

PATVIRTINTA :
Bendrovės valdybos
Posėdžio sprendimu Nr.4

Resolution drafts of AB “Žemaitijos pienas” Management Board on the issues of agenda of the ordinary general meeting of shareholders to be taken place on 10 April 2019

Seq. No.	Agenda item	Resolution draft																																													
1.	Presentation of Auditors' Conclusion and Consolidated Annual Report 2018 of the Company.	Auditors' Conclusion and Consolidated Annual Report, Reports on Management and Social Responsibility and Report on Compliance with Corporate Governance Code have presented and heard out. Any resolution on this issue is not to be adopted. Enclosed are Auditors' Conclusion and Consolidated Annual Report, Reports on Management and Social Responsibility and Report on Compliance with the Corporate Governance Code.																																													
2.	Approval of the Annual Consolidated Financial Statements of the Company for the year 2018	The Annual Consolidated Financial Statements of the Company have been presented and heard out. The Annual Consolidated Financial Statements of the Company with the Annexes thereto for the year 2018 have been approved.																																													
3.	Approval of profit (loss) distribution of the Company for the year 2018	<p>To approve the following resolution draft of the profit (loss) distribution of the Company for the year 2018:</p> <table border="1"> <thead> <tr> <th>Row No</th><th>Profit distribution items</th><th>Thousand EUR</th></tr> </thead> <tbody> <tr> <td>1</td><td>Retained profit (loss) for the previous financial year at the end of the reporting financial year</td><td>41.652</td></tr> <tr> <td>2</td><td>Net profit (loss) of the reporting financial year</td><td>10.421</td></tr> <tr> <td>3</td><td>Profit (loss) of the reporting financial year not recognized in the profit (loss) report</td><td>0</td></tr> <tr> <td>4</td><td>Transfers from the reserves</td><td>4.726</td></tr> <tr> <td>5</td><td>Returned in 2016 for bonuses and unpaid amount</td><td>354,4</td></tr> <tr> <td>6</td><td>Shareholders' contributions for coverage of losses (if the shareholders have decided to cover all or part of losses)</td><td>0</td></tr> <tr> <td>7</td><td>Total distributable profit (loss)</td><td>57.153,4</td></tr> <tr> <td>8</td><td>Amount of the profit allocated to the legal reserve</td><td>0</td></tr> <tr> <td>9</td><td>Amount of the profit allocated to the reserve for acquisition of own shares</td><td>10.000</td></tr> <tr> <td>10</td><td>Amount of the profit allocated to the reserve for issuing of shares</td><td>0</td></tr> <tr> <td>11</td><td>Amount of the profit allocated to other reserves</td><td>0</td></tr> <tr> <td>12</td><td>Amount of the profit allocated for payment of dividends*</td><td>3.691,8</td></tr> <tr> <td>13</td><td>Amount of profit allocated to annual payments (bonuses) to the members of the Board and Supervisory Boards, bonuses to employees and other purposes</td><td>0</td></tr> <tr> <td>14</td><td>Retained profit (loss) at the end of the reporting financial year to be carried forward to the next financial year</td><td>43.461,6</td></tr> </tbody> </table> <p><i>*0,08 EUR per share</i></p>	Row No	Profit distribution items	Thousand EUR	1	Retained profit (loss) for the previous financial year at the end of the reporting financial year	41.652	2	Net profit (loss) of the reporting financial year	10.421	3	Profit (loss) of the reporting financial year not recognized in the profit (loss) report	0	4	Transfers from the reserves	4.726	5	Returned in 2016 for bonuses and unpaid amount	354,4	6	Shareholders' contributions for coverage of losses (if the shareholders have decided to cover all or part of losses)	0	7	Total distributable profit (loss)	57.153,4	8	Amount of the profit allocated to the legal reserve	0	9	Amount of the profit allocated to the reserve for acquisition of own shares	10.000	10	Amount of the profit allocated to the reserve for issuing of shares	0	11	Amount of the profit allocated to other reserves	0	12	Amount of the profit allocated for payment of dividends*	3.691,8	13	Amount of profit allocated to annual payments (bonuses) to the members of the Board and Supervisory Boards, bonuses to employees and other purposes	0	14	Retained profit (loss) at the end of the reporting financial year to be carried forward to the next financial year	43.461,6
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4.	On establishing the budget for collegiate body members of the Company for their activity in the Company.	To approve the budget of EUR 100 000 (one hundred thousand) for the members of the collegiate body members of the Company for their activity in the Company within the period commencing at the moment of resolution adoption during the ordinary general meeting of shareholders 2019 until the resolution of the ordinary general meeting of shareholders 2020.																																													
5.	On establishing the conditions and procedure for purchase of own shares;	<p>1. To buy the shares of the Company “Žemaitijos pienas” via AB NASDAQ Vilnius Stock Exchange official offering market in accordance with the rules regulating this market.</p> <p>2. To establish (make) a reserve for the purchase of own shares and buy up to 10 per cent of own shares of the Company ((including the number of own shares held by the Company before the moment of this resolution adoption);</p> <p>3. To establish the conditions for purchase of own shares:</p> <p>3.1. to pay for the own shares purchased, use the funds of reserve made for purchase of own shares;</p>																																													

