Attn.: The Securities Commission of the Republic of Lithuania	21/05/2009 No. Klaipėda		
Konstitucijos pr. 23, LT-08105 Vilnius	Ref No		

INFORMATION FOR THE ATTENTION OF THE SECURITIES COMMISSION OF THE REPUBLIC OF LITHUANIA

Pursuant to the "Rules for preparation and submission of recurring and further information", approved by the resolution of the Securities Commission of the Republic of Lithuania No. 1K-3 dated 23 February 2007, we hereby supplement the information about Public Company "Lithuanian Shipping Company" (LSC).

## INFORMATION ABOUT THE SHAREHOLDERS OF LSC:

(as of 22 April 2009, i.e. day of account of the general shareholders' meeting):

- 1. Total number of shareholders of Public Company "Lithuanian Shipping Company" is 1811 shareholders.
  - 2. The biggest shareholders holding over 5% of shares:

Name and address of the shareholder	Number	Number of shares	Vote share, %
Ministry of Transport and Communications of the Republic of Lithuania (Gedimino pr. 17, Vilnius)	188620589	113.833.000	56,66
State Enterprise State Property Fund (Vilniaus g. 16, Vilnius)	110073154	16.619.317	8,27
DFDS A/S (Sundkrogsgade 11, Copenhagen, Denmark)	14194711	11.108.420	5,53
Swedbank AS (Estonia) Clients (Liivalaia 8, Tallinn)	10060701	11.706.741	5,83
UAB Koncernas "Achemos grupė" (Jonalaukis village, Jonava district)	156673480	13.366.219	6.65

## PROCEDURE FOR AMENDING THE ARTICLES OF ASSOCIATION OF LSC

The Law on Companies of the Republic of Lithuania establishes that the amendment to the Articles of Association is an exclusive right of the general shareholders' meeting. The Articles of Association of the company establish that the decision regarding the amendments to the Articles of

Association is taken by 2/3 majority of votes, granted by the shares of all shareholders, participating in the meeting. Following the decision by the general shareholders' meeting to amend the Articles of Association of the company, the full text of the amended Articles of Association shall be drawn up and signed by the person authorised by the general shareholders' meeting.

## **BODIES OF LSC**

## (AUTHORITY THEREOF, PROCEDURE FOR APPOINTING AND REPLACING OF THE MEMBERS OF THE BODIES)

The bodies of the company are as follows:

- 1. General shareholders' meeting;
- 2. Supervisory board;
- 3. Board;
- 4. Manager of the company.

The general shareholders' meeting is the supreme body of the company.

The general shareholders' meeting shall have an exclusive right to:

- 1. amend and supplement the Articles of Association of the company, except in the cases provided for in the Law on Companies of the Republic of Lithuania;
- 2. elect the members of the Supervisory Board;
- 3. remove the Supervisory Board or its members;
- 4. select and remove the firm of auditors, set the conditions for auditor remuneration;
- 5. determine the class, number and set the nominal value and the minimum issue price of the shares issued by the company;
- 6. approve the annual accounts;
- 7. take a decision on profit/loss appropriation;
- 8. take a decision on the formation, use, reduction and liquidation of reserves;
- 9. take a decision to issue convertible debentures;
- 10. take a decision to withdraw for all the shareholders the right of pre-emption in acquiring the shares or convertible debentures of a specific issue of the company;
- 11. take a decision to increase the statutory capital;
- 12. take a decision to reduce the statutory capital, except where otherwise provided for by the Law on Companies of the Republic of Lithuania;
- 13. take a decision for the company to purchase own shares;
- 14. take a decision on the reorganisation or division of the company and approve the terms of reorganisation or division;
- 15. take a decision to transform the company;
- 16. take a decision to restructure the company;
- 17. take a decision to liquidate the company, cancel the liquidation of the company, except where otherwise provided by the Law on Companies of the Republic of Lithuania;
- 18. elect and remove the liquidator of the company, except where otherwise provided by the Law on Companies of the Republic of Lithuania.

