

■ Ernst & Young Baltic UAB  
Subačiaus g. 7  
LT-01127 Vilnius  
Lietuva  
Tel. (8 5) 274 22 00  
Faks. (8 5) 274 23 33  
Vilnius@lt.ey.com  
www.ey.com/lt

Juridinio asmens kodas 110878442  
PVM mokėtojo kodas LT108784411  
Registras – juridinių asmenų registras

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Subačiaus g.  
LT-01127 Vilnius  
Lithuania  
Phone: + 370 5 274 22 00  
Fax: + 370 5 274 23 33  
Vilnius@lt.ey.com  
www.ey.com/lt

Code of legal person 110878442  
VAT payer code LT108784411  
Register of Legal Persons

## Independent auditor's report to the shareholders of AB Žemaitijos Pienas

### Report on the Financial statements

We have audited the accompanying financial statements of AB Žemaitijos Pienas, a public limited liability company registered in the Republic of Lithuania (hereinafter the Company), and consolidated financial statements of AB Žemaitijos Pienas and its subsidiaries AB Telšių Autoservisas, UAB Žemaitijos Pieno Žaliava, ŽŪK Tarpučių Pienas, ŽŪK Sodžiaus Pienas (hereinafter the Group), which comprise the balance sheets as at 31 December 2007, the statements of income, changes in equity and cash flows for the year then ended, and notes (comprising a summary of significant accounting policies and other explanatory notes).

### *Management's Responsibility for the Financial Statements*

The Company's management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as set forth by the International Federation of Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

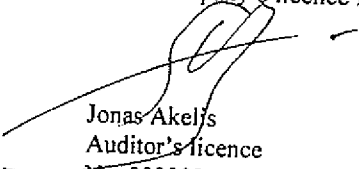
### *Opinion*

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of AB Žemaitijos Pienas and the Group as of 31 December 2007, and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

### Report on Other Legal and Regulatory Requirements

Furthermore, we have read Management Report for the year ended 31 December 2007 and have not noted any material inconsistencies between the financial information included in it and the financial statements for the year ended 31 December 2007.

UAB ERNST & YOUNG BALTIC  
Audit company's licence No. 001335



Jonas Akelys  
Auditor's licence  
No. 000003

The audit was completed on 28 February 2008.

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(all amounts are in LTL thousand unless otherwise stated)

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The audit was completed on 28 February 2008.

Žemaitijos Pienas AB (hereinafter, the Company) is a public limited liability company registered in the Republic of Lithuania. Its registered office is at Sedos g. 35, Telšiai.

The Company is producing dairy products and selling them in Lithuanian and foreign markets. The Company has several wholesale units with warehouses and vehicles in major cities of Lithuania. The Company has started its activities in 1984. Shares of the Company are traded on the Current List of the Vilnius Stock Exchange.

On 31 December 2007 and 2006, the authorised capital of the Company was equal to LTL 48,375,000, it was divided into 4,837,500 ordinary registered shares with the par value of LTL 10 each. All the shares are issued, subscribed for and fully paid up. On 31 December 2007 and 2006, subsidiaries of the Company did not hold any shares in the Company, the Company did not hold its own shares, either.

According to the legislation of the Republic of Lithuania, the annual report, including financial statements, prepared by the management of the Company is to be approved by the annual general meeting of shareholders.

During 2007:

- Ekoagros Vši confirmed that Žemaitijos Pienas AB conformed to the requirements of Council Regulation (EEC No. 2092/91) and the rules for ecological agriculture. The production of the following organic products was certified (certificate No. SER-K-07-00010, registration No. 060670P):

- organic cheese, 45% fat content in the dry matter;
- organic milk, 2.5% fat;
- organic yogurt, 2.5% fat;
- organic yogurt with strawberries, 2.0% fat;
- organic yogurt with lemon and ginger, 2.0% fat.

- The validity of former certificates was extended by the Kaliningrad Centre of Certification and Metrology.

- The State Metrology Service made an evaluation and issued certificates to the effect that the quantity in the packaging conformed to the provisions of the Technical Regulations for the Quantity of Packed Products and Control of Measurement Vessels and permitted the producer to use the mark "e" on the packaging of the following dairy products:

- yogurt *Magija*, 350 g;
- 30% fat sour cream, 200 g, 450 g;
- dessert curds with fruit and yogurt, 130 g;
- glazed curd bars, 40 g, 45 g;
- melted cheese, 175 g.

- During the 16<sup>th</sup> international specialised exhibition AgroBalt 2007, organic yogurt, 2,5% fat, was awarded a gold medal.

- In 2007, a meeting of the evaluation committee for the annual competition Lithuanian Product of the Year, 2007 was held in the Lithuanian Confederation of Industrialists. A product of our Company – organic cheese *Dobilas* – was nominated for a gold medal.

During 2007 the Transport Department purchased 19 Mercedes - Benz 816 vehicles with lifting capacity of 3.3 tons and 6 Iveco 65C15 vehicles with lifting capacity of 3 tons for taking the finished products to customer stores. These vehicles

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replaced 25 depreciated Iveco vehicles. For transportation of raw milk, two milk tankers were purchased: SCANIA 124G and Mercedes - Benz 1844 with lifting capacity of 12,000 litres of milk, and 2 trailers with lifting capacity of 12,000 litres each. They replaced 2 depreciated KAMAZ articulated lorries. Also, the Company purchased 3 trailers with lifting capacity of 12,000 litres, which were assigned to milk tankers so that the transport fleet would be used as well as possible. Renewing its car fleet, the Company purchased 17 cars for sales and administration personnel: 4 ŠKODA OKTAVIA; 10 VW CADDY and 3 AUDI. Heavy vehicles of Žemaitijos Pienas AB in 2007 carried 64,600 tons of dairy products and mineral water to affiliates of Žemaitijos Pienas AB and central warehouses of its customers. Delivery vehicles carried 57,400 tons of dairy products and mineral water from warehouses of the Company's affiliates to its customers. Milk tankers of Žemaitijos Pienas AB carried 274,300 tons of raw milk.

Comparison of the sales of the Company in 2006 and in 2007 according to product groups (in thousands of LTL):

Product groups	2006	2007	Change
Dairy products	360,606	446,797	23.92%
Ice-cream	15,137	13,646	-9.9%
Frozen products	1,838	1,500	-18.39%
Water products	428	272	-36.45%
Products of other companies	5,231	2,011	-61.6%
<b>Total</b>	<b>383,240</b>	<b>464,287</b>	<b>21.1%</b>

In 2007 export accounted for over 53% of all the sales. The Company exported mostly to European countries and Russia. The export of fermented cheeses accounted for 57% of total exports, cream – 20%, whey and skim milk powder – 12.2%, other goods – 10.8%.

The turnover of the group in 2007 was LTL 464 million, which is 21.1% more than in 2006. The group earned LTL 24.5 million of audited net profit.

On 31 December 2007 the group had 1,875 employees on the list. The amount of the work pay and the social insurance tax during 2007 was equal to LTL 61,172,000. In comparison with 2006, the average work pay for one employee increased by 25% or 540 LTL per month.

In 2007 the group purchased 335,400 tons of milk (according to R+B). In comparison with 2006, the quantity of purchased milk is 3.69% more, though the production of milk in Lithuania increased in average by 3.9% in 2007. The average annual price for 1 ton (R+B) of milk was LTL 709 or 15.5% more (LTL 110 per ton) than in 2006 and LTL 3 per ton more than the usual average milk price in Lithuania.

This year the group is planning to purchase 342,600 tons of milk or 2.13% more than in 2007. The planned average price for one ton is LTL 1,012.

On 31 December 2007 Žemaitijos Pienas AB had the following subsidiaries:

Subsidiary	Registered office of the subsidiary	Number of shares	Par value of a share in LTL	Share of interest in capital held by the group
Telšių Autoservisas AB	Mažeikių g. 4, Telšiai	15,205	17	37.49%
Žemaitijos Pieno Žaliava UAB	Sedos g. 35, Telšiai	100,000	10	100%
Tarpučių Pienas ŽŪK	Klaipėdos g. 3, Šilutė	1	10	10.08%

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Sodžiaus Pienas ŽŪK	Šilalės g. 35, Laukuva, Šilalės raj.	1	10	15.09%
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Telšių Autoservisas AB, Tarpučių Pienas ŽŪK and Sodžiaus Pienas ŽŪK are subsidiaries of Žemaitijos Pienas AB because the Company controls activities of these companies though it holds less than 50% of their shares. Telšių Autoservisas AB did not perform any activities from July 2000 to 31 December 2007. Telšių Autoservisas AB is currently in liquidation. It is planned that the liquidation and removal of the company from the Register of Legal Persons will be completed by 1 May 2008.