		<p>3.2. the maximum number of ordinary registered shares to be purchased shall be up to 10 per cent of (all) number of shares of the Company; – up to 10 per cent of (all) number of shares of the Company;</p> <p>3.3. a term, during which the Company may purchase own shares shall be 18 months from resolution adoption;</p> <p>3.4. minimum price per share being purchased shall be EUR 1.5, while maximum price per share shall be EUR 1.95;</p> <p>3.5. the purposes of purchasing the shares:</p> <p>3.5.1. to ensure a possibility for shareholders to sell shares in order to increase, retain and/or stabilize liquidity of the shares of the Company;</p> <p>3.5.2. to increase, retain and/or stabilize the market price of the shares of the Company;</p> <p>3.5.3. to have a possibility to allocate own shares for promotion of the employees of the Company in order to have them contributing to achievement of better results of the Company, and sell them to the employees of the Company, except for the employees of the Company who are Supervisory Board members or Management Board members or manager of the Company, as well as employees who are shareholders of the Company;</p> <p>3.5.4. to have a possibility to use their own shares in potential exchange processes, upon purchasing the shares of other companies by the Company or selling them;;</p> <p>3.5.5. in order to have a reserve of own shares, which if need be could be used for the purposes provided for in items 3.5.1.- 3.5.4. (one purpose or several thereof) on the basis of decision adopted by the Management Board.</p> <p>3.6. to establish the minimum price for selling own shares – no less than average price of own share buying price;</p> <p>3.7. to establish that shares of the Company will be allowed to be transferred to the shareholders of the Company or employees of the Company, except for the employees of the Company who are Supervisory Board members or Management Board members or manager of the Company, as well as employees who are shareholders of the Company or be transferred via exchange, upon purchase of shares of other companies by the Company;</p> <p>3.8. in compliance with the conditions provided for in this resolution and provisions of Republic of Lithuania Law on Companies, to entrust the Management Board of the Company to organize purchase of own shares for the purposes indicated in this resolution (one purpose or more thereof), to establish a detailed procedure for purchase of own shares, time for execution, number of shares to be purchased, as well as establish the detailed procedure of selling (transfer) own shares, time for execution, number of shares to be transferred for the purposes indicated in this resolution (one purpose or more thereof) and the final price for selling (transfer), and perform all and any actions, related to the purchase and transfer of own shares.</p> <p>4. Taking into account the fact that during this general meeting of shareholders, a new resolution has been adopted „On making a reserve for the purchase of own shares and establishing the procedure for the purchase of own shares“ (a resolution on item 5 of the agenda of this meeting), to establish, that from the moment of adoption of this resolution during this meeting, the resolution of an ordinary general meeting of shareholders of 30 April 2018 shall be annulled (replaced by) (item 7 of the agenda) „On making a reserve for the purchase of own shares and establishing the procedure for the purchase of own shares“, as is indicated in this resolution above.</p>
6.	On recalling Supervisory Board members	To recall all members of the Supervisory Board <i>in corpore</i> from responsibilities of supervising members from the moment of resolution adoption (in the meeting).

7.	On election of the Supervisory Board members	8. Election of the Supervisory Board members. The candidates proposed ¹ , who will obtain responsibilities and rights of the Supervisory Board members from the moment of resolution adoption during the general meeting of shareholders: 8.1. Romusas Jarulaitis; 8.2. Gražina Norkevičienė; 8.3. Virginija Vaitkuvienė; 8.4. Aristydas Kulvinskas; 8.5. Hugo Ader;
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¹~~Supervisory Board members shall be elected (proposed) by filling in the voting ballot in accordance with the approved form;~~