

Draft resolutions of Ordinary General Meeting of the Shareholders, to be held on 27 April 2012

Draft decisions for the Ordinary General Meeting of Shareholders of Vilkyskiu pienine AB to be held on the 27 April 2012, proposed by the Board of the Company:

Item 1 of the Agenda: The annual report of the Company of the year 2011.

Draft resolution: To attend the annual report of the Company of the year 2011.

Item 2 of the Agenda: Auditor's Report regarding the Company's Financial Statements for 2011.

Draft resolution: Heard.

Item 3 of the Agenda: Approval of the Company's Financial Statements for 2011.

Draft resolution: To approve the Company's Financial Statements for 2011.

Item 4 of the Agenda: Profit (loss) appropriation for the year 2011.

Draft resolution: To approve the Audited Profit appropriation for the year 2011 as follows under IAS:

	thousand LTL	thousand EUR
1) Non-appropriated profit (loss) at the end of the year 2010	9.028	2.615
2) Approved by shareholders dividends of the year 2010	2.866	830
3) Transfers to reserves provided by law	259	75
4) Portion of the profit allocated to the reserve for the purchase of own shares	5.768	1.671
5) Non-appropriated profit (loss) at the beginning of the year 2011 after dividends payout and transfer to reserves	135	39
6) Net profit (loss) of the reporting period	13.546	3.923
7) Transfers from reserves	457	132
8) Total profit (loss) to be appropriated:	14.138	4.095
- portion of the profit allocated to the legal reserve	0	0
- portion of the profit allocated to the reserve for the purchase of own shares	0	0
- portion of the profit allocated for payment of the dividends (or 0,25 LTL (0,0724 EUR) per ordinary registered share with nominal value of 1 LTL)	2.986	865
- portion of the profit allocated to the other reserves	0	0
- portion of the profit allocated to be paid as annual payouts (tantiemes) to board members, bonuses to employees and for other purposes	150	43
9) Non-appropriated profit (loss) at the end of the year 2011 carried forward to next financial year	11.002	3.186

Item 5 of the Agenda: Election of the Audit Committee members.

Draft resolution: To elect the members Audit Committee Vanda Krivosoviene (independent member) and Milana Buivydiene.

Item 6 of the Agenda: A decision on the purchase of own shares.

Draft resolution: A decision with regard to the purchase of own shares has been approved:

- a) To purchase up to 10 percent of the Company's shares.
- b) The purpose of acquisition of own shares – to maintain and increase the price of the Company's shares.
- c) Period during which the Company may acquire own shares – until 30 April 2013.

- d) To set the maximum price per share of own shares to be acquired – at 1.40 EUR (4.83 LTL), at the same time setting the minimum acquisition price per share equal to the nominal value of a share, i.e. 0.29 EUR (1.00 LTL).
- e) To commit the Board to organize the purchase of own shares, to determine the procedure for purchase and sale of shares, time, number of shares and price, as well as to perform other actions relating thereto in compliance with the terms set in this resolution as well as in accordance with the requirements established in the Republic of Lithuania Law of Companies.

Item 7 of the Agenda: Approval of dividend policy.

Draft resolution: To approve the dividend policy

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