Žemaitijos Pienas AB has 7 affiliates in various cities of Lithuania:

1. Vilnius affiliate, Algirdo g. 40 / 13, Vilnius;
2. Kaunas affiliate, Kėdainių g. 8A, Kaunas;
3. Anykščiai affiliate, Vilties g. 4A, Anykščiai;
4. Alytus affiliate, Putinų g. 23, Alytus;
5. Klaipėda affiliate, Šilutės plentas 33, Klaipėda;
6. Panevėžys affiliate, J.Janonio g. 9, Panevėžys;
7. Telšiai affiliate, Sedos g. 35, Telšiai.

Žemaitijos Pienas AB has 2 points of milk purchase:

1. Laukuva dairy, Šilalės g. 35, Laukuva, Šilalės raj.;
2. Plungė dairy, Dariaus ir Girėno g. 8, Plungė.

On 9 March 2006 the Company signed an agreement with the National Paying Agency under the Ministry of Agriculture related to the Company modernisation project. According to this agreement the Company was to be granted financial assistance for its project in the amount of LTL 3.4 million. The total value of the project is LTL 8 million. In January 2007, Žemaitijos Pienas AB using money from the co-funding, structural funds of the European Union, as well as its own funds, implemented the second phase of the project "Modernisation of Production Lines of Žemaitijos Pienas AB". During two phases of the project, the modernisation of cream packing was carried out – from now on the consumers will have various quantities of products available to them. The acquired equipment for cooling of kefir (fermented milk) before packing improved the quality of this product. Sales plans made before the acquisition of the equipment were justified. Milk input and cream production lines were also modernised, a curd mixer and a helical screw air compressor were purchased. The Company implemented the automation of the boiler room and creation of computer work stations, assembled new butter, cheese and dry dairy products packing equipment. Operations were chosen taking into account the needs of the Company after a long and detailed analysis of submitted proposals and adjustments to the currently formed business development vision. The funds assigned for this project have been used in full.

Žemaitijos Pienas AB created conditions for the production development, production of better quality goods and improved working conditions.

On 9 March 2006 the Company signed an agreement with the Ministry of Social Security and Labour of the Republic of Lithuania for assignment of financial assistance for the project "Improvement of General Competences and Skills of Žemaitijos Pienas AB Employees". According to this agreement the Company expects to be granted financial assistance of up to LTL 810,500. The total amount of the project expenses is LTL 1,365,400; in 2006 the Company used LTL 39,500 or 2.9%, whereas in 2007 it used LTL 720,100 or 53%. The total amount used in 2006 and in 2007 by the Company was LTL 759,700 or 55.7%. This project will be completed by May 2008.

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The long-term goals of Žemaitijos Pienas AB are to become a strong, technically modern, reliable company attractive for investors; to create a profitable market for its products in the European Union and the Baltic States; to retain the highest quality of its products; to fully use existing production capacities; to systematically accumulate intellectual capital.

The main current goals of the Company are as follows:

- to purchase milk on market conditions but in any case paying not more than paid by other market participants purchasing raw milk in Lithuania;
- to maintain the current number of milk producers and to purchase at least 5% more milk than the average growth of milk production in 2008;
- to increase sales at prices favourable for the Company. To concentrate on the main collection of the strongest products and to maintain at least 20% share in the domestic market; in the foreign markets to go for sales of products of bigger value added;
- to reinforce the marketing function and to promote the corporate name;
- to successfully complete the introduction of the informational computer system in the group companies; to introduce a planning – budgeting system;
- to reduce production expenses and cost of products;
- to drop unprofitable production as soon as possible;
- to reduce distribution expenses;
- to give incentives to employees only for the final result and fulfilment of plans.

The report was considered and approved in the meeting of the Board of Žemaitijos Pienas AB.

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**Balance sheets**

	Notes	Group		Company	
		As of 31 December 2007	As of 31 December 2006	As of 31 December 2007	As of 31 December 2006
<b>ASSETS</b>					
<b>Non-current assets</b>					
Intangible assets		571	518	571	517
Property, plant and equipment	4	50,751	46,833	50,450	44,280
Investment property	5	4,857	5,307	4,857	6,921
Available-for-sale investments		14	14	14	14
Investments into subsidiaries	1	-	-	1,000	1,000
Non-current receivables	6	2,191	1,906	2,191	1,906
Deferred income tax asset	21	653	298	653	298
<b>Total non-current assets</b>		<b>59,037</b>	<b>54,876</b>	<b>59,736</b>	<b>54,936</b>
<b>Current assets</b>					
Inventories	7	46,289	39,077	46,287	39,076
Prepayments		1,342	859	1,336	859
Trade receivables	8	26,882	31,549	26,880	31,549
Receivables from subsidiaries	26	-	-	20	-
Receivables from other related parties	26	12,563	15,378	12,537	15,378
Other receivables	9	6,717	5,544	6,652	5,496
Cash and cash equivalents	10	13,053	14,534	12,423	14,140
<b>Total current assets</b>		<b>106,846</b>	<b>106,941</b>	<b>106,135</b>	<b>106,498</b>
<b>Total assets</b>		<b>165,883</b>	<b>161,817</b>	<b>165,871</b>	<b>161,434</b>

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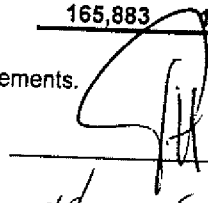
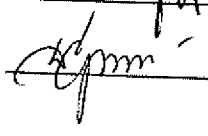
The accompanying notes are an integral part of these financial statements.

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Balance sheets (cont'd)

	Notes	Group		Company	
		As of 31 December 2007	As of 31 December 2006	As of 31 December 2007	As of 31 December 2006
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Equity attributable to equity holders of the Company</b>					
Share capital					
Legal reserve	1, 11	48,375	48,375	48,375	48,375
Retained earnings	11	4,838	4,838	4,838	4,838
		<u>42,942</u>	<u>19,400</u>	<u>42,660</u>	<u>19,380</u>
Minority Interest		96,155	72,613	95,873	72,593
<b>Total shareholders' equity</b>		<u>1,037</u>	<u>1,037</u>	-	-
		<u>97,192</u>	<u>73,650</u>	<u>95,873</u>	<u>72,593</u>
<b>Non-current liabilities</b>					
Grants received					
Non-current loans	12	2,999	2,073	2,966	1,724
Financial lease obligations	13	20,631	23,173	20,631	23,173
Other non-current liabilities	14	5,553	4,599	5,553	4,599
		-	124	-	124
<b>Total non-current liabilities</b>		<u>29,183</u>	<u>29,969</u>	<u>29,150</u>	<u>29,620</u>
<b>Current liabilities</b>					
Current portion of non-current loans					
Current portion of non-current financial lease obligations	13	2,899	22,913	2,899	22,913
Trade payables	14	2,316	1,727	2,316	1,727
Payables to subsidiaries	16	21,703	22,536	20,706	21,763
Payables to other related parties	26	-	-	2,818	4,387
Income tax payable	26	2,960	6,856	2,946	4,739
Other current liabilities		4,648	763	4,644	738
<b>Total current liabilities</b>	17	<u>4,982</u>	<u>3,403</u>	<u>4,519</u>	<u>2,954</u>
		<u>39,508</u>	<u>58,198</u>	<u>40,848</u>	<u>59,221</u>
<b>Total liabilities and shareholders' equity</b>		<u>165,883</u>	<u>161,817</u>	<u>165,871</u>	<u>161,434</u>

The accompanying notes are an integral part of these financial statements.

General Manager	<u>Algirdas Pažemeckas</u>		<u>28 February 2008</u>
Chief Accountant	<u>Dalia Gecienė</u>		<u>28 February 2008</u>


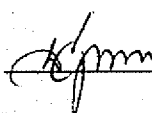
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**Income statements**

	Notes	Group		Company	
		2007	2006	2007	2006
Sales	3	464,226	383,258	464,287	383,240
Cost of sales		(362,030)	(310,818)	(362,650)	(311,303)
<b>Gross profit</b>		<b>102,196</b>	<b>72,440</b>	<b>101,637</b>	<b>71,937</b>
Operating expenses	18	(75,690)	(61,897)	(75,423)	(61,856)
Other operating income (expenses), net	19	5,956	7,610	5,967	7,701
<b>Profit from operations</b>		<b>32,462</b>	<b>18,153</b>	<b>32,181</b>	<b>17,782</b>
Income from financial and investment activities	20	830	378	828	377
(Expenses) from financial and investment activities	20	(2,725)	(2,385)	(2,717)	(2,362)
<b>Profit before income tax</b>		<b>30,567</b>	<b>16,146</b>	<b>30,292</b>	<b>15,797</b>
Income tax	21	(6,057)	(3,246)	(6,044)	(3,213)
<b>Net profit</b>		<b>24,510</b>	<b>12,900</b>	<b>24,248</b>	<b>12,584</b>
<b>Attributable to:</b>					
Shareholders of the Company		<b>24,510</b>	<b>12,900</b>	<b>24,248</b>	<b>12,584</b>

Basic and diluted earnings per share (LTL) 22 5.07 2.67

The accompanying notes are an integral part of these financial statements.

