



Draft resolutions prepared by the Board of Directors and new draft resolutions proposed by shareholders whose shares owned grant them no less than 1/20 of all votes, for the 22nd September 2017 Extraordinary General Meeting of Shareholders:

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

(1) Draft resolution prepared by the Company's Board of Directors:

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) Draft resolution proposed by shareholders whose shares owned grant them no less than 1/20 of all votes:

1. To increase the Share capital of the Company with the additional contributions from 9,361,540.17 EUR (nine million three hundred sixty one thousand five hundred and forty euros and seventeen cents) to 10,707,125.38 (ten million seven hundred and seven thousand one hundred twenty five euros 38 cents) by issuing not more than 4,639,949 (four million six hundred thirty nine thousand nine hundred forty nine) ordinary registered shares that has nominal value of 0.29 EUR (hereinafter – **New shares**).
2. To set the minimal price of 1.98 EUR of one issued share (one euro and 98 cents) – the price suggested by the management board of the Company. As this minimal issued share price is

smaller than both the market price and the book value of the share, to organise the independent assessment of Company's shares and to determine the price of the New issued shares. To assign for the management Board to prepare and set the detailed terms of signing and payment of the New shares, following the results of independent evaluation, as well to determine the other conditions of share emission offer not discussed in the general meeting of shareholders (including but not restraining the final price of the New share emission, the final number of the New share, etc.) If not all the New shares are signed during the period set for signing, the Company's share capital will be increased by the sum of the nominal value of the signed shares.

3. After the distribution and payment of the New shares to initiate the registration of all new published Shares of the Company to the Official list of trade of joint-stock company NASDAQ Vilnius and to empower the Board of the Company to execute all needed actions.

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

(1) Draft resolution prepared by the Company's Board of Directors:

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 Strozziilaan 356-360, EurBld2, 3rd 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.

(2) Draft resolution proposed by shareholders whose shares owned grant them no less than 1/20 of all votes:

To set the priority right of all shareholders of the Company to acquire a New share emission. Every shareholder of the Company during the period of 15 days (starting to count from the day of announcement of the right of priority to acquire shares of the Company in the list of Register of Legal entities and the day of the announcement is not counted in the term) has the priority right to acquire the number of shares which is proportional to the number of the shares of the Company at the end of accounting day. The shares which are not assigned using the priority right will be publicly offered to all other persons willing to acquire the New shares. The rules and terms of the share acquisition will be specified in publicly published folder.

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

(1) Draft resolution prepared by the Company's Board of Directors:

1. 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 held 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.

2. 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.

(2) Draft resolution proposed by shareholders whose shares owned grant them no less than 1/20 of all votes:

1. Considering the resolution to increase the Company's Authorized capital and the amendments of the Law of the Republic of Lithuania of Public Limited Companies, to change respectively the Articles of Association of Rokiškio suris AB:

To change paragraph 3.1 and lay out as following:

“3.1. The Company's share capital is 10,707,125.38 ten million seven hundred and seven thousand one hundred twenty five euros and 38 cents) divided into 36,921,122 (thirty six million nine hundred and twenty one thousand one hundred twenty two) registered shares, which nominal value of one share is 0.29 EUR (twenty nine cents).”

(In case when during the term of the share signing not the all the New shares are signed, it shall be considered that the Company's share capital was increased and according to the New signed shares in the Articles of Association of the Company the amount of share capital and number of shares will be changed.)

To change paragraph 9.1. and to lay out as following:

“9.1. If the shareholder asks in writing form, the Company no longer than in 7 (seven) days counting from requirement receiving day must provide the possibility for the shareholder to get acquainted and/or to submit the copies of following documents: the Company's Articles of Association, compilations of annual and interim financial reports, the Company's annual and interim reports, audit findings and reports, minutes of general meetings of shareholders or other documents that formalise the decisions of general meetings of shareholders, shareholders' accounting documents, lists of management Board members, other Company's documents that should be publicly available as stated by laws, also minutes of management Board meetings and other documents that formalize decisions of management Board if these documents are not concerning commercial (production) secrecy of the Company, confidential information.

Shareholder or the group of shareholders owning or controlling ½ or more shares after submitting to the Company written obligation not to disclose commercial (production) secrecy in the form set by the Company, have the right to familiarize with all documents of the company.“

To change paragraph 9.2. and lay out as following:

„9.2. In the shareholders' accounting document submitted to shareholders of joint stock company each shareholders' data owned by the company should be indicated, in case share is owned by several shareholders, there should be indicated data of each owner and his/her representatives (name and surname of the actual person, personal code and address of residence or correspondence, if the person is citizen of foreign country, additionally his/her date of birth and name of the country which has issued personal documents have to be indicated; name of legal entity, its legal status, code, address and name surname, personal code, address of residence or correspondence of representative of legal entity, in case legal entity is registered in foreign country, additionally name of the country in which the legal entity is registered, register in which the legal entity is registered and date of registration should be indicated, name of the fund which has no legal status, code provided by supervising institution and previously noted data about company managing the fund should be indicated), number of the shares owned by the shareholder.

2. Having noted the above, the Articles of Association of the Company should be changed confirming the new version and the management Board should be authorised to sign the Articles of Association.

4. Preparation for payment of Companies' interim dividends

Agenda item and draft resolution proposed by shareholders whose shares owned grant them no less than 1/20 of all votes:

1. To prepare an audit of the set of the reports for six month period which ended in June 30, 2017.
2. In case all the conditions set in Company's Articles of Association' article 60¹ (5) for allocating dividends for shorter period than financial year are being met, allocate 0.30 EUR dividends for one Rokiškio sūris AB share for six month period which ended 30 June, 2017.