

TO: The Lithuanian Securities Commission Konstitucijos pr. 23 Vilnius 31st August 2010

### ENDORSEMENT BY THE RESPONSIBLE PERSONS

Pursuing Article 22 of the Law on Securities of the Republic of Lithuania and in accordance with the rules of preparation and submission of periodical and supplementary information approved by the Securities Commission of the Republic of Lithuania, we, the undersigned – the Chief Executive Officer Antanas Trumpa and the Chief Financial Officer Antanas Kavaliauskas – approve that the six month consolidated interim report of "Rokiškio sūris" for the year 2010, shows fair review of the business development and operations.

Attached: Six month consolidated interim report of "Rokiškio sūris" for the year 2010.

Chief Executive Officer

Antanas Trumpa

Chief Financial Officer

Antanas Kavaliauskas





# CONSOLIDATED INTERIM REPORT OF AB "ROKIŠKIO SŪRIS" FOR THE SIX MONTH PERIOD OF THE YEAR 2010

(Prepared in accordance with the rules of preparation and submission of periodical and supplementary information approved by the Securities Commission of the Republic of Lithuania)

Consolidated interim report of AB "Rokiškio sūris" for the six month period of the year 2010

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# 1. Reporting term of the prepared report

The consolidated annual report is prepared for the first half year 2010.

# 2. Key information of the issuer

Name of the issuer: Joint stock company "Rokiskio suris".

Legal base: joint stock company.

Address – Pramones str. 3, LT 42150 Rokiskis, Republic of Lithuania.

Telephone: +370 458 55 200, fax +370 458 55 300.

E-mail address: rokiskio.suris@rokiskio.com

Website: www.rokiskio.com

Date and place of registration: Registered in on 28th February 1992 by the Authorities of

Rokiskis region.

Re-registered in on 28<sup>th</sup> November 1995 by the Ministry of Economy of the Republic of

Lithuania.

Company code 173057512.

Manager of legal persons registry – State company "Registru centras".

The authorized capital of AB "Rokiskio suris" equals to LTL 38 444 894

Number of shares: 38 444 894. Nominal value per share equals to LTL 1 (one litas).

# 3. Information on the issuer's daughter enterprises and subsidiaries

The consolidated group (hereinafter the "Group") consists of the Company AB "Rokiskio suris", two branches, four subsidiaries and one joint venture (in 2009: two branches and seven subsidiaries, and one joint venture). The following tables introduce the subsidiaries and branches which are included in the consolidated report:

	Operating as at June 30th		
Branches	2010	2009	
Utenos pienas	Yes	Yes	
Ukmergės pieninė	Yes	Yes	

	Group's share (%)as at June 30th		
Subsidiaries	2010	2009	
UAB "Rokiškio pienas"	100,00	100,00	
UAB "Skeberdis ir	-	-	
partneriai"			
UAB "Skirpstas"	100,00	100,00	
KB "Žalmargė"	100,00	100,00	
UAB "Europienas"	-	100,00	
SIA "Jekabpils Piena	50,05	50,05	
Kombinats"			
UAB "Batėnai" *	-	100,00	
UAB "Pečupė" *	-	100,00	

Joint venture		
UAB "Pieno upės"	50,00	50,00

<sup>\*</sup> The subsidiaries are not consolidated with the Group due to their insignificance.

Six of the above subsidiaries, a joint venture and the branches are located in Lithuania. The company SIA "Jekabpils Piena Kombinats" is in Latvia.

The main field of operations of the Group is production of fermented cheese and other dairy products.

### Subsidiaries of AB "Rokiškio sūris":

UAB "Rokiskio pienas" legal address: Pramonės g. 8, LT - 28216 Utena. Company code: 300561844. AB "Rokiškio sūris" happens to be its founder and the only shareholder having 100 per cent of shares.

UAB "Skirpstas" legal address: Mindaugo g.38, LT-82001 Radviliškis. Company code: 171344353.

UAB "Batėnai" legal address: Videniškių km. LT-33295 Molėtų raj. Company code: 167543723.

UAB "Pečupė" legal address: Dubysos g.8, Ariogala LT-60001 Raseinių raj. Company code: 172258722.