The general shareholders' meeting may also decide on other matters assigned within the scope of its powers by the Articles of Association of the company, unless these have been assigned under the Law on Companies of the Republic of Lithuania within the scope of powers of other bodies of the company and provided by their essence these are not the functions of the management bodies.

The supervisory board is a collegial body supervising the activities of the company.

The supervisory board is elected for 4 years from 5 members by the general shareholders' meeting. The number of the terms of office a member may serve on the supervisory board shall not be

limited. The supervisory board is managed by its chairman. The supervisory board shall elect the chairman of the supervisory board from among its members.

The supervisory board shall:

- 1. elect the members of the board and remove them from office. If the company is operating at a loss, the supervisory Board must consider the suitability of the board members for their office;
- 2. supervise the activities of the board and the manager of the company;
- 3. submit its comments and proposals to the general meeting on the operating strategy, annual accounts, draft of profit appropriation and the report on the activities of the company as well as the activities of the board and the manager of the company;
- 4. submit its proposals to the board and the manager of the company to revoke their decisions which are not in conformity with the laws and other legal acts, the Articles of Association of the company or the decisions of the general shareholders' meeting;
- 5. address other issues assigned within its powers by the Articles of Association of the company as well as by the decisions of the general shareholders' meeting regarding the supervision of the activities of the company and its managing bodies.

The board of the company is a collegial management body of the company, consisting of 5 members.

The members of the board are elected by the supervisory board for the period of four years. The board shall elect its chairman from among its members. There is no limitation on the number of terms of offices a member and chair of the board may serve.

The board shall consider and approve:

- 1. the operating strategy of the company;
  - 1.1. the annual report of the company;
  - 1.2. the structure of management and positions in the company;
  - 1.3. the positions to which employees are recruited by holding competitions;
  - 1.4. regulations of branches and representative offices of the company;
  - 1.5. procedure for procurement of the goods, works, and services.
- 2. The board shall take the following decisions:
  - 2.1. decisions for the company to become an incorporator or a member of other legal entities;
  - 2.2. decisions to open branches and representative offices of the company;
- 2.3. decisions to invest, transfer or lease the tangible long-term assets the book value whereof exceeds 1/20 of the statutory capital of the company (calculated individually for every tape of transaction);
- 2.4. decisions to pledge or mortgage the tangible long-term assets the book value whereof exceeds 1/20 of the statutory capital of the company (calculated for the total amount of transactions);
- 2.5. decisions to offer surety or guarantee for the discharge of obligations of third parties the amount whereof exceeds 1/20 of the statutory capital of the company;
- 2.6. decisions to acquire the tangible long-term assets the price whereof exceeds 1/20 of the statutory capital of the company;
- 2.7. decisions to restructure the company in the cases laid down in the Law on Restructuring of Enterprises of the Republic of Lithuania;
- 2.8. decisions to enable the manager of the company to close the deals (with the exception of the derivatives, currency purchase-sales, vessel as well as vessel maritime risk insurance deals) at the value exceeding 2 000 000 LTL (excluding taxes), and works procurement deals at the value exceeding 3 000 000 LTL (excluding taxes).
- 2.9. other decisions within the powers of the board as prescribed by the general shareholders' meeting.

- 3. Before adopting the decision to invest funds or other assets into another legal entity, the board must notify thereof the creditors with which the company failed to settle within the prescribed time limit, if the aggregate debt to these creditors exceeds 1/20 of the statutory capital of the company.
- 4. The board shall analyse and evaluate the documents submitted by the manager of the company on:
  - 4.1. the implementation of the operating strategy of the company;
  - 4.2. the organisation of the activities of the company;
  - 4.3. the financial status of the company;
  - 4.4. the results of business activities, income and expenditure estimates, the stocktaking data and other accounting data of changes in the assets.
- 5. The board shall analyse and assess the company's draft annual accounts and draft of profit/loss appropriation and shall submit them to the supervisory board and the general shareholders' meeting. The board shall determine the methods used by the company to calculate the depreciation of tangible assets and the amortisation of intangible assets.
- 6. It shall be the duty of the board to convene and organise general shareholders' meetings in due time.
- 7. Members of the board shall be under duty not to divulge any commercial (industrial) secrets of the company which they learned serving on the board.
- 8. The board shall timely organize the general shareholders' meetings and ensure due organization thereof.

