event that agenda item 1.1 is approved at the General Meeting of Shareholders on 13.09.2024:

1. to approve the new wording of the Rules of Procedure of the Supervisory Board in accordance with the draft Rules of Procedure of the Supervisory Board proposed by the Supervisory Board and the Management Board.

2. to approve the new version of the "Rules of Procedure for the Convocation and Conduct of Shareholders' Meetings" in accordance with the draft "Rules of Procedure for the Convocation and Conduct of Shareholders' Meetings" proposed by the Supervisory Board and the Executive Board.

Or

In the event that agenda item 1. was not approved at the General Meeting on 13.09.2024:

1. to determine that the "Rules of Procedure of the Supervisory Board" in the part that applies to the Company as the issuer, in accordance with the provisions of the Financial Instruments Market Law, shall be suspended until the shares of JSC "Ditton pievadķēžu rūpnīca" (DPK1R, ISIN code: LV0000100212) are relisted on the Baltic Second List.

2. to determine that the "Rules of Procedure for Convening and Conducting Shareholders' Meetings" in the new wording, in the part which applies to the Company as the issuer, in accordance with the provisions of the Financial Instruments Market Law, suspends its operation until the shares of JSC "Ditton pievadķēžu rūpnīca" (DPK1R, ISIN code: LV0000100212) are relisted on the Baltic Second List.

Management Board of the JSC Ditton pievadķēžu rūpnīca