UAB "Europienas" legal address: Pergalės 10, Lukšių mst. Šakių raj. Company code 174825438. Dairy cooperative "Žalmargė" legal address: Kalnalaukio g.1, Širvintos. Company code: 178301073.

Latvian company SIA Jekabpils piena kombinats (company code 45402008851), legal address: Akmenu iela 1, Jekabpils, Latvija LV-5201.

### Joint venture:

UAB "Pieno upės" legal address: Sandėlių g. 9, Kaunas. Company code: 135027862.

### Branches of AB "Rokiskio sûris"

AB "Rokiškio sūris" subsidiary Utenos pienas (Company code: 110856741, Pramonės g. 8, LT-28216 Utena):

AB "Rokiškio sūris" subsidiary Ukmergės pieninė (Company code: 182848454, Kauno g. 51, LT-20119, Ukmergė).

### 4. Characterization of the issuer's basic business

Basic business of the group of "Rokiškio sūris":

◆ Dairying and cheese production (EVRK 10.51);

Basic business of AB "Rokiškio sūris" is production and sales of fermented cheese, whey products, and skim milk powder.

Subsidiaries:

Basic business of UAB "Rokiškio pienas" production and sales of fresh dairy products (fluid milk, kefir, sour milk, butter, curds, fresh cheese, sour cream, chocolate coated curds dessert, desserts).

Basic business of UAB "Pieno upės" is purchase of raw milk.

Basic business of UAB "Skirpstas" is purchase of raw milk.

Basic business of UAB "Batėnai" is purchase of raw milk.

Basic business of UAB "Pečupė" is purchase of raw milk.

Basic business of KB "Žalmargė" is purchase of raw milk.

Basic business of KB "Europienas" is purchase of raw milk.

Basic business of SIA Jekabpils piena kombinats – production of fermented cheese and sales of raw milk.

### Joint venture:

Basic business of UAB "Pieno upės"is purchase of raw milk.

### Branches of AB "Rokiskio sûris"

Basic business of AB "Rokiškio sūris" subsidiary Utenos pienas and AB "Rokiškio sūris" subsidiary Ukmergės pieninė is purchase of raw milk.

### 5. Contracts with financial brokers

On 24<sup>th</sup> December 2003, AB "Rokiškio sūris" made a contract with UAB FMĮ "Baltijos vertybiniai popieriai" (Gedimino pr.60, Vilnius) regarding administration of shareholders of AB "Rokiškio sūris". On 15<sup>th</sup> January 2007, the financial company changed its name into UAB FMĮ "Orion securities" (A.Tumėno str. 4, LT-01109 Vilnius).

# 6. Trade on issuer's securities by stock exchange and other organised markets

38 444 894 ordinary registered shares of AB "Rokiškio sūris" whose nominal value per share is LTL 1 (one litas), (symbol RSU1L; ISIN code – LT0000100372) and total nominal value equals to LTL 38 444 894, are admitted to the Main List of NASDAQ OMX Vilnius Baltic Stock Exchange.

# 7. Authorized capital of the issuer

As at 30<sup>th</sup> June 2010, the Authorized capital of AB "Rokiškio sūris":

Type of shares	Number of shares	Nominal value, LTL	Total nominal value, LTL	Share of authorized capital (%)
1	2	3	4	5
Ordinary registered shares	38 444 894	1	38 444 894	100,00

All shares of AB "Rokiškio sūris" are paid-up, and they are not subject to any limitations of transference.

### 8. Shareholders

Total number of shareholders (as at 30.06.20010–5.642 shareholders.

The shareholders having or owning over 5 percent of the issuer's authorized capital (as at 30.06.2010):

Name, surname Name of company	Address	Proprietary rights			rights With associated persons	
		Number of shares	Capital share %	Votes %	Capital share %	Votes %
UAB "Pieno pramonės investicijų valdymas"	Pramonės g. 3, Rokiškis Lietuva	15 938 900	39,90	39,90	59,83	59,83
Antanas Trumpa	Sodų 41a, Rokiškis Lietuva	5 528 370	14,38	14,38	59,83	59,83
Skandinaviska Enskilda Banken AB clients	Sergels Torg 2, 10640 Stockholm, Sweden	4 075 689	10,60	10,60	-	-
Swedbank clients	Liivalaia 8, Tallinn Estonia	2 716 944	7,07	7,07	-	-
AB "Rokiškio sūris"	Pramonės g.3 Rokiškis	60	0,0002	-	-	-

