

**The Draft Decisions, prepared by the Board of AB Linas Agro Group  
(hereinafter – the Company), to the Annual General Meeting  
of the Company’s Shareholders to be held on 24 of October, 2013:**

**1. PRESENTATION OF THE COMPANY’S AUDIT COMMITTEE ACTIVITY REPORT**

*Draft decision:* Presented (enclosed). No voting.

**2. PRESENTATION OF THE INDEPENDENT AUDITORS’ REPORT**

*Draft decision:* Presented (enclosed). No voting.

**3. PRESENTATION OF THE CONSOLIDATED ANNUAL REPORT OF THE COMPANY FOR THE  
FINANCIAL YEAR 2012/2013**

*Draft decision:* Presented (enclosed). No voting.

**4. APPROVAL OF THE CONSOLIDATED AND THE COMPANY’S SET OF FINANCIAL  
STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE, 2013**

*Draft decision:* To approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2013 (enclosed).

**5. ACQUISITION OF OWN SHARES BY THE COMPANY.**

*Draft decision:*

- 5.1. To purchase up to 1,589,403 (one million five hundred eighty nine thousand four hundred and three) ordinary registered shares of the Company with the nominal value of 1 (one) litas, i.e. up to 1 percent of all Company shares;
- 5.2. Purpose of acquisition of own shares is to maintain and increase the price of the Company’s shares;
- 5.3. Period during which the Company may purchase own shares is 18 months from approval of the decision;
- 5.4. Maximal purchase price per one share set as EUR 0.868 (LTL 3.00), and minimal purchase price per one share set equally to nominal value of one share, i.e. EUR 0.290 (LTL 1.00);

- 5.5. Minimal sales price per share of the treasury shares is equal to the price at which the shares were purchased;
- 5.6. When selling own 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 own shares;
- 5.7. To authorize the Board of the Company to organize purchase and sales of the own shares, establish an order for purchase and sales of the own shares, time, as well as their price and number, also complete all other related actions pursuing the decision and requirements of the Law on Companies of the Republic of Lithuania.

## 6. FORMATION OF THE RESERVE TO ACQUIRE OWN SHARES.

*Draft decision:* To form reserve in amount of LTL 4 700 000 (four million seven hundred thousand litas) (EUR 1,361,214) to acquire own shares.

## 7. APPROVAL OF THE DISTRIBUTION OF THE COMPANY'S PROFIT

*Draft decision:*

To approve the Distribution of the Company's Profit:

|  |                |
|--|----------------|
| 1) Retained earnings – profit (loss) of the previous financial year at the end of the accounting financial year                | LTL 64,254,031 |
| 2) Net profit (loss) of the financial year   | LTL 5,937,422  |
| 3) The profit (loss) of the accounting financial year not recognized in the profit (loss) account                              | –              |
| 4) The transfers from the reserves   | –              |
| 5) The shareholder's contributions to cover the losses of the Company (if shareholders decided to cover all or part of losses) | –              |
| 6) The total profit (loss) available for appropriation   | LTL 70,191,453 |
| 7) The part of the profit allocated to the legal reserve   | LTL 296,871    |
| 8) The part of the profit allocated to the reserve of the own share acquisition  | LTL 4,700,000  |
| 9) The part of the profit allocated to the other reserves  | –              |
| 10) The part of the profit allocated for the payment of dividends*   | LTL 6,000,000  |
| 11) The part of the profit allocated for payment of annual bonuses to the Board, employees and other purposes                  | –              |
| 12) Retained earnings – profit at the end of the financial year carried forward to the next financial year                     | LTL 59,194,582 |

\* to allocate LTL 6,000,000.00 (EUR 1,737,720) for the dividend payment for the financial year ended on 30 June, 2013, which consist LTL 0.0377 (EUR 0.0109) with taxes per one share of the Company.

## **8. ELECTION OF THE COMPANY'S AUDITOR FOR THE FINANCIAL YEAR 2013/2014 OF THE COMPANY AND ESTABLISHMENT OF THE PAYMENT FOR THE SERVICES**

*Draft decision:*

- 8.1. To elect Auditor of the Company "ERNST & YOUNG BALTIC" (code 110878442, address Subaciaus St. 7, Vilnius);
- 8.2. To establish the payment for services not more than 30,000 (thirty thousand) euro (VAT excluded) for the audit of the Company's and consolidated financial statements for the financial year 2013/2014;
- 8.3. To charge the Managing Director of the Company to conclude and sign the agreement with elected Auditor.

## **9. ELECTION OF THE COMPANY'S BOARD MEMBER**

*Draft decision:* To elect (name, surname, personal number, residing at [address]) as a new member of the Company's board until the end of term of office of the current board.

The Board of the Company proposes Arturas Pribusauskas to be elected as a new member of the Board. He is not considered to be an independent candidate.