



**The draft resolutions prepared by the Board of Directors of AB „Rokiskio suris“ for the general meeting of shareholders to be held on 26<sup>th</sup> April 2013:**

**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 2012.**

Draft resolution:

Debriefed with the annual report for the year 2012 of AB “Rokiškio sūris“.

**4. Approval of the company’s consolidated financial accounting for the year 2012.**

Draft resolution:

To approve the consolidated financial reports for the year 2012.

**5. Allocation of the profit of the Company of 2012.**

Draft resolution:

To approve allocation of the profit of the Company of 2012.

thou LTL      thou EUR

1.	Non-distributable profit at beginning of year	74 045	21 445
2.	Approved by shareholders dividends related to the year 2011	(3 507)	(1 016)
3.	Transfers to reserves provided by law	9 940	2 879
4.	Non-distributable profit at beginning of year after dividend payout and transfer to reserves	80 478	23 308
5.	Net profit of fiscal year for Company	14 320	4 147
6.	Distributable profit	94 798	27 455
7.	Profit share for mandatory reserve	-	-
8.	Profit share for other reserves	-	-
9.	Profit share for dividend payout <sup>1</sup>	(3 507)	(1 016)
10.	Profit share for annual payments (tantiemes) to the Board of Directors, employee bonuses and other	1 168	338
11.	Non-distributable profit at end of year	91 291	26 439

<sup>1</sup>Distributed profit earned by the Company until 2009

Allotted for the dividends related to 2012 – LTL 3 506 588 (EUR 1 015 578) i.e. LTL 0,10 (EUR 0,029) per share (before taxes).

## **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. Election of an independent member of the Audit Committee and establishment of payment conditions.**

### Draft resolution:

To elect \_\_\_\_\_ ( members will be nominated at the meeting) as an independent member of the Audit Committee. 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.

## **10. Confirmation of members of the Audit Committee.**

### Draft resolution:

To approve the following members of the Audit Committee of AB „Rokiskio suris“: \_\_\_\_\_ (members will be nominated at the meeting).

Dalius Trumpa  
Board Chairman