# 9. Information on purchase of issuer's own shares

The 8<sup>th</sup> January 2010 Board of Directors of AB "Rokiskio suris" resolved to acquire up to 3.844.480 (three million eight hundred forty four thousand four hundred eighty) units of ordinary registered shares of AB "Rokiskio suris" LTL 1 (one) litas par value. The price for purchase of own shares was set at LTL 2,50 (two litas 50 ct) per ordinary registered share of AB "Rokiskio suris".

In the course of official tender as from 13-01-2010 to 26-01-2010 AB "Rokiskio suris" purchased 60 units of own shares, and it makes 0,0002 % of the Company's Authorised Capital.

Pursuing resolution of the 30<sup>th</sup> April 2010 general meeting of shareholders of AB "Rokiskio suris" to acquire up to 10 per cent of the company's shares, the 26<sup>th</sup> July 2010 Board of Directors of AB "Rokiskio suris" resolved to purchase up to 3.844.400 (three million eight hundred forty four thousand four hundred) units of ordinary registered shares of AB "Rokiskio suris" LTL 1 (one) litas par value. (10 per cent of the authorized capital). The price for purchase of own shares was set at LTL 4,25 (four litas 25 ct) per ordinary registered share of AB "Rokiskio suris".

In the course of official tender as from 28-07-2010 to 10-08-2010 AB "Rokiskio suris" purchased 823 234 units of treasury shares, and it makes 2,14 % of the Company's Authorised Capital.

As at the reporting date (31-08-2010), AB Rokiskio suris has in treasure 823 294 ordinary registered shares of AB "Rokiskio sûris" and it makes 2,14 per cent of the authorized capital.

The treasury shares do not have voting rights.

Consolidated interim report of AB "Rokiškio sūris" for the six month period of the year 2010

# 10. Operations of the issuer, plans and forecast

AB "Rokiškio sūris" is one of the largest and most modern dairy production companies in Lithuania. The sales are widely spread including the export to East and West markets as well as a range of fresh dairy products sold on the local market and neighbourhood countries.

In 2009, the group's sales reached LTL 560 million, and in the first half year 2010 it made LTL 228 million.

In 2009, the export prices decreased compared to 2008 due to the situation in overall world market and it corrected the company's export share.

More than 2/3 of the production of AB "Rokiškio sūris" is exported. The mayor part of exports is fermented cheese. The group historically orientates itself into the mass production of fermented cheese, and it is one of the biggest and most famous fermented cheese producers in the Central and Eastern Europe regions. There are two main export directions with equal weight: European Union (mainly Italy, the Netherlands) and Russia. In the EU, the main products are hard fermented cheese and non-matured cheese, meanwhile the main production going to Russia is semihard fermented cheese.

Pursuing the 22<sup>nd</sup> January 2009 EC Regulation, which came in force on 23<sup>rd</sup> January 2009, the company may enjoy EU export subsidies. The Regulation identifies the dairy products, countries (not EU countries), size of subsidies and other conditions for the refundable exports. The received subsidies are to smooth competition amongst the cheaper local production.

Rokiskis cheese is well known and sold on the local markets. The brand name is associated with a high quality product. The internal sales of the Group makes around one fourth of total Lithuanian sales.

Also, the group includes other products into its export product portfolio such as butter, cream, milk powders and whey products – WPC and lactose.

The group is the biggest exporter in Lithuania – in 2009 it exported over 29,6 thousand tons of fermented cheese, 7,3 thousand tons of cream, 10,2 thousand tons of lactose, 5,3 thousand tons of whey protein concentrate, 4,8 thousand tons of butter and 5,8 thousand tons of milk powders.

During the six month period of 2010, the group sold 10,1 thousand tons of fermented cheese, 3,3 thousand tons of lactose, 0,3 thousand tons of milk powders, 1,5 thousand tons of whey protein concentrate, 1,5 thousand tons of butter, and 2 thousand tons of cream.

