

**OPINION OF THE BOARD OF THE COMPANY, THE SHARES OF WHICH ARE
SUBJECT TO THE OFFICIAL OFFERING, ABOUT THE ANNOUNCED
OFFICIAL OFFERING**

The Board of the public limited liability company “Klaipėdos baldai”, company No 140656052, registered address Joniškės g. 21, LT-91267, Klaipėda, data about the company collected and kept at the Registry of Legal Entities of the Republic of Lithuania (hereinafter referred to as the Company), having examined documents of the mandatory official takeover bid (hereinafter referred to as the Takeover Bid) submitted to it by the offer in the Takeover Bid, who is UAB “SBA furniture group” (company No 300103836) (hereinafter referred to as the Offeror in the Take-Over Bid), at its meeting of 27th February 2014 has adopted the following declaration:

1. Opinion of the Board about the Takeover Bid

The Board of the Company (hereinafter referred to as the Board) has a positive opinion about the Takeover Bid made by the Offeror in the Takeover Bid. In the opinion of the Board, the price indicated in the Takeover Bid, at which the shares of the Company are going to be purchased, is in line with the rules of pricing determined in the Republic of Lithuania law on securities. The circular of the Takeover Bid contains information, which must be submitted, according to the legal acts.

2. Opinion of the Board about the announced by the Offeror in the Takeover Bid plans and intentions that are related to the Company, the shares of which are subject to the Takeover Bid:

2.1. possible impact of the implementation of the Takeover Bid upon the interests of the Company;

The Offeror in the Takeover Bid intends to continue the currently proceeded spheres of activities of the Company, therefore, in the opinion of the Board, implementation of the Takeover Bid shall not have negative impact upon the interests of the Company.

2.2. impact upon the employment conditions;

The Offeror in the Takeover Bid does not intend to change the personnel policy regarding employment conditions, therefore, in the opinion of the Board, implementation of the Takeover Bid shall not have negative impact upon the employment conditions.

2.3. impact upon the number of employees;

The Offeror in the Takeover Bid does not intend to change the personnel policy regarding employees, therefore, in the opinion of the Board, implementation of the Takeover Bid shall not have negative impact upon the number of employees.

2.4. opinion about the strategic plans of the Offeror in the Takeover Bid and their impact upon the number of employees and business locations.

The Offeror in the Takeover Bid has no intention to restructure the Company (change its management scheme), rearrange, reorganize or liquidate it, therefore, in the opinion of the Board, in absence of specific strategic plans of the Company regarding the subject, the implementation of the Takeover Bid shall not have negative impact upon the number of the employees and the business location of the Company.

3. Opinion of the Board about the price of securities of the Company, the shares of which are subject to the Takeover Bid.

The purchase price of shares of the Company determined in the circular of the Takeover Bid is EUR 2.83 per one ordinary registered share with LTL 1 (one litas) per nominal value, in the opinion of the Board, is in line with official rules of pricing that are established in Article 38 of the Republic of Lithuania Law on Securities and is established regarding to the price of shares, which is determined in the agreement of 27th January 2014 between the Offeror in the Takeover Bid and former shareholder of the Company KJK FUND SICAV-SIF.

4. Recommendation of the Board of the Company, the shares of which are subject to the Takeover Bid, to the holders of the issued securities: arguments for accepting or rejecting the Takeover Bid. If no recommendation is given, please indicate the reason of giving no arguments.

The Board does not give the recommendation to shareholders of the Company whether accept or reject the Takeover Bid by the Offeror, as the head of the Offeror in the Takeover Bid is also a member of the Board of Observers of the Company and, in the opinion of the Board, this is the reason why recommendation to accept or reject the Takeover Bid should not be given. In absence of recommendations of the Board, each shareholder of the Company is free to decide at its own discretion as to whether transfer the shares of the Company owned by him or not.

5. Information about a written agreement between the Board (its members) of the Company, the shares of which are subject to the Takeover Bid, and the Offeror in the Takeover Bid concerning implementation of the Takeover Bid.

Such written agreement does not exist.

6. Information about a written agreement between the Board (its members) of the Company, the shares of which are subject to the Takeover Bid, and the Offeror in the Takeover Bid concerning common management policy.

Such written agreement does not exist.

7. Information about the number of shares with voting right and votes at a general meeting of shareholders that are held by the Company, the shares of which are subject to the Takeover Bid in the company, who is the Offeror in the Takeover Bid.

The Company has neither shares entitling it to vote, nor votes at a general meeting of shareholders of the company, who is the Offeror in the Takeover Bid.

8. Information about number of shares with voting right and votes at a general meeting of shareholders that are held by the members of the management bodies of the Company, the shares of which are subject to the Takeover Bid in the company, who is the Offeror in the Takeover Bid.

The members of the management bodies of the Company has neither shares entitling it to vote, nor votes at a general meeting of shareholders of the company, who is the Offeror in the Takeover Bid.

9. Number of members of the Board and results of their voting:

9.1. number of members of the Board of the Company, the shares of which are subject to Takeover Bid, as established in the Articles of Association:

Articles of Association of the Company provide that the Board of the Company shall be comprised of 3 (three) members.

9.2. number of members of the Board present at the meeting:

3 (three) members of the Board were present at the meeting.

9.3. number of members who consented to the opinion of the Board:

3 (three) members of the Board consented to the opinion of the Board.

9.4. number of members who did not consent to the opinion of the Board.

None.

10. Other information at the discretion of the Board.

The Board submits no other information.

AB "Klaipėdos baldai"

Chairman of the Board _____ Gintautas Vitkevičius

L.S.

Date of signing 28th February 2014