



ROKIŠKIO SŪRIS, AB POLICY OF DIVIDENDS

1. General provisions

1.1. These regulations of Rokiškio Sūris, AB (hereinafter referred to as the Company) policy of dividends have been prepared following provisions of the Shareholder Agreement of the Company, the Articles of Association of the Company, the Law of the Republic of Lithuania on Companies and other effective laws of the Republic of Lithuania.

1.2. The goal of this policy is:

- to ensure high quality implementation of strategic projects;
- to maintain sustainable achievement of the Company's goals and objectives;
- satisfaction of interests of all shareholders, ensuring constant increase in the value of the shareholders' equity;
- to increase transparency of activities of the Company.

2. Sources and amount of dividends

2.1. Dividend is a share of profit assigned to a shareholder, proportionate to the nominal value of shares owned by them.

2.2. The Company can take a decision to distribute dividends for a financial year or for a period shorter than a financial year.

2.3. A decision to distribute dividends shall be taken by the general meeting of shareholders.

2.4. The Board of the Company, suggesting to the general meeting of shareholders to distribute dividends, shall refer to the signed Shareholder Agreement, according to which, 100% of the Company's profit for a financial period, less the Company's funds for investments

(CAPEX), for working capital and/or other purposes, as planned by the Board, shall be assigned for payment of dividends.

- 2.5. If the Board of the Company plans for big investment amounts and for this reason, according to the dividend payment rules described in paragraph 2.4, the Company's profit for a financial period would not be enough for payment of dividends, the Board of the Company, taking into account the Company's financial situation and trends in the global market of the dairy industry, shall seek to maintain the continuity of payment of dividends as in the previous financial periods.
- 2.6. The general meeting of shareholders of the Company cannot take a decision to distribute and pay dividends if at least one of the following conditions is met: (i) if the Company has outstanding obligations, which are due before the date of the decision; (ii) if the amount of profit (loss) of a reporting financial year available for distribution is negative (i.e. the Company suffered a loss); (iii) if the Company's equity is less or, upon payment of dividends, would become less than the sum of the authorised capital of the Company, its legal reserve, revaluation reserve and the reserve for redemption of own shares.
- 2.7. The dividend amount must be stated in euros per one ordinary registered share, with the accuracy of one euro cent.

3. Dividend payment procedure

- 3.1. Dividends distributed by a decision of the general meeting of shareholders of the Company constitute the Company's obligation to its shareholders. The Company must pay the distributed dividends no later than within one month as of the date of the decision to distribute profit or the decision to distribute dividends for a period shorter than a financial year.
- 3.2. Advance payment of dividends shall be prohibited. The Company shall pay dividends in cash.
- 3.3. The right to receive dividends shall be vested in persons, who were shareholders of the Company or otherwise had a legal right to dividends at the end of the record date of the general meeting of shareholders that announced distribution of dividends (at the end of

the tenth business day after the general meeting of shareholders of the Company that took the decision).

- 3.4. If shares of the Company are not fully paid and their payment term is not yet over, the shareholder's dividend shall be reduced pro rata to the unpaid part of the price of the share. If a share is not fully paid and the payment term is over, no dividend shall be paid. The Articles of Association of the Company may also establish that the dividend for paid-up shares is to be reduced, too, if they were finally paid up in full in that financial year or in another period, for which the dividend is distributed.
- 3.5. Taxation of dividends disbursed by the Company, withholding and payment of applicable taxes shall be carried out under the procedure set by laws of the Republic of Lithuania.

4. Final provisions

- 4.1. The policy of dividends shall come into effect after its approval in the general meeting of shareholders of the Company.
 - 4.2. The policy of dividends shall be published on the Company's website www.rokiskio.com and in the information system of Nasdaq Vilnius, AB stock exchange.
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