<u>General Manager</u>	<u>Algirdas Pažemeckas</u>		<u>28 February 2008</u>
<u>Chief Accountant</u>	<u>Dalia Gecienė</u>		<u>28 February 2008</u>



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**Statements of changes in equity**

Group	Notes	Equity attributable to equity holders of the Company					Minority interest	Total
		Share capital	Legal reserve	Retained earnings	Total			
<b>Balance as of 31 December 2005</b>		<b>48,375</b>	<b>3,700</b>	<b>10,541</b>	<b>62,616</b>	<b>1,037</b>	<b>63,653</b>	
Dividends declared	23	-	-	(2,903)	(2,903)	-	(2,903)	
Transfer to legal reserve	11	-	1,138	(1,138)	-	-	-	
Net profit for the year		-	-	12,900	12,900	-	12,900	
<b>Balance as of 31 December 2006</b>		<b>48,375</b>	<b>4,838</b>	<b>19,400</b>	<b>72,613</b>	<b>1,037</b>	<b>73,650</b>	
Dividends declared	23	-	-	(968)	(968)	-	(968)	
Net profit for the year		-	-	24,510	24,510	-	24,510	
<b>Balance as of 31 December 2007</b>		<b>48,375</b>	<b>4,838</b>	<b>42,942</b>	<b>96,155</b>	<b>1,037</b>	<b>97,192</b>	

The accompanying notes are an integral part of these financial statements.

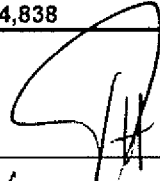
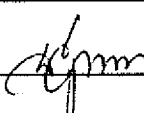
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**Statements of changes in equity (cont'd)**

Company	Notes	Share capital	Legal reserve	Retained earnings	Total
Balance as of 31 December 2005		48,375	3,700	10,837	62,912
Dividends declared	23	-	-	(2,903)	(2,903)
Transfer to legal reserve	11	-	1,138	(1,138)	-
Net profit for the year		-	-	12,584	12,584
Balance as of 31 December 2006		48,375	4,838	19,380	72,593
Dividends declared	23	-	-	(968)	(968)
Net profit for the year		-	-	24,248	24,248
Balance as of 31 December 2007		48,375	4,838	42,660	95,873

The accompanying notes are an integral part of these financial statements.

General Manager	Algirdas Pažemeckas		28 February 2008
Chief Accountant	Dalia Gecienė		28 February 2008

## Cash flow statements

	Notes	Group		Company	
		2007	2006	2007	2006
<b>Cash flows from (to) operating activities</b>					
Net profit		24,510	12,900	24,248	12,584
<b>Adjustments for non-cash items:</b>					
Depreciation and amortisation		16,676	14,674	16,038	14,026
Amortisation of grants received		(2,509)	(1,868)	(2,193)	(1,553)
(Profit) from disposal and write-offs of property, plant and equipment and intangible assets		(211)	(502)	(187)	(502)
Allowance for receivables		(58)	(99)	(58)	(99)
Income tax expenses		6,412	3,246	6,399	3,213
Change in net realisable value of inventories		1,764	-	1,795	-
Result from financial and investment activities	20	1,895	2,007	1,889	1,985
Other non-cash expenses (income)		1,210	(201)	1,179	(179)
		<u>49,689</u>	<u>30,157</u>	<u>49,110</u>	<u>29,475</u>
<b>Changes in working capital:</b>					
(Increase) decrease in inventories		(8,976)	9,531	(9,006)	9,525
Decrease (increase) in trade receivables, receivable from related parties and receivables from subsidiaries		7,540	(15,822)	7,548	(15,457)
Decrease (increase) in prepayments and other current assets		(482)	400	(477)	398
(Increase) decrease in other receivables		(1,886)	3,144	(1,869)	3,177
(Decrease) increase in trade payables, payables to related parties and payables to subsidiaries		(5,860)	1,791	(5,550)	1,985
Income tax (paid)		-	(2,948)	-	(2,927)
(Decrease) increase in other current liabilities		(2,690)	100	(2,631)	234
<b>Net cash flows from operating activities</b>		<u><b>37,355</b></u>	<u><b>26,353</b></u>	<u><b>37,125</b></u>	<u><b>26,410</b></u>
<b>Cash flows from (to) investing activities</b>					
(Acquisition) of property, plant and equipment and intangible assets		(14,171)	(11,415)	(14,195)	(11,412)
Disposal of property, plant and equipment		705	3,449	704	3,424
Repayment of loans granted		4,174	3,753	4,174	3,753
Loans (granted)		(4,459)	(3,116)	(4,459)	(3,116)
Interest received		357	333	356	332
<b>Net cash flows (to) investing activities</b>		<u><b>(13,394)</b></u>	<u><b>(6,996)</b></u>	<u><b>(13,420)</b></u>	<u><b>(7,019)</b></u>

(cont'd on the next page)

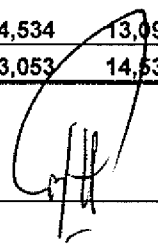
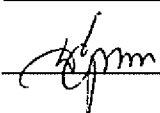
The accompanying notes are an integral part of these financial statements.

AB ŽEMAITIJOS PIENAS, company code 180240752, Sedos Str. 35, Telšiai, Lithuania  
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**Cash flow statements (cont'd)**

	Group		Company	
	2007	2006	2007	2006
<b>Cash flows from (to) financing activities</b>				
Dividends (paid)	(968)	(2,903)	(968)	(2,903)
Grants received	3,435	-	3,435	-
Loans received	6,219	-	6,219	-
(Repayment) of loans	(28,787)	(10,744)	(28,787)	(10,744)
Financial lease (payments)	(3,133)	(1,971)	(3,133)	(1,971)
Interest (paid)	(2,188)	(2,302)	(2,188)	(2,285)
<b>Net cash flows (to) financial activities</b>	<b>(25,422)</b>	<b>(17,920)</b>	<b>(25,422)</b>	<b>(17,903)</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(1,481)</b>	<b>1,437</b>	<b>(1,717)</b>	<b>1,488</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>14,534</b>	<b>13,097</b>	<b>14,140</b>	<b>12,652</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>13,053</b>	<b>14,534</b>	<b>12,423</b>	<b>14,140</b>

The accompanying notes are an integral part of these financial statements.

<u>General Manager</u>	<u>Algirdas Pažemeckas</u>		<u>28 February 2008</u>
<u>Chief Accountant</u>	<u>Dalia Gecienė</u>		<u>28 February 2008</u>

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**Notes to the financial statements**

**1 General information**

AB Žemaitijos Pienas (hereinafter the Company) is a private limited liability company registered in the Republic of Lithuania. The address of its registered office is as follows:

Sedos Str. 35,  
Telšiai,  
Lithuania.

The Company produces dairy products and sells them in the Lithuanian and foreign markets. The Company has a number of wholesale departments with storage facilities and transport means in major Lithuanian towns. The Company started its operations in 1984. The Company's shares are traded on the Current List of the Vilnius Stock Exchange.

As of 31 December 2007 and 2006 the share capital of the Company was LTL 48,375 thousand, which consisted of 4,837,500 ordinary shares with a nominal value of LTL 10 each. During the extraordinary shareholder's meeting on 8 February 2008, there was made a decision to change the par value of the Company's shares from LTL 10 per share to LTL 1 per share and to replace each share held by shareholders by 10 shares accordingly. All the shares of the Company are issued, subscribed and fully paid. Subsidiaries did not hold any shares of the Company as of 31 December 2007 and 31 December 2006, the Company also had no its own shares.

The major shareholder of AB Žemaitijos Pienas is the general manager of the Company Mr. Algirdas Pažemeckas. As of 31 December 2007 Mr. Algirdas Pažemeckas owned 40.74% of the authorised share capital (as of 31 December 2006 – 40.74%). As of 31 December 2007 Skandinaviska Enskilda Banken (investment fund) clients had 7.99% (11.10% as of 31 December 2006), related party AB Žemaitijos Pieno Investicija Group (Note 26) – 10.18% (8.14% as of December 2006) of shares and Mrs. Ona Šunokienė – 3.83% (5.87% as of 31 December 2006) of shares. There is no information available if there is any other single shareholder with the shareholding of 5% or more.