Production of milk powders increased by 4 times as much compared to the year 2006. It was determined by the extremely increased price in summer time.

Another important direction of the group's production is fresh dairy production and sales in Lithuania. As from 1<sup>st</sup> January 2007, this activity is carried out by UAB "Rokiškio Pienas". During the last year the group became a market leader and now it shares the leader position together with AB "Pieno žvaigždės". The group's activities in the local market has changed tremendously – now the group's politics is to create added value products, the sales are promoted via strong brands and new product development, innovative market actions.

The local sales in 2009 made LTL 244 million which was around 6% less than in 2008. In the first half year 2010, the local sales made up to LTL 96 million which reflects stabile situation of the group's sales in the local market despite the recession.

The group's targets in the local market are to concentrate beside the portfolio of strongest products and maintain not less than 25% market share. Up to now the tasks are being implemented successfully. The company's sales on the local market are directed to the sales though supermarket nets whose share in the company's sales is increasing and now it is over 80 % from the total sales in the local market.

	Sold			
Countries	Countries 2009 6 months 20	onths 2010		
	thousand Lt	%	thousand Lt	%
Lithuania	243 679	43,48	96 469	42,35
EU	259 383	46,29	97 589	42,85
Other countries	57 333	10,23	33 712	14,80
TOTAL	560 395	100	227 770	100

### Sales markets in 2008 and six months 2009

In 2010, the Group expects to invest equally to the last year, i.e. from 8 to 10 million litas.

The investments will be used to complete the modernization of dairy production as per contracts of the support programme KPP 2007-2013, as well as completion of other works in progress in order to ensure stabile and uninterrupted use of current machines and creation of new products.

The company's target is to modernize its raw milk collecting and preparation for loading, transportation, also the departments related with production. It is aimed to equip production and servicing departments with most progressive technologies in order to reach economy on power supply, also to protect environment and improve well being of servicing staff, as well as to improve quality of purchased milk and produce.

The modern equipment will ensure that products will be produced in safe conditions in terms of hygiene and sanitary

# 11. Environment protection

The food safety and quality and environment protection politics of AB "Rokiškio sūris" covers continuous decrease of negative impact on environment, ensuring minimal consumption of resources, and strengthening waste treatment in order to minimize negative impact on air, water and earth.

Within the reporting period, AB "Rokiškio sūris" implemented successfully the targets and tasks provided by the Environment Protection Program 2010. The company employs five such programs. It was not identified any unwelcome facts.

The results of resource consumption changed due to the increased amount of the process raw milk by 32,6 per cent.

Consumption of energy resources in the first half year 2010 compared to 2009, per 1 ton of raw material:

Thermal power	Electricity	Water	Waste efflueant
Decreased by	Decreased by	Decreased by	0,0 %
4,2 %	5,4 %	4,0 %	

In the course of mixed waste water treatment technology, it was produced 386.043 m<sup>3</sup> of bio-gas and 57 per cent less of "green" power compared to the same period of 2009.

In the first half year 2010, it was used 328.249 m<sup>3</sup> of water of which 55% is extracted from the company's two fresh water bores.

The discharged amount of pollutants in terms of BDS<sub>7</sub> amounts to 0,01 kg/ ton of raw material, i.e. by 85% less than in the same period of 2009. A small part of waste effluent (1%) is treated by the municipality waste water treatment plant UAB "Rokiškio vandenys".

AB "Rokiškio sūris" exploited 376 vehicles. 14% of which comply with Euro 4 or 5 requirements, 18% - with Euro 3 requirements. Average age of vehicles – 8,1 years. Mostly the vehicles use diesel.

The comprised waste (both hazardous and non-hazardous) is handled by UAB "Rokiškio komunalininkas". In the first half year 2010, it was 184 t of household waste, 6,72 t of hazardous waste, and 3077 t of sludge from waste water treatment plant was used for soil fertilization. It was collected the secondary waste as follows: paper 6,2 t, plastics 18,04 t.

On 28<sup>th</sup> December 2009, AB "Rokiškio sūris" received a Licence for integrated prevention and control of pollution (TIPK).

