

MINUTES OF NOTEHOLDERS' MEETING

In relation to Latvenergo AS EUR 100,000,000 Notes due 2022 (ISIN code: LV0000801777) issued under second Latvenergo AS EUR 100,000,000 programme for the issuance of Notes

Date: 12 December 2019

Time: 11:30 a.m.

Venue: AC Hotel by Marriott, Dzirnau Street 33, Riga, LV-1010, Latvia

The noteholders' meeting (the "**Noteholders' Meeting**") in relation to Latvenergo AS EUR 100,000,000 Notes due 2022 (ISIN code: LV0000801777) issued under second Latvenergo AS EUR 100,000,000 programme for the issuance of Notes has been convened by Latvenergo AS (the "**Issuer**") by way of a notice in accordance with Clause 25 (*Noteholders' Meeting*) of the General Terms and Conditions of the Notes. The notice has been published in the Central Storage of Regulated Information, on AS Nasdaq Riga website www.nasdaqbaltic.com and Latvenergo AS website www.latvenergo.lv on 28 November 2019.

Parties participating in the Noteholders' Meeting

- 1) The list of the Noteholders participating at the Noteholders' Meeting is attached in Schedule 1 of these minutes;
- 2) Guntars Baļčūns, Member of the Issuer's Management Board.

Opening of the Noteholders' Meeting

The Noteholders' Meeting is opened by the Issuer's Management Board Member Guntars Baļčūns. Mr Baļčūns informs the participants of the Noteholders' Meeting that the Issuer has convened the Noteholders' Meeting for the Noteholders to consider and to vote in respect to granting the consent to the Issuer for disposal of Latvijas elektriskie tīkli AS shares.

Agenda

1 Organisational matters of the Noteholders' Meeting

Mr Baļčūns informs that the Issuer has resolved to appoint Lauris Liepa as the chairman of the Noteholders' Meeting (the "**Chairman**") and invites the Chairman to take his position.

The Chairman suggests that the Noteholder's Meeting is held only in English and inquires if any Noteholder has objections. None of the Noteholders represented at the Noteholders' Meeting objects that the Noteholder's Meeting is held only in English.

The Chairman suggests appointing Gatis Flinters as the keeper of minutes of the Noteholders' Meeting and inquires if any Noteholder has objections to the suggested keeper of minutes. None of the Noteholders represented at the Noteholders' Meeting objects to the appointment of Gatis Flinters as the keeper of minutes of the Noteholders' Meeting, therefore Gatis Flinters is invited to take his position.

The Chairman suggests appointing the representative of Noteholder IPAS "SEB Investment Management" (acting on behalf of "SEB Aktīvais plāns") - Mr Jānis Rozenfelds as the person attesting the minutes and inquires if any Noteholder has objections to this suggestion. None of the Noteholders represented at the

Noteholders' Meeting objects to the appointment of Jānis Rozenfelds, the representative of Noteholder IPAS "SEB Investment Management" (acting on behalf of "SEB Aktīvais plāns") as the person attesting the minutes, therefore Jānis Rozenfelds is appointed.

The Chairman informs that under Clause 25 (g) of the General Terms and Conditions of the Notes, the Noteholders' Meeting has quorum to resolve matters included in the meeting agenda if at least 50 (fifty) per cent in aggregate or more of the principal amount of the Notes outstanding are represented in the Noteholders' Meeting. The total aggregate principal amount of the Notes outstanding is EUR 100,000,000. This Noteholders' Meeting is fully quorate as the Noteholders holding the Notes outstanding in the aggregate principal amount of EUR 68,627,000 (sixty-eight million six hundred twenty-seven thousand euro), which is 68.63 (sixty-eight point sixty-three) per cent from the total principal amount of the Notes outstanding, are represented in this Noteholders' Meeting.

