

**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 30 of October, 2014**

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 2013/2014

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, 2014

Draft decision: To approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2014 (enclosed).

5. 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 59,200,718
2)	Net profit (loss) of the financial year	LTL 23,754,749
3)	The profit (loss) of the accounting financial year not recognized in the profit (loss) account	–
4)	The transfers from the reserves	LTL 18,712
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 82,974,179

7)	The part of the profit allocated to the legal reserve	LTL 1,187,737
8)	The part of the profit allocated to the reserve of the own share acquisition	–
9)	The part of the profit allocated to the other reserves	–
10)	The part of the profit allocated for the payment of dividends*	LTL 4,997,585
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 76,788,857

* to allocate LTL 4,997,585 (EUR 1,447,400.66) for the dividend payment for the financial year ended on 30 June, 2014, which consist LTL 0.0316 (EUR 0.00915) with taxes per one share of the Company (calculated without own shares acquired by the Company).

6. ELECTION OF THE COMPANY'S AUDITOR FOR THE FINANCIAL YEAR 2014/2015 OF THE COMPANY AND ESTABLISHMENT OF THE PAYMENT FOR THE SERVICES

Draft decision:

- 6.1. To elect Auditor of the Company "ERNST & YOUNG BALTIC" (code 110878442, address Subaciaus St. 7, Vilnius, Lithuania);
- 6.2. 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 2014/2015;
- 6.3. To charge the Managing Director of the Company to conclude and sign the agreement with elected Auditor.

7. ELECTION MEMBERS OF THE AUDIT COMMITTEE OF THE COMPANY AND APPROVAL OF THE REGULATION OF THE AUDIT COMMITTEE.

Draft decision:

- 7.1. To elect members of the Audit Committee of the Company for new term of office of 4 (four) years:
 - 1) Artūras Pribušauskas,
 - 2) Kristina Prūsienė,
 - 3) Andrius Drazdis (independent member of the Audit Committee of the Company);
- 7.2. To approve the Regulations of Activity of the Audit Committee (enclosed);
- 7.3. To set the salary equal to LTL 1,500 (one thousand five hundred litas) per year to Andrius Drazdis, independent member of the Company's Audit Committee.