# 12. Procedure for amendments of the Articles of association

Pursuing the Articles of Association of AB "Rokiškio sūris", the Articles may be exclusively changed by the general meeting of shareholders, except the cases provided by the Law on joint stock companies of the Republic of Lithuania. To accept the decision changing the Articles of Association, it is needed 2/3 of votes of total participants in general meeting of shareholders.

# 13. Management bodies of the issuer

In accordance with the Articles of Association of AB "Rokiškio sūris", the managing bodies of the company are as follows: General shareholders' meeting, the Board of Directors and the Chief Executive Officer.

The competence and procedure of announcement applied to the general shareholders' meeting complies with the competence and procedure of announcement applied to the general shareholders' meeting established by the Law on Joint Stock Companies.

The Board of Directors is a collegial management body comprised of 9 (nine) members. The Board members are elected and recalled by the general shareholders' meeting pursuing the procedure set by the Law on Joint Stock Companies.

The Chief Executive Officer is a one-man management body who organizes everyday activities of the company, discusses and solves the company's long term strategic objectives as well as issues of business plans. Within relationship between the company and other persons, the Chief Executive Officer acts determinatively on behalf of the company.

### Members of the Board of Directors:

**Dalius Trumpa**– Board Chairman (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders). Owns 759 740 ordinary registered shares. i.e. 1,98% of the Authorized capital and votes of AB "Rokiškio sūris".

Participation in the activities of other companies:

Shareholder of UAB" Pieno pramonės investicijų valdymas", having 3,91 % of the company's shares and votes;

Chief executive officer of UAB "Rokiškio pienas", having no shares;

Director of UAB "Rokvalda", having 100% of shares and votes;

**Antanas Kavaliauskas** - Deputy Chairman (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), the Chief Financial Officer of AB "Rokiškio sūris", having no ownership of AB "Rokiškio sūris".

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas" owning 3,91% of shares of UAB" Pieno pramonės investicijų valdymas".

Board Chairman of Latvian company SIA Jekabpils piena kombinats, having no shares;

Director of Lithuanian dairy association "Pieno centras", having no shares.

**Antanas Trumpa** - Board member (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), Chief Executive Officer of AB "Rokiškio sūris", owning 5 528 370 ordinary registered shares of AB "Rokiškio sūris", i.e. 14,38 % of the authorized capital of AB "Rokiškio sūris" and votes.

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas" with 7 546, i.e. 74,86% of the shares and votes of UAB" Pieno pramonės investicijų valdymas".

**Andrius Trumpa** - Board member (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), works in Vilnius Gedimino Technikos University in the capacity of lecturer, owns 298 820 shares, i.e. 0,70% of the Authorized capital and 0,78% votes of AB "Rokiškio sūris".

He does not participate in the performance and capital of any other companies.

**Ramūnas Vanagas** - Board member (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), Development Director of AB "Rokiškio sūris", having no ownership of shares of AB "Rokiškio sūris".

Participation in the activities of other companies:

Board member of UAB "Skirpstas", having no shares.

Board member of Latvian company SIA Jekabpils piena kombinats, having no shares;

**Jonas Kvedaravičius** – Board member, (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), Central services director of AB "Rokiškio sūris", having 24 630 shares of AB "Rokiškio sūris", i.e. 0,06 % of the company's authorized capital and votes.

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas", having 3,91 % of the company's shares and votes;

Director of UAB "Pieno pramonės investicijų valdymas".

**Jonas Kubilius** – Board member, (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), Logistics director of AB "Rokiškio sūris", having 19 930 shares of AB "Rokiškio sūris", i.e. 0,05 % of the company's authorized capital and votes.

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas", having 3,91 % of the company's shares and votes;

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**Evaldas Dikmonas** - Board member, (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), Procurement director of AB "Rokiškio sūris", having 2 165 shares of AB "Rokiškio sūris", i.e. 0,01 % of the company's authorized capital and votes.

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas", having 3,91 % of the company's shares and votes;

Board chairman of UAB "Skirpstas", having no shares.

Board member of Latvian company SIA Jekabpils piena kombinats, having no shares.

**Darius Norkus** - Board member, (elected by the 25<sup>th</sup> April 2008 General meeting of shareholders), Sales and Marketing director of AB "Rokiškio sūris", having no shares of the company.

