

Draft resolutions for the General Meeting of AB "Lifosa"

The Agenda and the draft resolutions proposed by the Management Board to the General Meeting of AB "Lifosa" to be held on April 28, 2011:

1. The Company's Auditor's Report.

Heard.

2. The Annual Report of the Company for the year 2010.

To assent to the Company's Annual Report for the year 2010.

3. The approval of the Company's Annual Financial Statements for the year 2010.

To approve the audited Annual Financial Statements for the year 2010.

4. Company's profit appropriation for the year 2010.

To approve the Company's net audited profit (acc.to IFRS) appropriation as follows:

- 1) the unappropriated profit of the preceding year at the end of the accounting financial year – 592 900 thou. LTL (179 219 thou. EUR);
- 2) net profit of the accounting financial year – 240 614 thou. LTL (69 687 thou. EUR);
- 3) total profit available for appropriation – 833 514 thou. LTL (241 402 thou. EUR).
- 4) the share of profit allocated to the legal reserve - 0 LTL (0 EUR);
- 5) the share of profit allocated to the reserve for acquiring own shares – 0 LTL (0 EUR);
- 6) the share of profit allocated to other reserves – 0 LTL (0 EUR);
- 7) the share of profit for the payment of dividends - 0 LTL (0 EUR) ;
- 8) the share of profit for the payment of annual bonuses to Board members, payment of incentives to employees and other allocations - 0 LTL (0 EUR);
- 9) the unappropriated profit at the end of the accounting financial year brought forward to the next financial year – 833 514 thou. LTL (241 402 thou. EUR).

5. Selection of the firm of Auditors and establishment of the terms of remuneration for audit services.

5.1. To approve the firm UAB "PricewaterhouseCoopers" as auditing company for the year 2011.

5.2. To authorize Mr. Jonas Dastikas, the General Director of the Company to enter into the Service Agreement with the auditing company under the following remuneration terms for the services offered: the payment amount agreed between the Parties should not exceed 145 thou. LTL (42 thou. EUR) VAT excluded.