According to the legislation of the Republic of Lithuania, the annual report, including the financial statements, prepared by the Management of the Company should be approved by the General Shareholders' meeting. The shareholders hold the power to either approve the annual report or not approve it and request a new annual report to be prepared.

As of 31 December 2007 the Group consisted of AB Žemaitijos Pienas and the following subsidiaries (hereinafter the Group):

Company	Registration address	Ownership of the Group	Percentage in consolidation	Cost of investment	Profit (loss) for the year	Total equity holding	Main activities
AB Telšių Autoservisas	Mažeikių Str. 4, Telšiai, Lithuania	37.49%	100%	393	(76)	(33)	Repair of vehicles
UAB Žemaitijos Pieno Žaliava	Sedos Str. 35, Telšiai, Lithuania	100.00%	100%	1,000	(9)	718	Milk collection services
ŽŪK Tarpučių Pienas	Klaipėdos Str. 3, Šiutė, Lithuania	10.08%	100%	50	24	482	Milk collection services
ŽŪK Sodžiaus Pienas	Šilalės Str. 35, Laukuva, Lithuania	15.09%	100%	105	(1)	1,305	Milk collection services

According to the Law of Agricultural Cooperatives the ownership of cooperatives should be determined according to the percentage of sales to a certain company, therefore since ŽŪK Tarpučių Pienas and ŽŪK Sodžiaus Pienas are performing nearly 100% of their sales to the Company they are considered subsidiaries fully controlled by the parent even if the Company's owning is less than 50%. AB Telšių Autoservisas is considered a subsidiary because the Company controls its activities, although it owns less than 50% of the shares. AB Telšių Autoservisas and UAB Žemaitijos Pieno Žaliava had no active operations in the years ended 31 December 2007 and 2006. There were no changes from the prior year ownership structure of the Group and in the percentage in consolidation in 2007.

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**1 General information (cont'd)**

As of 31 December 2007 the number of employees of the Company was 1,762 (as of 31 December 2006 – 1,799). As of 31 December 2007 the number of employees of the Group was 1,875 (as of 31 December 2006 – 1,941).

Business reorganisation

Until April 2006 the Company had retail outlets engaged in the Company's products retail sales. Starting from April 2006, the retail activities were transferred to the related party UAB Žemaitijos Prekyba, AB Žemaitijos Pieno Investicija Group company in 2006. Inventories related to retail activities in the amount of LTL 1,854 thousand and part of property, plant and equipment with a net book value of LTL 968 thousand were sold to UAB Žemaitijos Prekyba for LTL 1,854 thousand and LTL 1,031 thousand, respectively.

Until April 2006 the Company has purchased manufacturing of cheese services from the related party ABF Šilutės Rambynas. Starting from April 2006, due to the changed form of the transaction, the Company sells milk and acquires finished goods from ABF Šilutės Rambynas.

Until June 2007 the Company has purchased manufacturing of ice-cream services from a related party AB Klaipėdos Pienas. Starting from June 2007, due to the changed form of the transaction, the Company sells milk and acquires finished goods from AB Klaipėdos Pienas.

**2 Accounting principles**

The principal accounting policies adopted in preparing the Group's and the Company's financial statements for 2007 are as follows:

**2.1. Basis of preparation**

These financial statements have been prepared in accordance with International Financial Reporting Standards (International Financial Reporting Interpretation Committee), as adopted by the European Union (hereinafter EU).

*Adoption of new and/or changed IFRSs and IFRIC interpretations*

The Group has adopted the following new and amended IFRS and IFRIC interpretations during the year. Adoption of these revised standards and interpretations did not have any effect on the financial performance or position of the Group. They did, however, give rise to additional disclosures:

- IFRS 7 Financial Instruments: Disclosures.
- Amendments to IAS 1 Capital Disclosures.
- IFRIC 7 Applying the Restatement Approach under IAS 29 "Financial Reporting in Hyperinflationary Economies"
- IFRIC 8 Scope of IFRS 2.
- IFRIC 9 Reassessment of Embedded Derivatives.
- IFRIC 10 Interim Financial Reporting and Impairment.

The principal effects of these changes are as follows:

*IFRS 7 Financial Instruments: Disclosures.* This standard requires disclosures that enable users of the financial statements to evaluate the significance of the Group's financial instruments and the nature and extent of risks arising from those financial instruments. The new disclosures are included throughout the financial statements. While there has been no effect on the financial position or results, comparative information has been revised where needed.

*IFRIC 7 Applying the Restatement Approach under IAS 29 "Financial Reporting in Hyperinflationary Economies".* This interpretation provides guidance on how to apply the requirements of IAS 29 in a reporting period in which an entity identifies the existence of hyperinflation in the economy of its functional currency, when that economy was not hyperinflationary in the prior period. The interpretation had no impact on the financial position or performance of the Group.

*IAS 1 Presentation of Financial Statements.* This amendment requires the Group to make new disclosures to enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. These new disclosures are presented in Note 24.

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**2 Accounting principles (cont'd)**

**2.1. Basis of preparation (cont'd)**

IFRIC 8 *Scope of IFRS 2*. This interpretation requires IFRS 2 to be applied to any arrangements in which the entity cannot identify specifically some or all of the goods received, in particular where equity instruments are issued for consideration which appears to be less than fair value. As equity instruments are not issued to employees, the interpretation had no impact on the financial position or performance of the Group.

IFRIC 9 *Reassessment of Embedded Derivatives*. IFRIC 9 states that the date to assess the existence of an embedded derivative is the date that an entity first becomes a party to the contract, with reassessment only if there is a change to the contract that significantly modifies the cash flows. The interpretation had no impact on the financial position or performance of the Group.

IFRIC 10 *Interim Financial Reporting and Impairment*. The Group adopted IFRIC Interpretation 10 as of 1 January 2007, which requires that an entity must not reverse an impairment loss recognised in a previous interim period in respect of goodwill or an investment in either an equity instrument or a financial asset carried at cost. As the Group had no impairment losses previously reversed, the interpretation had no impact on the financial position or performance of the Group.

The Group has not applied the following IFRSs and IFRIC Interpretations that have been issued but are not yet effective:

- IFRS 2 *Share-based Payments – Vesting Conditions and Cancellations* (effective for annual periods beginning on or after 1 January 2009 once adopted by EU). The Standard restricts the definition of "vesting condition" to a condition that includes an explicit or implicit requirement to provide services. Any other conditions are non-vesting conditions, which have to be taken into account to determine the fair value of the equity instruments granted. In the case that the award does not vest as the result of a failure to meet a non-vesting condition that is within the control of either the entity or the counterparty, this must be accounted for as a cancellation. The Group has not entered into share-based payment schemes, therefore this IFRS will not have significant impact for Group's accounting.
- IFRS 3R *Business Combinations* and IAS 27R *Consolidated and Separate Financial Statements* (effective for annual periods beginning on or after 1 July 2009). IFRS 3R introduces a number of changes in the accounting for business combinations that will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results. IAS 27R requires that a change in the ownership interest of a subsidiary is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. The changes introduced by IFRS 3R and IAS 27R must be applied prospectively and will affect future acquisitions and transactions with minority interests.
- IFRS 8 *Operating Segments* (effective for annual periods beginning on or after 1 January 2009). The standard sets out requirements for disclosure of information about an entity's operating segments and also about the entity's products and services, the geographical areas in which it operates, and its major customers. IFRS 8 supersedes IAS 14 *Segment Reporting*.
- IAS 1 *Presentation of Financial Statements – Revised* (effective for annual periods beginning on or after 1 January 2009 once adopted by the EU). IAS 1 has been revised to enhance the usefulness of the information presented in the financial statements. Revision includes number of changes, including introduction of a new terminology, revised presentation of equity transactions and introduction of a new statement of comprehensive income as well as amended requirements related to the presentation of the financial statements in a case of their retrospective restatement.
- IAS 23 *Borrowing Costs – Revised* (effective for annual periods beginning on or 1 January 2009 once adopted by the EU). The revised standard eliminates the option of expensing all borrowing costs and requires borrowing costs to be capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. In accordance with the transitional requirements of the Standard, the Group will adopt this as a prospective change. Accordingly, borrowing costs will be capitalized on qualifying assets with a commencement date after 1 January 2009. No changes will be made for borrowing costs incurred to this date that have been expensed.

