



**Draft resolutions of the General Meeting of shareholders of Rokiskio suris AB  
to be held on 30 April 2020**

**Draft resolutions approved by the 7 April 2020 Board of Directors of Rokiskio suris AB:**

**1. Auditor's findings regarding the consolidated financial reports and annual report.**

Debriefed.

**2. The Audit Committee report.**

Draft resolution:

To endorse the report of the Audit Committee (attached).

**3. The Company's consolidated annual report for the year 2019.**

Debriefed with the Company's consolidated annual report for the year 2019 which is prepared by the Company, assessed by the Auditor and approved by the Board of Directors. (Attached).

**4. Approval of the consolidated and company's financial accounting for the year 2019.**

Draft resolution:

To approve the audited consolidated and company's financial statements for the year 2019 (attached).

**5. Allocation of the profit of the Company of 2019.**

Draft resolution:

To approve the following profit distribution of the year 2019:

Title	kEUR
1. Non-distributed profit (loss) at beginning of year	69 801
2. Approved by shareholders dividends related to the year 2018	(3 506)
3. Transfers from other reserves	1 748
4. Non-distributed profit (loss) at beginning of year after dividend payout and transfer to reserves	68 043
5. Net profit (loss) of the Company of fiscal year	5 126
6. Distributable profit (loss) of the Company	73 169
7. Profit share for mandatory reserve	-
8. Profit share for other reserves	-
9. Profit share for dividend payout *	-
10. <i>Profit share for annual payments (tantiemes) to the Board of Directors, employee bonuses and other as accounted by Profit (loss) statement</i>	-
11. Non-distributed profit (loss) at end of year transferred to the next fiscal year	73 169

## **6. Regarding purchase of own shares.**

### Draft resolution:

The Company's shares shall be acquired under the following conditions:

- 6.1. Purpose of acquisition of own shares – maintain and increase the price of the company's shares.
- 6.2. Maximal number of the shares to be purchased – total value of the Company's treasury shares including the nominal value of already owned shares may not exceed 1/10 of the Company's Authorized Capital.
- 6.3. Period during which the company may purchase own shares – 18 months from the approval of resolution.
- 6.4. Maximal and minimal purchase price per share – maximal purchase price per share is higher by 10 per cent compared to the Company's share market price at Nasdaq Vilnius Stock Exchange at the time of the resolution's approval by the Board of Directors in regard with the treasury share acquisition, and the minimal purchase price per share is lower by 10 per cent compared to the Company's share market price at Nasdaq Vilnius Stock Exchange at the time of the resolution's approval by the Board of Directors in regard with the treasury share acquisition.
- 6.5. Procedure of selling the treasury shares and minimal sales price – The Company's treasury shares might be cancelled upon a resolution of the general meeting of shareholders or sold under a resolution of the Board of Directors provided the minimal sales price is equal to the acquisition price, and the procedure will ensure equal opportunities for all shareholders to acquire the company's shares.
- 6.6. Following the conditions set herewith and the requirements of the Law on Companies of the Republic of Lithuania, to authorize the Board of Directors to accept resolutions regarding purchase of the Company's own shares, organize purchase and sales of the own shares, establish an order for purchase and sales of the own shares, as well as their price and number, and also complete all other related actions.

The company has accumulated a reserve of kEUR 10,850 for acquisition of treasury shares.

The decision of the General Meeting of Shareholders of April 30, 2019 regarding the acquisition of own shares shall become invalid as of the date of adoption of this resolution.

## **7. Regarding the approval of the Company's Remuneration Policy.**

### Draft resolution:

To approve the Remuneration Policy of the manager of AB Rokiškio sūris and the members of the Board (attached).

## **8. Election of the Company's auditor and establishment of payment conditions.**

- 8.1. To elect an audit company UAB PricewaterhouseCoopers to perform an audit of annual consolidated financial statements for the year 2020 and evaluation of the consolidated annual report 2020 of the Group of AB Rokiskio suris and the Parent Company.
- 8.2. Remuneration for the audit shall be identified by the Board of Directors. The Company's manager is authorized to sign an agreement with the audit company.

Antanas Trumpa  
Board Chairman