

Draft resolutions of Ordinary General Meeting of the Shareholders, to be held on 30 April 2020

Draft decisions for the Ordinary General Meeting of Shareholders of Vilkyskiu pienine AB to be held on the 30 April 2020, proposed by the Board of the Company:

Item 1 of the Agenda: Approval of Company's annual report for the year 2019.

Draft resolution: To approve annual report of the Company for the year 2019.

Item 2 of the Agenda: Auditor's Report regarding the Company's consolidated and separated financial Statements for 2019.

Draft resolution: Heard.

Item 3 of the Agenda: Approval of Company's separated and consolidated financial statement for the year 2019.

Draft resolution: To approve of Company's separated and consolidated financial statements for the year 2019.

Item 4 of the Agenda: Profit (loss) appropriation for the year 2019.

Draft resolution: To approve the audited net profit (loss) allocation under IAS for the year 2019 as follows:

	thousand EUR
1) Non-appropriated profit (loss) at the end of the year 2018	20,644
2) Approved by shareholders dividends of the year 2018	-
3) Transfers from the reserve to purchase own shares	-
4) Non-appropriated profit (loss) at the beginning of the current financial year after dividends payout and transfer from reserves	20,644
5) Net profit (loss) of the reporting period	(4,059)
6) Transfers from reserves	117
7) Net profit to be appropriated at the end of the current financial year	16,722
8) Total profit (loss) to be appropriated:	
portion of the profit allocated to the legal reserve	-
portion of the profit allocated for payment of the dividends	-
portion of the profit allocated to the other reserves	-
9) Non-appropriated profit (loss) at the end of the current financial year carried forward to next financial year	16,722

Item 5 of the Agenda: Regarding approval of Remuneration policy of Vilkyskiu pienine AB.

Draft resolution: To approve of Remuneration policy of Vilkyskiu pienine AB.

Item 6 of the Agenda: Election of the Company's Audit firm and setting the conditions of payment.

Draft resolution:

1) To select the audit company of the financial statements of AB Vilkyškių pieninė for the financial year 2020/2021/2022 prepared in accordance with the International Financial Reporting Standards for audit from the Top 4 international audit companies (KPMG Baltic UAB, PricewaterhouseCoopers UAB, Deloitte Lietuva UAB, UAB Ernst & Young).

2) To authorize Mr. Gintaras Bertasius, the Company's General Director, to contract with audit company and to set the conditions of payment for the services.

Item 7 of the Agenda: Approval of the new wording of the Articles of Association and authorization.

Draft resolution:

To amend Articles 49, 83, 85 and 86 of the Articles of Association and to word them as follows:

„49. The notice of the convening of the General Meeting of Shareholders shall be announced publicly in accordance with the procedure established by the Law on Companies and Securities and by publishing it in an electronic publication issued by the Registrar of Legal Entities for public announcements. The notice shall indicate Company's name, registered office, code, date, time and place of the meeting, accounting date of the meeting, agenda of the meeting, body or institution of the Company that decided to convene the general meeting and initiators of the general meeting and other information required by the Companies Law. When the issue of the reduction of the authorized capital is included in the agenda of the meeting, the purpose of the capital reduction and the intended manner.

83. The Company's notices on the General Meeting and other material events are published in accordance with the procedure established by the Law on Companies and Securities and in an electronic publication issued by the Registrar of Legal Entities for public announcements.

85. The decision to reduce the authorized capital of the Company shall be notified to each creditor of the Company for signature or by registered letter. In addition, the decision to reduce the authorized capital must be made public in accordance with the Law on Companies and Securities and in an electronic publication issued by the Registrar of Legal Entities for public announcements or notified to each shareholder of the Company for signature or by registered letter.

86. All other public announcements of the Company to be published in accordance with the Law on Companies and other laws are published in accordance with the procedure and terms established by the Law on Companies, Securities and other laws and in an electronic publication for public notices issued by the Registrar of Legal Entities.”

In view of this, to approve the new wording of the Articles of Association (attached).

To authorize (with the right to sub-authorize) the General Director Gintaras Bertašius to sign the amended Articles of Association (new wording of the Articles of Association) and submit them for registration to the Register of Legal Entities and perform all other related actions.

Additional information authorized to provide Economics and Finance director Vilija Milaseviciute, phone +370 441 55102