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**2 Accounting principles (cont'd)**

**2.1 Basis of preparation (cont'd)**

- IAS 27 Consolidated and Separate Financial Statements – Revised (effective for annual periods beginning on or 1 July 2009 once adopted by the EU). Revised standard requires that changes in ownership interest in a subsidiary are accounted for as equity transactions. Also, accounting for losses incurred by the subsidiary was changed: such losses will be allocated between the controlling and non-controlling interests even if the losses exceed the non-controlling equity investment in the subsidiary. On a loss of control of a subsidiary, any retained interest will be remeasured to fair value and will impact the gain or loss recognized on disposal. In addition, revised standard provides more guidance as to when multiple arrangements should be accounted for as a single transaction. These most significant changes introduced by the revised standard will be applied prospectively, except for the multiple arrangements that have been accounted for as a single transaction – these arrangements require retrospective assessment.
- Amendments to IAS 32 and IAS 1 Puttable Financial Instruments (effective for annual periods beginning on or after 1 January 2009 once adopted by EU). The amendment to IAS 32 requires certain puttable financial instruments and obligations arising on liquidation to be classified as equity if certain criteria are met. The amendment to IAS 1 requires disclosure of certain information relating to puttable instruments classified as equity. The Group does not expect these amendments to impact the financial statements of the Group.
- IFRS 3 Business Combinations – Revised (effective for annual periods beginning on or 1 July 2009 once adopted by the EU). The scope of IFRS 3 has been revised to include combinations of mutual entities and combinations without consideration (dual listed shares). Also a number of changes are introduced in accounting for business combinations that will impact the amount of goodwill recognized, the results in the period when the acquisition occurs, and future revenues reported. In accordance with the transitional requirements of the Standard, the Group will adopt this as a prospective change. Accordingly, assets and liabilities arising from business combinations prior to the date of application of the revised standard will not be restated.
- IFRIC 11 IFRS 2 – Group and Treasury Share Transactions (effective for annual periods beginning on or after 1 March 2009). The interpretation provides guidance on classification of transactions as equity-settled or as cash-settled and also gives guidance on how to account for share-based payment arrangements that involve two or more entities within the same group in the individual financial statements of each group entity.
- IFRIC 12 Service Concession Agreements (effective for annual periods beginning on or after 1 January 2008 once adopted by the EU). The interpretation addresses how service concession operators should apply existing International Financial Reporting Standards (IFRSs) to account for the obligations they undertake and rights they receive in service concession arrangements.
- IFRIC 13 Customer Loyalty Programmes (effective for annual periods beginning on or after 1 July 2008 once adopted by the EU). This interpretation requires customer loyalty award credits to be accounted for as a separate component of the sales transaction in which they are granted and therefore part of the fair value of the consideration received is allocated to the award credit and deferred over the period that the award credit is fulfilled.
- IFRIC 14 IAS 19 – The Limit on Defined Benefit Asset, Minimum Funding Requirements and their Interaction (effective for annual periods beginning on or after 1 January 2008 once adopted by the EU). This interpretation specifies the conditions for recognising a net asset for a defined benefit pension plan.

The Group expects that the adoption of the pronouncements listed above will have no significant impact on the Group's financial statements in the period of initial application, except for IFRS 8 Operating Segments, IAS 1 Presentation of Financial Statements – Revised and IAS 23 Borrowing costs – Revised. The Company will apply new standards when they are effective.

*IFRS 8 Operating Segments*

This standard requires disclosure of information about the Group's operating segments and replaced the requirement to determine primary (business) and secondary (geographical) reporting segments of the Group. The Group has preliminary assessed that the operating segments were the same as the business segments identified under IAS 14 *Segment Reporting*.



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**2 Accounting principles (cont'd)**

**2.1. Basis of preparation (cont'd)**

*IAS 1 Presentation of Financial Statements – Revised*

This standard sets out new requirements on the presentation of the statement of changes in equity and introduces a new statement of comprehensive income that combines all items of income and expense recognized in profit or loss together with "other comprehensive income" and requires a separate disclosure of all items reclassified from other comprehensive income to profit and loss as well as disclosure of the income tax relating to each component of other comprehensive income. Also, requirements related to the presentation of the financial statements in a case of their retrospective restatement are amended and new terminology, replacing "balance sheet" with "statement of financial position" and "cash flow statement" with "statement of cash flows", although the titles are not obligatory, is introduced. The Group is still estimating the impact of the adoption of this revision.

*IAS 23 Borrowing costs - Revised*

Currently all borrowing costs are expensed as incurred. The revised standard requires borrowing costs to be capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. In accordance with the transitional requirements of the Standard, the Company will adopt this as a prospective change. When the Company adopts this standard, borrowing costs related to qualifying assets will be capitalised.

**2.2. Significant accounting judgments, estimates and assumptions**

The preparation of the Group's and the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Judgments

In the process of applying the Group's and the Company's accounting policies, management has made the following judgment, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

*Operating Lease Commitments—Group and Company as Lessor*

The Group and the Company has entered into commercial property leases on its investment property portfolio. The Group and the Company has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties and so accounts for the contracts as operating leases.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

*Impairment of non-financial assets*

The Group and the Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

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**2 Accounting principles (cont'd)**

**2.3 Significant accounting judgments, estimates and assumptions (cont'd)**

*Impairment of available-for-sale financial assets*

The Group and the Company classifies certain assets as available-for-sale and recognises movements in their fair value in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether it is an impairment that should be recognized in profit or loss. As of 31 December 2007 and 31 December 2006 no impairment losses have been recognised for available-for-sale assets. In 2007 the carrying amount of available-for-sale assets was LTL 14 (2006: LTL 14 thousand).

*Deferred Tax Assets*

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of recognised tax losses in Group's financial statements at 31 December 2007 and 31 December 2006 was LTL nil and the unrecognised tax losses in the Group's financial statements at 31 December 2007 was LTL 7 thousand (2006: LTL 15 thousand). Further details are contained in Note 21.

**2.3. Measurement and presentation currency**

The amounts shown in these financial statements are measured and presented in the local currency of the Republic of Lithuania, Litas (LTL).

Starting from 2 February 2002, Lithuanian Litas is pegged to EUR at the rate of 3.4528 Litas for 1 EUR, and the exchange rates in relation to other currencies are set daily by the Bank of Lithuania.

**2.4. Principles of consolidation**

The consolidated financial statements of the Group include AB Žemaitijos Pienas and the companies under its control. This control is normally evidenced when the Group owns, either directly or indirectly, more than 50% of the voting rights of a company's share capital and/or is able to govern the financial and operating policies of an enterprise so as to benefit from its activities.

A part of equity and net profit, attributable to minority shareholders, are separated from the equity and net profit, attributable to the shareholders of the Company in the consolidated balance sheets under equity caption and consolidated income statements respectively.

The purchase method of accounting is used for acquired businesses.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date such control ceases.

In the separate financial statements of the Company the investments into subsidiaries are accounted for at acquisition cost less impairment losses. An assessment of valuation of impairment losses is performed when there is an indication that the asset may be impaired or the impairment losses recognised in prior years no longer exist.

All other investments (there are no associates) in Company's financial statements are accounted for in accordance with IAS 39 Financial Instruments: Recognition and Measurement as further disclosed in section 2.10 Financial assets and financial liabilities.

Intercompany balances and transactions, including unrealised profits and losses, are eliminated on consolidation.

Consolidated financial statements are prepared by using uniform accounting policies for like transactions and other events in similar circumstances.

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**2 Accounting principles (cont'd)**

**2.5. Intangible assets**

Intangible assets are measured initially at cost. Intangible assets are recognised if it is probable that future economic benefits that are attributable to the asset will flow to the Group and the Company and the cost of asset can be measured reliably. The Company and the Group do not have any intangible assets with indefinite useful life, therefore after initial recognition intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets are amortised on a straight-line basis over the best estimate of their useful lives. Amortisation expenses of intangible assets are included into operating expenses.

Software

The costs of acquisition of new software are capitalised and treated as an intangible asset if these costs are not an integral part of the related hardware. Software and licences are amortised over a period of 3 years.

Costs incurred in order to restore or maintain the future economic benefits that the Group and the Company expects from the originally assessed standard of performance of existing software systems are recognised as an expense when the restoration or maintenance work is carried out.

**2.6. Property, plant and equipment**

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such property, plant and equipment when that cost is incurred if the asset recognition criteria are met. All other costs of day-to-day servicing are recognised in profit or loss as incurred.

Depreciation is computed on a straight-line basis over the following estimated useful lives of the assets:

Buildings	20 - 40 years
Machinery and equipment	5 years
Vehicles and other equipment	4 - 10 years

The assets' residual values, useful lives and depreciation methods are reviewed periodically, and adjusted if appropriate.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognised.

**2.7. Investment property**

Investment property of the Group and the Company consist of investments in land and buildings that are held to earn rentals, rather than for own use in the ordinary course of business. Investment property is stated at cost, including transaction costs, less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful life of 20 - 40 years.