The Chairman informs the Noteholders about the voting procedure in regard to the agenda items that will take place by way of voting documents issued to each participating Noteholder. The counting of the votes of the Noteholders' Meeting shall be carried out by employees of the Law firm COBALT, therefore the Chairman inquires if any Noteholder has objections to the suggested counters of votes. None of the Noteholders represented at the Noteholders' Meeting objects to the suggested counters of votes, therefore the employees of Law firm COBALT are invited to take their positions.

2 Background information in regard to the requested consent

The Chairman invites Mr Baļčūns to inform the Noteholders represented at the Noteholders' Meeting on the reasons why the Issuer is seeking the requested consent.

Mr Baļčūns informs the Noteholders about the Issuer's Group strategy and financial standing, as well as about the funding and liquidity for the first 9 months of 2019.

Mr Baļčūns informs the Noteholders about the decision of the Cabinet of Ministers of the Republic of Latvia on the full ownership unbundling of electricity transmission system operator, that involves the transfer of the Issuer's transmission assets, that are currently owned by Issuer's subsidiary Latvijas elektriskie tīkli AS to transmission system operator Augstsprieguma tīkls AS. July 1, 2020 has been determined as the deadline for the full ownership unbundling. Within the planned ownership unbundling the Issuer's shareholder Latvian State plans to reduce the Issuer's share capital and withdraw the shares of Latvijas elektriskie tīkli AS from the base of the Issuer's assets and transfer them to the Latvian State. Afterwards the Latvian State plans to invest the shares of Latvijas elektriskie tīkli AS in Augstsprieguma tīkls AS. Mr Baļčūns also adds that transmission real estate assets and related liabilities, that currently are on the balance sheet of the Issuer, should be invested in Latvijas elektriskie tīkli AS during the process.

As a part of the ownership unbundling process, the Latvian State also plans to increase the Issuer's share capital by investing retained earnings from previous years, but not more than the market value of the shares of Latvijas elektriskie tīkli AS as determined by KPMG Baltics AS.

Mr Baļčūns discusses with the Noteholders the Issuer's assessment of impact that the full ownership unbundling will have on the Issuer's Group financial situation.

Mr Baļčūns informs that disposal of Latvijas elektriskie tīkli AS shares qualifies as cessation of business under Clause 18 (f) of the General Terms and Conditions of the Notes, and kindly asks the Noteholders' consent for disposal of Latvijas elektriskie tīkli AS shares.

3 Voting on granting of the consent

The Chairman repeats the procedure for the voting and invites the Noteholders to cast their votes on the proposed consent for disposal of the Issuer's shares in Latvijas elektriskie tīkli AS.

Voting results:

For: Noteholders holding EUR 68,627,000 of the principal amount of the Notes outstanding;

Against: Noteholders holding EUR 0 of the principal amount of the Notes outstanding.

The Noteholders' Meeting has unanimously resolved:

- (1) consent that the Issuer may cease to carry on the business related to the lease of transmission system assets and may dispose of all of the Issuer's shares in Latvijas elektriskie tīkli AS, registration number: 40103379313, by a way of capital reduction of the Issuer and the return of such shares to the Issuer's shareholder or otherwise, as determined in the Issuer's sole discretion (the "Disposal"); and**
- (2) waive any Event of Default which may occur by operation of Clause 18 (f) of the General Terms and Conditions of the Notes as a result of such Disposal.**

The Chairman informs the participants of the Noteholders' Meeting that the Noteholders have resolved all the matters that were included in the agenda of this Noteholders' Meeting and therefore the Noteholders' Meeting is closed.

Chairman of the Noteholders' Meeting: (signature) Lauris Liepa

Keeper of Minutes: (signature) Gatis Flinters

Person attesting the Minutes: (signature) Jānis Rozenfelds

Extract is correct

Riga, 12 December 2019

The correctness of this extract is approved by:

Chairman of the Noteholders' Meeting  Lauris Liepa

Keeper of Minutes  Gatis Flinters

Attestant of the Minutes  Jānis Rozenfelds

SCHEDULE 1

THE LIST OF THE NOTEHOLDERS PARTICIPATING AT THE NOTEHOLDERS' MEETING

[...]