



**The draft resolutions prepared by the Board of Directors of AB „Rokiskio suris“ for the general meeting of shareholders to be held on 27<sup>th</sup> April 2012:**

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

Draft resolution:

To endorse the auditor’s report.

**2. The Audit Committee report.**

Draft resolution:

To endorse the report of the Audit Committee.

**3. The Company’s annual report for the year 2011.**

Draft resolution:

Debriefed with the annual report for the year 2011 of AB “Rokiškio sūris“.

**4. Approval of the company’s consolidated financial accounting for the year 2011.**

Draft resolution:

To approve the consolidated financial reports for the year 2011.

**5. Allocation of the profit of the Company of 2011.**

Draft resolution:

To approve allocation of the profit of the Company of 2011.

thou LTL      thou EUR

1.	Non-distributable profit (loss) at beginning of year	89 123	25 812
2.	Approved by shareholders dividends related to the year 2010	3 688	1 068
3.	Transfers to reserves provided by law	-	-
4.	Profit share transferred to reserves for acquisition of own shares	20 000	5 792
5.	Non-distributable profit (loss) at beginning of year after dividend payout and transfer to reserves	65 435	18 951
6.	Net profit (loss) of fiscal year	27 569	7 985
7.	Distributable profit (loss)	93 004	26 936
8.	Profit share for mandatory reserve	-	-
9.	Profit share for other reserves	-	-
10.	Profit share for dividend payout	3 506	1 015
11.	Profit share for annual payments (tantiemes) to the Board of Directors, employee bonuses and other	1 168	338
12.	Non-distributable profit (loss) at end of year	88 330	25 582

Allotted for the dividends related to 2011 – LTL 3 506 588 (EUR 1 015 578) i.e. LTL 0,10 (EUR 0,029) per share (before taxes).

The Law on Companies of the Republic of Lithuania provides that dividends shall be paid to the shareholders who at the end of the tenth business day following the Annual General Meeting that adopts a decision on dividend payment (rights accounting day) will be on the Shareholders' List of the Company, i.e. the shareholders of AB Rokiskio suris on 14 May 2012.

Following Lithuanian laws dividends paid to natural persons-residents of the Republic of Lithuania and natural persons-residents of foreign countries are subject to withholding Personal income tax of 20 per cent. Dividends paid to legal entities of the Republic of Lithuania and legal entities-residents of foreign countries are subject to withholding Corporate income tax of 15 per cent, unless otherwise provided for by the laws.

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

### Draft resolution:

To appoint UAB "PriceWaterhouseCoopers" as an Auditor of JSC Rokiskio suris. The Board of Directors shall establish the fee for the auditor's work. The Company's Chief Executive Officer shall sign a contract with the auditor.

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

### Draft resolution:

- 1). To purchase up to 10 per cent of own shares.
- 2). Purpose of acquisition of own shares – maintain and increase the price of the company's shares.
- 3). Period during which the company may purchase own shares - 18 months from the approval of resolution.
- 4). Maximal purchase price per share set as – EUR 3,475 (LTL 12,00) minimal purchase price per share is set equally to nominal value of share – EUR 0,290 ( LTL 1,00).
- 5). Minimal sales price per share of the treasury shares is equal to the price at which the shares were purchased.

When selling treasury shares it should be established equal opportunities for all shareholders to acquire the company's shares. Also, it shall be provided the opportunity to annul treasury shares.

- 6). To authorize the Board of Directors to 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 pursuing the resolutions and requirements of the Law on Joint Stock Companies.

## **8. Regarding compounding the reserve to acquire own shares.**

### Draft resolution:

Reserve for acquisition of own shares accumulated amounts up to LTL 40 287 thousand (EUR 11 668 thousand).

**9.To recall all the Board members.**

Draft resolution:

To elect the following members of the Board of Directors: Evaldas Dikmonas, Antanas Kavaliauskas, Jonas Kubilius, Jonas Kvedaravičius, Darius Norkus, Andrius Trumpa, Antanas Trumpa, Dalius Trumpa, Ramūnas Vanagas.

Dalius Trumpa  
Board Chairman