Transfers to or from investment property are made when and only when there is an evidence of a change in use.

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**2 Accounting principles (cont'd)**

**2.8. Inventories**

Inventories are valued at the lower of cost or net realisable value, after impairment evaluation for obsolete and slow moving items. Net realisable value is the selling price in the ordinary course of business, less the estimated costs of completion, marketing and distribution. Cost is determined by the first-in, first-out (FIFO) method. The cost of finished goods and work in progress includes the applicable allocation of fixed and variable overhead costs based on a normal operating capacity. Unrealisable inventory is fully written-off.

**2.9. Cash and cash equivalents**

Cash includes cash on hand and cash with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits.

**2.10. Financial assets and financial liabilities**

The Group and the Company recognise financial asset on its balance sheet when, and only when, the Group and the Company become a party to the contractual provisions of the instrument.

Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group and the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Group and the Company has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

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**2 Accounting principles (cont'd)**

**2.10. Financial assets and financial liabilities (cont'd)**

Investments

According to IAS 39 Financial Instruments: Recognition and Measurement financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, and available-for-sale financial assets, as appropriate. All purchases and sales of financial assets are recognised on the trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The category financial assets at fair value through profit or loss includes financial assets classified as held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognised in income.

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group and the Company has the positive intention and ability to hold to maturity. Investments that are intended to be held-to-maturity are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in income when the investments are derecognised or impaired, as well as through the amortisation process.

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the two preceding categories. After initial recognition available-for sale financial assets are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in equity is included in the income statement.

Receivables and loans granted

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in income when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Borrowing costs

Loan costs are expensed as incurred.

Loans received

Loans are initially recognised at fair value of proceeds received, less the costs of transaction. They are subsequently carried at amortised cost, the difference between the value at the inception and redemption value being recognised in the net profit or loss over the period of the loans.

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**2 Accounting principles (cont'd)**

**2.11. Financial and operating leases**

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

The Group and the Company as a lessee

Finance leases, which transfer to the Group and the Company substantially all the risks and benefit incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are reflected in the income statement.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group and the Company will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in the income statement on a straight line basis over the lease term.

The Group and the Company as a lessor

Leases where the Group and the Company do not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Operating lease receipts are recognized as an income in the income statement on a straight-line basis over the lease term.

**2.12. Grants**

Grants received in the form of non-current assets or intended for the purchase, construction or other acquisition of non-current assets are considered as asset-related grants. Assets received free of charge are also allocated to this group of grants. The Group deducts the grant in arriving at the carrying amount of the asset. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Grants received as a compensation for the expenses or unearned income of the current or previous reporting period, also, all the grants, which are not grants related to assets, are considered as grants related to income. The expense related grant is recognised as income over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

The balance of unutilised grants is shown in caption "Grants received" on the balance sheet.

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**2 Accounting principles (cont'd)**

**2.13. Income tax**

Income tax charge is based on profit for the year and considers deferred taxation. Income tax is calculated based on the Lithuanian tax legislation.

The standard income tax rate in Lithuania is 15%. On 1 January 2006 the Provisional Social Tax Law came into effect in the Republic of Lithuania, which stipulates that along with the corporate income tax, for one financial year beginning on 1 January 2006, companies had to pay an additional 4% tax calculated based on the income tax principles, and for the following year tax starting from 1 January 2007 a 3%. After the year 2007 the income tax applied to the companies in the Republic of Lithuania will be standard, i.e. 15%.

Tax losses can be carried forward for 5 consecutive years, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments that can be carried forward for 3 consecutive years. The losses from disposal of securities and/or derivative financial instruments can only be used to reduce the taxable income earned from the transactions of the same nature.

Deferred taxes are calculated using the temporary difference method on temporary differences. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse based on tax rates enacted or substantially enacted at the balance sheet date.

Deferred tax asset has been recognised in the balance sheet to the extent the management believes it will be realised in the foreseeable future, based on taxable profit forecasts. If it is believed that part of the deferred tax asset is not going to be realised, this part of the deferred tax asset is not recognised in the financial statements.

**2.14. Revenue recognition**

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the enterprise and the amount of the revenue can be measured reliably. Sales are recognised net of VAT and discounts.

Revenue from sales of goods is recognised when delivery has taken place and transfer of risks and rewards has been completed.

Sales between the Group companies are eliminated in the consolidated income statement.

**2.15. Expense recognition**

Expenses are recognised on the basis of accrual and revenue and expense matching principles in the reporting period when the income related to these expenses was earned, irrespective of the time the money was spent. In those cases when the costs incurred cannot be directly attributed to the specific income and they will not bring income during the future periods, they are expensed as incurred.

The amount of expenses is accounted as the amount paid or due to be paid, excluding VAT. In those cases when long period of payment is established and the interest is not distinguished, the amount of expenses is estimated by discounting the amount of payment using the market interest rate.

**2.16. Foreign currencies**

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies on the balance sheet date are recognised in the income statement. Such balances denominated in foreign currencies are translated at period-end exchange rates.

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**2 Accounting principles (cont'd)**

**2.17. Segments**

In these financial statements a business segment means a constituent part of the Group and the Company participating in production of an individual product or provision of a service or a group of related products or services, the risk and returns whereof are different from other business segments.

In these financial statements a geographical segment means a constituent part of the Group and the Company participating in production of individual products or provision of services within certain economic environment the risk and returns whereof are different from other constituent parts operating in other economic environments.

**2.18. Impairment of assets**

Financial assets

Financial assets are reviewed for impairment at each balance sheet date and when there is evidence of impairment.

For financial assets carried at amortised cost, whenever it is probable that the Group and the Company will not collect all amounts due according to the contractual terms of loans or receivables, an impairment or bad debt loss is recognised in the income statement. The reversal of impairment losses previously recognised is recorded when the decrease in impairment loss can be justified by an event occurring after the write-down. Such reversal is recorded in the income statement. However, the increased carrying amount is only recognised to the extent it does not exceed the amortised cost that would have been had the impairment not been recognised.

Impairment losses recognised in profit or loss for an investment in an equity instrument classified as available for sale shall not be reversed through profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss shall be reversed, with the amount of the reversal recognised in profit or loss.

Other assets

Other assets are reviewed for impairment whenever events or changes in circumstances indicate that carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the income statement. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased. The reversal is accounted in the same caption of the income statement as the impairment loss.

**2.19. Contingencies**

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is not recognised in the financial statements but disclosed when an inflow or economic benefits is probable.

**2.20. Subsequent events**

Post-balance sheet events that provide additional information about the Group's and the Company's position at the balance sheet date (adjusting events) are reflected in the financial statements. Post-balance sheet events that are not adjusting events are disclosed in the notes when material.



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**2 Accounting principles (cont'd)**

**2.21. Guarantees**

Financial guarantees provided by the Group are initially recognised in the financial statements at fair value, under Other liabilities caption, being premium received. Subsequent to initial recognition, the Group's liability under each guarantee is measured at the higher of the amortised premium and the best estimate of expenditure required settling any financial obligation arising as a result of the guarantee.

Any increase in the liability relating to financial guarantees is recorded to the income statement under Impairment expenses caption. The premium received is recognised in the income statement in financial income on a straight - line basis over the life of the guarantee.

Guarantees represent irrevocable assurances that the Group will make payments in the event when a customer cannot meet its obligations to third parties.

**2.22. Offsetting**

When preparing the financial statements, assets and liabilities, as well as revenue and expenses are not set off, except the cases when separate standard specifically require such offsetting.

**3 Segment information**

For management purposes the activities of the Group and the Company are organised as one major segment – production and selling of the dairy products (primary segment). Financial information on geographical segments (secondary segment) is presented below:

	Group		Company	
	2007	2006	2007	2006
<b>Sales</b>				
Lithuania	217,876	206,253	217,937	206,235
Other Baltic States and CIS countries	121,971	89,108	121,971	89,108
Other European countries	116,887	86,034	116,887	86,034
USA	-	797	-	797
Other	7,492	1,066	7,492	1,066
	<u>464,226</u>	<u>383,258</u>	<u>464,287</u>	<u>383,240</u>

The investments made by the Group and the Company during the year 2007 for the acquisition of property, plant and equipment and intangible assets amounted to LTL 20,729 thousand and LTL 20,728 thousand, respectively (LTL 21,396 thousand and LTL 21,391 thousand respectively in the year ended 31 December 2006). As all assets of the Group and the Company are in Lithuania, all acquisitions are related with the geographical segment of Lithuania.

