



**Draft resolutions prepared by the Board of Directors of Rokiskio suris AB for the 22 September 2017 extraordinary general meeting of shareholders:**

**1. Increase of the Company's Authorized Capital by additional contributions.**

Draft resolution:

1. To increase the Company's Authorized Capital by additional resources from current EUR 9,361,540.17 (nine million three hundred sixty one thousand five hundred forty euros 17 cents) up to EUR 10,401,711.30 (ten million four hundred one thousand seven hundred eleven euros 30 cents), issuing up to 3,586,797 (three million five hundred eighty six thousand seven hundred ninety seven) ordinary registered shares of EUR 0.29 par value per share (hereinafter "New shares").
2. The price per share of the Company's new share emission is set at EUR 1.98 (one euro 98 cents). Total sum of the Company's New share emission amounts to EUR 7,101,858.06 (seven million one hundred one thousand eight hundred fifty eight euros 6 cents).

In case the New shares are not assigned in full amount during the given time period, the Company's Authorized Capital will be increased by the sum equal to the nominal value of the assigned shares.

3. The Company's Board of Directors is authorized to prepare and determine detailed conditions and procedure for the New share assignment and terms of payment.
4. Having distributed and paid for the New shares, it shall be initiated to include the newly issued shares onto the official list of AB NASDAQ Vilnius and the Board of Directors will be authorized to carry out all actions in this regard.

**2. Revocation of priority right to acquire new share emission by the Company's shareholders and granting right to acquire shares of the Company.**

Draft resolution:

Pursuing the Law on Public Limited Liability Companies Article 20 part 1 point 15 and Article 57 part 5, also in regards with the Company's Board Announcement regarding revocation of priority right of the Company's shareholders to acquire new share emission of the Company and granting

right to acquire new shares emission, **it shall be revoked the priority right of all shareholders of the Company to acquire a new share emission of up to 3,586,797 (three million five hundred eighty six thousand seven hundred ninety seven) ordinary registered shares.**

On July 13, 2017, the Company's management reached a preliminary agreement with a New Zealand company Fonterra in regards with presumptive investment into the Company's share capital. This agreement is subject to customary due diligence, final legal agreements and closing conditions. Fonterra is one of the largest world dairy processing companies and it is the largest exporter in the world of dairy products. Pursuing the agreement and to attract additional resources, the Company proposes to increase the Company's Authorized Capital and proposes to revoke priority right of all shareholders of the Company to acquire the new share emission.

Cooperation with the dairy cooperative Fonterra will augment the Company's prestige on the world market. The Company's produce will gather greater guarantee of quality on the market, and the Company's professionals will have more opportunities to obtain knowledge and experience from dairy experts of the top level.

Considering the above reasons, the Company proposes to grant the New Zealand company Fonterra (Europe) Coöperatie U.A., (code of the company 822560100, registered address: Barbara Strozilaan 356-360, EurBld2, 3<sup>rd</sup> floor, 1083HN Amsterdam, the Netherlands) with the right to acquire the Company's new shares emission of 3,586,797 ordinary registered shares.

The newly issued shares will not be offered and sold publicly.

### **3. Amendments of the Company's Articles of Association and approval of the new wording of the Articles of Association.**

#### Draft resolution:

Pursuing the adopted resolution to increase the Company's Authorized Capital and in regards with last amendments of the Law on Public Limited Liability Companies, the Articles of Association of AB Rokiskio suris, shall be amended as follows:

To amend point 3.1 as follows:

„3.1. Authorised Capital of the Company is equal to EUR 10,401,711.30 (ten million four hundred one thousand seven hundred eleven euros 30 cents) divided into 35,867,970 (thirty five million eight hundred sixty seven thousand nine hundred seventy) ordinary registered shares at a par value of EUR 0.29 per share (twenty nine hundredth of a euro).“

(In case the New shares are not assigned in full amount during the given time period, it shall be considered that the increase of the Company's Authorized Capital would have happened and respectively the amount of the Authorized Capital and number of shares would be changed in the Company's Articles of Association according to the amount of assigned new shares).

To amend point 9.1 as follows:

“9.1. Upon a written request of a shareholder, the Company not later than within 7 (seven) days from the date of receipt of written request concerned, is to create conditions for the appropriate shareholder to inspect and (or) to get copies of the following documents: the Company’s Articles of Association, sets of annual and interim financial accounts, the company’s annual and interim reports, auditor’s conclusions and reports, the Minutes of general meetings of shareholders or other documents the Meeting resolutions have been documented upon, documents of shareholders’ accounting, lists of Board members and other Company’s documents that can be disclosed upon laws as well as the Minutes of the Board meetings or other documents to be documented upon the Company’s decision provided these documents are not related with the Company’s commercial (industrial) secrets, and confidential information. A shareholder or a group of shareholders owning or managing ½ and more shares after having provided the Company with a written and prepared upon established form obligation not to disclose the Company’s confidential information, commercial (industrial) secrets, shall have the right to inspect all the Company’s documents.”

To amend point 9.2 as follows:

9.2. The documents of the Company’s shareholders’ accounting provided to the shareholders of public limited liability company should identify data held by the Company on every shareholder; if a share is hold by a few owners – then the data of each owner or their representatives (name and surname of physical body, personal code, place of his/her residence or address for correspondence, if a physical body is a citizen of a foreign country, he/she should additionally provide date of birth and name of the country which issued personal documents; name of juridical body, its legal status, code and place of residence, if a juridical body is a juridical body of a foreign country, they should additionally provide name of the country where the juridical body is registered, the registry where the juridical body is registered, and date of registry; name of fund having no juridical body status, code issued by a supervising institution, and the above data on the company managed by the fund), as well as number of shares owned by shareholders with the ownership right.

Considering the above the Company’s Articles of Association will be amended hereof, approving the new wording, and the Company’s manager Antanas Trumpa will be authorized to sign the Articles of Association.