

Updated 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 31 October, 2018

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 2017/2018.

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, 2018.

Draft decision: Approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2018 (enclosed).

5. Acquisition of own shares by the Company.

Draft decision. To acquire the Company’s own shares under the following conditions:

- 1) The purpose of acquisition of own shares is to maintain and increase the price of the Company’s shares;
- 2) The maximum number of the shares permitted for acquisition - up to 5 (five) percent of all Company’s shares;
- 3) The time limit within which the Company may acquire its own shares is 18 months from approval of the present decision;
- 4) The maximum purchase price per one share is EUR 0.868, and minimum purchase price per one share is EUR 0.29;
- 5) When selling own shares it should be established equal opportunities for all shareholders to acquire the Company’s shares. Minimal sales price per share of the treasury shares is equal to the price at which the shares were purchased. The Company may cancel purchased own shares;
- 6) 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 the reserve in amount of EUR 5,000,000 (five million euros) of the own share acquisition.

7. Approval of the Distribution of the Company's Profit.

Draft decision: 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	EUR 33,573,646
2)	Net profit (loss) of the financial year	EUR 3,837,482
3)	The profit (loss) of the accounting financial year not recognized in the profit (loss) account	-
4)	The transfers from the reserves	EUR 400,655
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	EUR 37,811,783
7)	The part of the profit allocated to the legal reserve	EUR 192,000
8)	The part of the profit allocated to the reserve of the own share acquisition	EUR 5,000,000
9)	The part of the profit allocated to the reserve of shares issue	-
10)	The part of the profit allocated to the other reserves	-
11)	The part of the profit allocated for the payment of dividends*	EUR 2,926,097
12)	The part of the profit allocated for payment of annual bonuses to the Board, employees and other purposes	EUR 748,000
13)	Retained earnings – profit at the end of the financial year carried forward to the next financial year	EUR 28,945,686

* allocate EUR 2,926,097, for the dividend payment for the financial year ended on 30 June, 2018, which makes EUR 0.0185 with taxes per one share of the Company (calculated excluding own shares acquired by the Company).

8. Election of the Company's auditor for the financial year 2018/2019 of the Company and establishment of the payment for the services.

Draft decision:

- 8.1. Elect Auditor of the Company "ERNST & YOUNG BALTIC" (code 110878442, address Subačiaus St. 7, Vilnius, Lithuania);
- 8.2. Establish the payment for services not more than EUR 30,000.00 (thirty thousand euro) (VAT excluded) for the audit of the Company's and consolidated financial statements for the financial year 2018/2019;
- 8.3. Entrust the Managing Director of the Company to conclude and sign the agreement with elected Auditor.

9. Change Rules for shares issue.

Draft decision:

- 9.1. To change AB Linas Agro Group Rules for share issue and approve it's new wording (enclosed);
- 9.2. To authorize the Head of the Company to ensure proper implementation of the Rules for shares issue.

10. Election Members of the Audit Committee of the Company and approval of the Regulations of the Audit Committee.

Draft decision:

- 10.1. To approve the Regulations of the Audit Committee (enclosed);
- 10.2. To elect members of the Audit Committee of the Company for new term of office of 4 (four) years:
 - 1) ___ (independent member);
 - 2) ___ (independent member);
 - 3) ___.
- 10.3. To set the annual salary to each member of the Audit Committee: EUR 800 (eight hundred euros) to the Chairman of the Audit Committee, and EUR 600 (six hundred euros) to the member of the Audit Committee.

The Board of the Company has proposed to elect to the Audit Committee of the Company:

- 1) Agnė Preidytė (independent member);
- 2) Andrius Drazdys (independent member);
- 3) Irma Antanaitienė.

The Company has not received any other proposed nominees to the Audit Committee of the Company.