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas", having 3,91 % of the company's shares and votes;

Cadence period of the Board of Directors is 4 years. The cadence ends on 25<sup>th</sup> April 2012.

### Data on the company's manager (chief executive officer):

**Antanas Trumpa** - owning 5 528 370 ordinary registered shares of AB "Rokiškio sūris", i.e. 14,38 % of the authorized capital of AB "Rokiškio sūris" and votes.

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas" with 7 546, i.e. 74,86% of the shares and votes of UAB" Pieno pramonės investicijų valdymas".

### **Chief Financial Officer:**

**Antanas Kavaliauskas** - having no ownership of AB "Rokiškio sūris".

Participation in the activities of other companies:

Shareholder of UAB "Pieno pramonės investicijų valdymas" owning 3,91% of shares of UAB" Pieno pramonės investicijų valdymas".

Board Chairman of Latvian company SIA Jekabpils piena kombinats, having no shares;

Director of Lithuanian dairy association "Pieno centras", having no shares.

# 14. Employees

# Group's structure of AB "Rokiškio sūris"

As at 30<sup>th</sup> June 2010, the number of employees working for the group of AB "Rokiškio sūris" amounted to 1529 (listed number of employees).

There is a trade union operating in the company, and the employees sign a mutual employment contract with the company.

The table shows average number of employees of Rokiškio sūris group and variation of salaries in six months 2009:



Average number of employees	2009.12.31.	2010.06.30.
Total:	1572	1529
incl. Managers	10	10
Specialists	156	155
Workers	1406	1364
Average monthly salary, Lt	2103	1969
managers	4026	3678
specialists	2332	2224
workers	2061	1919

Education level of the employees working for Rokiskio suris

	2009.12.31	2010.06.30
Education		
University degree	125	125
Special education	707	695
High school	690	664
Unfinished high school	50	45

# 15. Up-to-date information on the publicly announced data

- The 8th January 2010 Board of Directors of AB "Rokiskio suris" resolved:
- 1. Pursuing the resolution of the 31st August 2009 general meeting of shareholders of AB "Rokiskio suris" to acquire up to 3.844.480 (three million eight hundred forty four thousand four hundred eighty) units of ordinary registered shares of AB "Rokiskio suris" LTL 1 (one) litas par value. (10 per cent of the authorized capital).
- 2. The price for purchase of own shares is set at LTL 2,50 (two litas 50 ct) per ordinary registered share of AB "Rokiskio suris".
- 3. Duration of purchase of own shares 14 days. The shares will be purchased as from 13th January 2010 until 26th January 2010, via the official tender submarket of Securities Exchange NASDAQ OMX Vilnius.
- 4. In case the quantity of shares offered for purchase is greater than it is intended to buy, the amount of offered for purchase shares will be proportionally decreased.
  - In the course of official tender as from 13-01-2010 to 26-01-2010 AB "Rokiskio suris" purchased 60 units of own shares, and it makes 0,0002 % of the Company's Authorised Capital.
  - The 19th February 2010 Board of Directors of AB "Rokiskio suris" resolved to establish an association together with other processors of agricultural production. Consequently, the joint stock company Rokiskio suris becomes one of the incorporators of juridical body Association of Lithuanian Food Industrialists.
  - Resolutions approved by the general meeting of shareholders of AB "Rokiskio suris" on 30th April 2010
- **1.** The Company's annual report for the year 2009.

To approve the annual report for the year 2009 of AB "Rokiškio sūris".

**2.** Auditor's findings regarding the consolidated financial reports and annual report. To approve the auditor's report.

### **3.** The Audit Committee report.

To consider the report of the Audit Committee.

**4.** Approval of the company's consolidated financial accounting for the year 2009. To approve the consolidated financial reports for the year 2009.

**5.** Allocation of the profit of the Company of 2009.

To approve allocation of the profit of the Company of 2009.