<u>The manager of the company</u> – the director general is a single-person management body of the company.

- 1. The director general of the company shall organise daily activities of the company, hire and dismiss employees, conclude and terminate employment contracts with them, provide incentives and impose penalties.
  - 2. The director general of the company shall set the rates used for calculating asset depreciation in the company.
  - 3. The director general of the company shall act on behalf of the company and shall be entitled to enter into the transactions at his own discretion. The director general of the company may conclude the transactions referred to in paragraph 51 of the present Articles of Association, provided that there is a decision of the board to enter into these transactions.
  - 4. The director general of the company shall be responsible for:
    - 4.1. the organisation of activities and the implementation of objects of the company;
    - 4.2. the drawing up of the annual accounts and preparation of the annual report;
    - 4.3. the conclusion of the contract with the firm of auditors;
- 4.4. the submission of information and documents to the general shareholders' meeting, the supervisory board and the board in cases laid down in the Law on Companies of the Republic of Lithuania or at their request;
- 4.5. the submission of documents and particulars of the company to the administrator of the Register of Legal Persons;
- 4.6. the submission of the documents of the company to the Securities Commission and the Central Securities Depository of Lithuania;
- 4.7. the publication of information referred to in the laws in the daily indicated in the Articles of Association;
  - 4.8. the submission of information to shareholders;
- 4.9. the fulfilment of other duties laid down in the laws and legal acts as well as in the Articles of Association and the staff regulations of the manager (director general) of the company.

MEMBERS OF COLLEGIAL BODIES, MANAGER OF THE COMPANY, CHIEF FINANCIAL OFFICER (NAMES AND SURNAMES, DATA ON PARTICIPATION IN THE AUTHORIZED CAPITAL OF THE ISSUER AS WELL AS COMMENCEMENT AND END OF THE PERIOD OF OFFICE OF EACH PERSON)

Supervisory board of Public Company "Lithuanian Shipping Company"

Name and surname	Office	Number of LSC shares	Share of the votes, in percentage
Liudmila Zumerinė	Chair of Supervisory Board (since 30/09/2005)	-	-
Evaldas Zacharevičius	Member of Supervisory Board (since 30/09/2005)	21081	0,01
Ona Barauskienė	Member of Supervisory Board (since 30/09/2005)	-	-
Helena Ragoža	Member of Supervisory Board (since 30/09/2005)	-	-
Kazimieras Gimbutis	Member of Supervisory Board (since 27/06/2001)	2000	0,001

Board of Public Company "Lithuanian Shipping Company"

Name and surname	Office	Number of LSC shares	Share of the votes, in percentage
Arūnas Štaras	Chair of the Board (since 10/03/2009)	-	•
Jelena Antonevič	Member of the Board (since 21/10/2005)	-	-

Juozas Darulis	Member of the Board (since 10/03/2009)	-	-
Vidutė Šarkienė	Member of the Board (since 21/10/2005)	-	-
Vytautas Vismantas	Member of the Board (since 21/10/2005)	16400	0,01

Information about the manager and chief financial officer of Public Company "Lithuanian Shipping Company"

Name and surname	Office	Number of LSC shares	Share of the votes, in percentage
Vytautas Vismantas	Director General (since 27/06/2001)	16400	0,01
Arvydas Stropus	Chief accountant (since 27/06/2001)	-	-

General Direct

241 Vytautas Vismantas

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