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**4 Property, plant and equipment**

<b>Group</b>	<b>Land, buildings and constructions</b>	<b>Machinery and equipment</b>	<b>Vehicles</b>	<b>Other property, plant and equipment</b>	<b>Construction in progress and prepayments</b>	<b>Total</b>
<b>Cost:</b>						
Balance as of 31 December 2006	15,099	87,686	13,604	13,792	38	130,219
Additions	237	2,933	6,878	836	9,463	20,347
Disposed or written-off assets	(253)	(1,414)	(502)	(3,267)	-	(5,436)
Reclassifications	221	-	-	-	(221)	-
Balance as of 31 December 2007	15,304	89,205	19,980	11,361	9,280	145,130
<b>Accumulated depreciation:</b>						
Balance as of 31 December 2006	4,841	63,532	6,126	8,810	-	83,309
Charge for the year	473	9,806	3,278	2,354	-	15,911
Disposed or written off assets	(98)	(1,262)	(395)	(3,086)	-	(4,841)
Balance as of 31 December 2007	5,216	72,076	9,009	8,078	-	94,379
<b>Impairment losses:</b>						
Balance as of 31 December 2006	-	-	2	75	-	77
Charge for the year	-	-	(2)	(75)	-	(77)
Balance as of 31 December 2007	-	-	-	-	-	-
<b>Net book value as of 31 December 2007</b>	<b>10,088</b>	<b>17,129</b>	<b>10,971</b>	<b>3,283</b>	<b>9,280</b>	<b>50,751</b>
<b>Net book value as of 31 December 2006</b>	<b>10,258</b>	<b>24,154</b>	<b>7,476</b>	<b>4,907</b>	<b>38</b>	<b>46,833</b>

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**4 Property, plant and equipment (cont'd)**

Group	Land, buildings and construc- tions	Machinery and equipment	Vehicles	Other property, plant and equipment	Construction in progress and prepayments	Total
<b>Cost:</b>						
Balance as of 31 December 2005	21,547	76,863	11,602	13,625	-	123,637
Additions	319	13,519	2,142	3,236	1,836	21,052
Disposed or written-off assets	(838)	(2,027)	(204)	(2,920)	-	(5,989)
Transfers to investment property	(8,481)	-	-	-	-	(8,481)
Reclassifications	2,552	(669)	64	(149)	(1,798)	-
Balance as of 31 December 2006	15,099	87,686	13,604	13,792	38	130,219
<b>Accumulated depreciation:</b>						
Balance as of 31 December 2005	6,703	56,577	3,797	8,024	-	75,101
Charge for the year	759	8,663	2,437	2,218	-	14,077
Disposed or written-off assets	(228)	(1,287)	(102)	(1,426)	-	(3,043)
Transfers to investment property	(2,826)	-	-	-	-	(2,826)
Reclassifications	433	(421)	(6)	(6)	-	-
Balance as of 31 December 2006	4,841	63,532	6,126	8,810	-	83,309
<b>Impairment losses:</b>						
Balance as of 31 December 2005	-	-	2	75	-	77
Charge for the year	-	-	-	-	-	-
Balance as of 31 December 2006	-	-	2	75	-	77
<b>Net book value as of 31 December 2006</b>	<b>10,258</b>	<b>24,154</b>	<b>7,476</b>	<b>4,907</b>	<b>38</b>	<b>46,833</b>
<b>Net book value as of 31 December 2005</b>	<b>14,844</b>	<b>20,286</b>	<b>7,803</b>	<b>5,526</b>	<b>-</b>	<b>48,459</b>

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**4 Property, plant and equipment (cont'd)**

Company	Land, buildings and construc- tions	Machinery and equipment	Vehicles	Other property, plant and equipment	Construction in progress and prepayments	Total
<b>Cost:</b>						
Balance as of 31 December 2006	12,290	86,146	13,569	11,924	38	123,967
Additions	236	2,933	6,878	836	9,463	20,346
Disposed or written-off assets	(252)	(1,414)	(500)	(2,936)	-	(5,102)
Transfers from investment property	2,361	-	-	-	-	2,361
Reclassifications	221	-	-	-	(221)	-
Balance as of 31 December 2007	<u>14,856</u>	<u>87,665</u>	<u>19,947</u>	<u>9,824</u>	<u>9,280</u>	<u>141,572</u>
<b>Accumulated depreciation:</b>						
Balance as of 31 December 2006	3,975	62,296	6,093	7,323	-	79,687
Charge for the year	378	9,503	3,278	2,047	-	15,206
Disposed or written-off assets	(98)	(1,262)	(395)	(2,829)	-	(4,584)
Transfers from investment property	813	-	-	-	-	813
Balance as of 31 December 2007	<u>5,068</u>	<u>70,537</u>	<u>8,976</u>	<u>6,541</u>	<u>-</u>	<u>91,122</u>
<b>Net book value as of 31 December 2007</b>	<b><u>9,788</u></b>	<b><u>17,128</u></b>	<b><u>10,971</u></b>	<b><u>3,283</u></b>	<b><u>9,280</u></b>	<b><u>50,450</u></b>
<b>Net book value as of 31 December 2006</b>	<b><u>8,315</u></b>	<b><u>23,850</u></b>	<b><u>7,476</u></b>	<b><u>4,601</u></b>	<b><u>38</u></b>	<b><u>44,280</u></b>

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**4 Property, plant and equipment (cont'd)**

Company	Land, buildings and construc- tions	Machinery and equipment	Vehicles	Other property, plant and equipment	Construction in progress and prepayments	Total
<b>Cost:</b>						
Balance as of 31 December 2005	21,063	75,324	11,567	11,755	-	119,709
Additions	317	13,518	2,142	3,237	1,836	21,050
Disposed or written-off assets	(799)	(2,027)	(204)	(2,920)	-	(5,950)
Transfers from investment property	(10,842)	-	-	-	-	(10,842)
Reclassifications	2,551	(669)	64	(148)	(1,798)	-
Balance as of 31 December 2006	12,290	86,146	13,569	11,924	38	123,967
<b>Accumulated depreciation:</b>						
Balance as of 31 December 2005	6,605	55,645	3,764	6,842	-	72,856
Charge for the year	646	8,357	2,437	1,913	-	13,353
Disposed or written-off assets	(216)	(1,287)	(102)	(1,426)	-	(3,031)
Transfers from investment property	(3,491)	-	-	-	-	(3,491)
Reclassifications	431	(419)	(6)	(6)	-	-
Balance as of 31 December 2006	3,975	62,296	6,093	7,323	-	79,687
<b>Net book value as of 31 December 2006</b>	<b>8,315</b>	<b>23,850</b>	<b>7,476</b>	<b>4,601</b>	<b>38</b>	<b>44,280</b>
<b>Net book value as of 31 December 2005</b>	<b>14,458</b>	<b>19,679</b>	<b>7,803</b>	<b>4,913</b>	<b>-</b>	<b>46,853</b>

The depreciation charge of the Group's and the Company's property, plant and equipment for the year ended 31 December 2007 amounts to LTL 15,911 thousand and LTL 15,206 thousand, respectively (LTL 14,077 thousand and LTL 13,353 thousand in the year 2006, respectively). Amounts of LTL 3,973 thousand for both the Group and the Company for the year 2007 (LTL 4,121 thousand for both for the year 2006) have been included into operating expenses in the Group's and the Company's income statement, respectively. The remaining amounts have been included into production costs of the Group and the Company for the year 2007.

Property, plant and equipment of the Company with a net book value of LTL 18,743 thousand as of 31 December 2007 (LTL 19,733 thousand as of 31 December 2006) was pledged to banks as a collateral for the loans received by the Company. The related party ABF Šilutės Rambynas also pledged the property, plant and equipment with the net book value of LTL 54 thousand as of 31 December 2007 for the loans received by the Company (Note 13) (LTL 59 thousand as of 31 December 2006). The related party AB Klaipėdos Pienas pledged the property, plant and equipment with the net book value of LTL 3,430 thousand as of 31 December 2006 for the loans received by the Company (Note 13).

Part of property, plant and equipment of the Group and the Company with the acquisition cost of LTL 52,727 thousand was fully depreciated as of 31 December 2007 (LTL 38,567 thousand as of 31 December 2006) but was still in active use.

In 2006 the Company has performed detail analysis of the machinery and equipment account, and it has reclassified assets which qualified for structures to the land, buildings and constructions account with the total net book value of LTL 459 thousand.

