

**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 22 October, 2015**

**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 2014/2015.**

*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, 2015.**

*Draft decision:* Approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2015 (enclosed).

**5. APPROVAL OF THE PAYMENT OF BONUSES TO THE MEMBERS OF THE BOARD OF THE  
COMPANY.**

*Draft decision:*

- 5.1. Allocate EUR 105,000.00 (one hundred five thousand euro) of the net profit of the Company as bonuses for the members of the Board of the Company for the financial year 2014/2015, and pay EUR 15,000.00 (fifteen thousand euro) to each member of the Board of the Company;
- 5.2. Instruct the Finance Division of the Company, having deducted the taxes due, to pay the bonuses to the members of the Board of the Company by 30 November 2015.

## 6. 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 22,239,590
2)	Net profit (loss) of the financial year	EUR 4,650,990
3)	The profit (loss) of the accounting financial year not recognized in the profit (loss) account	(EUR 1,158)
4)	The transfers from the reserves	EUR 1,819,187
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 28,708,609
7)	The part of the profit allocated to the legal reserve	EUR 232,550
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*	EUR 1,201,966
11)	The part of the profit allocated for payment of annual bonuses to the Board, employees and other purposes	EUR 105,000
12)	Retained earnings – profit at the end of the financial year carried forward to the next financial year	EUR 27,169,093

\* to allocate EUR 1,201,966 for the dividend payment for the financial year ended on 30 June, 2015, which consist EUR 0.0076 with taxes per one share of the Company (calculated without own shares acquired by the Company).

## 7. 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:*

7.1. Elect Auditor of the Company "ERNST & YOUNG BALTIC" (code 110878442, address Subačiaus St. 7, Vilnius, Lithuania);

7.2. 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 2015/2016;

7.3. Entrust the Managing Director of the Company to conclude and sign the agreement with elected Auditor.

## **8. APPROVAL OF NEW EDITION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

*Draft decision:*

- 8.1. Establish that the nominal value of one share of the Company which was LTL 1.00 (one litas) following the conversion into euro is EUR 0.29 (twenty nine euro cents), and the authorised capital is equal to EUR 46,092,715.42 (forty six million ninety two thousand seven hundred fifteen euro and forty two euro cents), where the number of the uncertificated ordinary registered shares of the Company is 158,940,398 (one hundred fifty eight million nine hundred forty thousand and three hundred ninety eight);
- 8.2. Approve the new version of the Articles of Association of the Company;
- 8.3. Entrust and authorise Darius Zubas, the Managing Director of the Company, to sign the Articles of Association;
- 8.4. Entrust and authorise Darius Zubas, the Managing Director of the Company, to perform all actions required to register the new version of the Articles of Association of the Company with the Register of Legal Entities of the Republic of Lithuania.