



AB "Pieno Zvaigzdes"

Address: Perkunkiemio 3, LT-12127 Vilnius, Lithuania

Company No.: 124665536, VAT No.: LT 246655314

Data kept at the Registrar of Legal Entities

### **Draft Resolutions of Annual General Shareholders' Meeting of Pieno Zvaigzdes AB**

Annual Meeting of Shareholders of Pieno Zvaigzdes AB (registered address Perkunkiemio 3, Vilnius, Lithuania, company code 124665536) is called on 29 April 2015 at 10.00 am by the decision of the company's Board. The Meeting will take place at corporate headquarters at Perkunkiemio 3, Vilnius, Lithuania. Registration starts at 9:30 am.

#### **Draft resolutions**

| <b>No</b> | <b>Draft resolution</b>   |
|-----------|---|
| 1.        | <u>Annual Report</u><br>Listened.   |
| 2.        | <u>Audit report on the company's financial accounts and the Annual Report</u><br>Listened.  |
| 3.        | <u>Approval of audited financial statements 2014</u><br>Approve Company's audited financial statements 2014   |
| 4.        | <u>Company's profit distribution</u><br>Approve profit distribution (attached).   |
| 5.        | <u>Election of Audit company</u><br>Elect KPMG Baltics as an auditor for the next two years (2015 – 2016) and set EUR 26.000 (VAT exclusive) remuneration for the each financial year. Company's CEO is authorized to sign audit agreement. |
| 6.        | <u>Election of the Audit Committee members</u><br>Elected members to the Audit Committee for the next year:<br>Jūratė Zarankienė (independent member, chairman of the committee);<br>Danutė Kairevičienė (member of the committee).         |



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| 7. | <p><u>Approval of new edition of the Articles of Association</u></p> <p>7.1. In line with Republic of Lithuania LAW on the euro adoption in the Republic of Lithuania No. XII-828 dated 2014 April 17 to change Company's shares nominal value of the expression of 1 (one) LTL in the expression of 0.29 euro (zero euro and twenty nine cents), as well as the expression of the share capital LTL 49,634,419 (forty nine million six hundred and thirty four thousand four hundred nineteen) change in the expression of 14,393,981.51 EUR (fourteen million three hundred ninety three thousand nine hundred and eighty one euro and fifty one cent).</p> <p>7.2. To approve new edition of the Company's Articles of Association.</p> <p>7.3. To authorize Company's CEO (with the right to reauthorize) to sign a new edition of the Company's Articles of Association and other relevant documents and to register new Articles of Association in the Register of Legal Entities.</p> |
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Draft Profit distribution

| Items   | Amount (in Euro) |
|---|------------------|
| Profit brought forward from the end of previous year                  | 7 233 118        |
| Financial year profit (loss)  | 4 979 107        |
| Transfers from reserves   | 347 544          |
| Profit to be appropriated   | 12 559 769       |
| Appropriation of profit:  |                  |
| – <i>dividends *</i>  | 3 722 582        |
| – <i>management board bonus</i>                                       | 210 000          |
| – <i>to social activities reserve</i>                                 | 250 000          |
| Profit ( loss) to be carried forward at the end of the financial year | 8 377 187        |

\* 0,075 EUR per share.