1.	Non-distributable profit (loss) at beginning of year	68 993 thou LTL (19 982 thou EUR)
2.	Approved by shareholders dividends related to the	-
	year 2008	
3.	Transfers to reserves provided by law	
4.	Profit share transferred to reserves for acquisition	-
	of own shares	
5.	Non-distributable profit (loss) at beginning of year	68 993 thou LTL (19 982 thou EUR)
	after dividend payout and transfer to reserves	
6.	Net profit (loss) of fiscal year	14 748 thou LTL (4 271 thou EUR)
7.	Distributable profit (loss)	83 741 thou LTL (24 253 thou EUR)
8.	Profit share for mandatory reserve	364 thou LTL (105 thou EUR)
9.	Profit share for acquisition of treasury shares	15 000 thou LTL (4 344 thou EUR)
10.	Profit share for other reserves	
11.	Profit share for dividend payout	3 844 thou LTL (1 113 thou EUR)
12.	Profit share for annual payments (tantiemes) to the	2 998 thou LTL (868 thou EUR)
	Board of Directors, employee bonuses and other	
13.	Non-distributable profit (loss) at end of year	61 535 thou LTL (17 822 thou EUR)

As for the year 2009, it shall be allocated LTL 3.844.483,40 (EUR 1.113.439,35), i.e. LTL 0,10 (EUR 0,029) per share (before tax).

**6.** Election of the Company's auditor and establishment of payment conditions.

To appoint UAB "PriceWaterhouseCoopers" as an Auditor of JSC Rokiskio suris. The Board of Directors shall establish the fee for the auditor's work. The Company's Chief Executive Officer shall sign a contract with the auditor.

- 7. Regarding purchase of own shares.
- 1) To purchase up to 10 per cent of own shares.
- 2) Purpose of acquisition of own shares maintain and increase the price of the company's shares.
- 3) Period during which the company may purchase own shares 18 months from the approval of resolution.
- 4) Maximal purchase price per share set as LTL 12, minimal purchase price per share is set equally to nominal value of share LTL 1.
- 5) Minimal sales price per share of the treasury shares is equal to the price at which the shares were purchased.

When selling treasury shares it should be established equal opportunities for all shareholders to acquire the company's shares. Also, to provide opportunity to annul treasury shares.

6) To authorize the Board of Directors to organize purchase and sales of the own shares, establish an order for purchase and sales of the own shares, as well as their price and number, and also complete all other related actions pursuing the resolutions and requirements of the Law on Joint Stock Companies.

### **8.** Regarding compounding the reserve to acquire own shares.

To compound a 15 (fifteen) million litas reserve (EUR 4.344.300) to acquire treasury shares. Total reserve including the former reserve for acquisition of treasury shares equals LTL 29.188 thousand (EUR 8.453 thousand).

- Pursuing resolution of the 30th April 2010 general meeting of shareholders of AB "Rokiskio suris" to acquire up to 10 per cent of the company's shares, the 26th July 2010 Board of Directors of AB "Rokiskio suris" resolved:
- 1. Purchase up to 3.844.400 (three million eight hundred forty four thousand four hundred) units of ordinary registered shares of AB "Rokiskio suris" LTL 1 (one) litas par value. (10 per cent of the authorized capital).
- 2. The price for purchase of own shares is set at LTL 4,25 (four litas 25 ct) per ordinary registered share of AB "Rokiskio suris".
- 3. Duration of purchase of own shares 14 days. The shares will be purchased as from July 28th, 2010 until August 10th, 2010 via the official tender submarket of Securities Exchange NASDAQ OMX Vilnius.
- 4. In case the quantity of shares offered for purchase is greater than it is intended to buy, the amount of offered for purchase shares will be proportionally decreased.

In the course of official tender as from 28-07-2010 to 10-08-2010 AB "Rokiskio suris" purchased 823 234 units of own shares, and it makes 2,14 % of the Company's Authorised Capital

All information on the company's material events is presented following Article 28 of the Law on Securities of the Republic of Lithuania.

The company publishes its information through the base of Central Public Information, on the website of Vilnius Securities Exchange <a href="http://www.baltic.omxnordicexchange.com">http://www.baltic.omxnordicexchange.com</a> and the company's website <a href="http://www.rokiskio.com">www.rokiskio.com</a>

# 16. Information on observance of the Company management codex

In general, Rokiskio suris AB proceeds with the recommendations provided by the 21<sup>st</sup> August 2006 Governance Code approved by Vilnius Stock Exchange.