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**5 Investment property**

	<u>Group</u>	<u>Company</u>
<b>Cost:</b>		
Balance as of 31 December 2006	8,481	10,842
Transfers to property, plant and equipment	-	(2,361)
Balance as of 31 December 2007	<u>8,481</u>	<u>8,481</u>
<b>Accumulated depreciation:</b>		
Balance as of 31 December 2006	3,174	3,921
Transfers to property, plant and equipment	-	(813)
Charge for the year	450	516
Balance as of 31 December 2007	<u>3,624</u>	<u>3,624</u>
<b>Net book value as of 31 December 2007</b>	<u><b>4,857</b></u>	<u><b>4,857</b></u>
<b>Net book value as of 31 December 2006</b>	<u><b>5,307</b></u>	<u><b>6,921</b></u>
	<u>Group</u>	<u>Company</u>
<b>Cost:</b>		
Balance as of 31 December 2005	-	-
Transfers from property, plant and equipment	8,481	10,842
Balance as of 31 December 2006	<u>8,481</u>	<u>10,842</u>
<b>Accumulated depreciation:</b>		
Balance as of 31 December 2005	-	-
Transfers from property, plant and equipment	2,826	3,491
Charge for the year	348	430
Balance as of 31 December 2006	<u>3,174</u>	<u>3,921</u>
<b>Net book value as of 31 December 2006</b>	<u><b>5,307</b></u>	<u><b>6,921</b></u>
<b>Net book value as of 31 December 2005</b>	<u><b>-</b></u>	<u><b>-</b></u>

The fair value of investment property approximates its book value.

The Group's rental income from the investment property for the year 2007 amounted to LTL 450 thousand (LTL 348 thousand in 2006). The Company's rental income from the investment property for the year 2007 amounted to LTL 516 thousand (LTL 430 thousand in 2006). Rental income has been included into other operating income in the Group's and the Company's income statement (Note 19).

Investment property in 2007 represents rented property to ABF Šilutes Rambynas. The Group and the Company rents the property due to the changed form of the transaction between the parties (Note 1).

All rent contracts are easily cancellable with a few months prior notice made by the lessee or the lessor.

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**6 Non-current receivables**

	Group		Company	
	2007	2006	2007	2006
Non-current loans granted	2,191	1,906	2,191	1,906
	<u>2,191</u>	<u>1,906</u>	<u>2,191</u>	<u>1,906</u>

Outstanding balance of non-current loans granted balance represents loans granted to the suppliers of the raw materials and employees of the Group and the Company. Current portion of non-current loans amounted to LTL 2,840 thousand as of 31 December 2007 (LTL 2,839 thousand as of 31 December 2006) is accounted for under other receivables caption in these financial statements.

The maturity of non-current loans granted by the Group and the Company is as follows:

	As of 31 December 2007	As of 31 December 2006
Within one year	2,840	2,839
From one to five years	2,012	1,735
After five years	179	171
Total	<u>5,031</u>	<u>4,745</u>

Part of these loans is non-interest bearing. They are stated at amortised cost in amount of LTL 1,006 thousand (1,083 as of 31 December 2006) and the value of non-interest bearing loans granted is discounted using the effective interest rate of 6% (5% as of 31 December 2006) for similar loans.

The remaining non-current loans granted bear 5 – 7% fixed interest rate (5% as of 31 December 2006).

**7 Inventories**

	Group		Company	
	2007	2006	2007	2006
Raw materials	11,139	13,012	11,137	12,980
Finished goods and work in process	33,985	25,925	33,985	25,925
Goods for resale	3,654	865	3,654	865
	<u>48,778</u>	<u>39,802</u>	<u>48,776</u>	<u>39,770</u>
Less: allowance	(2,489)	(725)	(2,489)	(694)
	<u>46,289</u>	<u>39,077</u>	<u>46,287</u>	<u>39,076</u>

The acquisition cost of the Group's and the Company's inventories accounted for at net realisable value as of 31 December 2007 amounted to LTL 3,319 thousand (as of 31 December 2006 Group's and the Company's LTL 725 thousand and LTL 694 thousand respectively).

In the year ended 31 December 2007 the Group and the Company wrote off unusable inventories amounting to LTL 287 thousand (LTL 36 thousand as of 31 December 2006). This amount is accounted for in the operating expenses caption in the income statement.

Part of the Company's inventories in the amount of LTL 2,350 were held at ABF Šilutės Rambynas warehouse as of 31 December 2007 thousand (LTL 1,140 thousand as of 31 December 2006).

For loans received from the banks the Company pledged inventories for LTL 32,160 thousand (Note 13) (LTL 32,000 thousand as of 31 December 2006) which are in the Company and related party's ABF Šilutės Rambynas premises.

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**8 Trade receivables**

	Group		Company	
	2007	2006	2007	2006
Trade receivables, gross	26,882	31,607	26,880	31,607
Less: allowance for doubtful trade receivables	-	(58)	-	(58)
	<u>26,882</u>	<u>31,549</u>	<u>26,880</u>	<u>31,549</u>

Changes in allowance for doubtful trade receivables for 2007 and 2006 are included into operating expenses in the income statement. The change in allowance for trade receivables decreased operating expenses of the year 2007.

Trade receivables are non-interest bearing and are generally on 30 – 90 days terms.

As of 31 December 2007 trade receivables with the nominal value of LTL nil (as of 31 December 2006 – LTL 3 thousand) were impaired and fully provided for.

Movements in the allowance for impairment of receivables were as follows:

Group and Company	Individually impaired	Collectively impaired	Total
Balance as of 31 December 2005	-	236	236
Allowance reversed	-	(178)	(178)
Balance as of 31 December 2006	-	58	58
Allowance reversed	-	(58)	(58)
Balance as of 31 December 2007	-	-	-

The ageing analysis of trade receivables as of 31 December 2007 and 2006 is as follows:

Group	Trade receivables neither past due nor impaired	Trade receivables past due but not impaired					Total
		Less than 3 months	3 – 6 months	6 – 9 months	9 – 12 months	More than 1 year	
2006	21,129	10,393	22	2	-	3	31,549
2007	21,936	4,873	36	3	-	34	26,882

Company	Trade receivables neither past due nor impaired	Trade receivables past due but not impaired					Total
		Less than 3 months	3 – 6 months	6 – 9 months	9 – 12 months	More than 1 year	
2006	21,129	10,393	22	2	-	3	31,549
2007	21,936	4,871	36	3	-	34	26,880

**9 Other receivables**

Other accounts receivable of the Group and the Company balance as of 31 December 2007 mainly includes the current portion of long-term loans granted amounting to LTL 2,840 thousand (LTL 2,839 thousand as of 31 December 2006) and a receivable VAT amounting to LTL 3,404 thousand (LTL 2,122 thousand as of 31 December).



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**10 Cash and cash equivalents**

	<b>Group</b>		<b>Company</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
Cash at bank	11,967	12,461	11,357	12,083
Cash on hand	1,086	2,073	1,066	2,057
	<b>13,053</b>	<b>14,534</b>	<b>12,423</b>	<b>14,140</b>

**11 Shareholders' equity**

Legal reserve

A legal reserve is a compulsory reserve under Lithuanian legislation. Annual transfers of not less than 5% of net profit are compulsory until the reserve reaches 10% of the share capital. As of 31 December 2007 the legal reserve of the Company is fully formed. The legal reserve cannot be distributed to the shareholders.

Other reserves

Other reserves are formed based on a decision of the General Shareholders' Meeting on appropriation of distributable profit. These reserves can be used only for the purposes approved by the General Shareholders' Meeting. According to the Law of Stock Companies, the reserves formed by the Company other than the legal reserve should be restored to retained earnings and redistributed.

**12 Grants received**

	<b>Group</b>	<b>Company</b>
<b>Grants received:</b>		
Balance as of 31 December 2006	9,338	7,723
Additions	3,435	3,435
Balance as of 31 December 2007	<b>12,773</b>	<b>11,158</b>
<b>Accumulated amortisation:</b>		
Balance as of 31 December 2006	7,265	5,999
Charge for the year	2,509	2,193
Balance as of 31 December 2007	<b>9,774</b>	<b>8,192</b>
<b>Net book value as of 31 December 2007</b>	<b>2,999</b>	<b>2,966</b>
<b>Net book value as of 31 December 2006</b>	<b>2,073</b>	<b>1,724</b>

On 11 April 2002 the Company signed a financing agreement with the National Payment Agency at the Ministry of Agriculture (hereinafter the NPA) in relation to the Company's Modernisation Project (hereinafter in this paragraph the Project). The financing is provided from the European Commission (hereinafter EC) Aid and National Budget in accordance with SAPARD financing programme Agriculture and Fishery Manufacturing and Marketing Modernisation. The NPA obliged to provide the Company with a total financing of LTL 7,723 thousand for the implementation of the Project approved by the NPA on 29 March 2002. 75% of the support was provided by the EC and the remaining 25% by the National Budget. The net book value of the grant was LTL 308 thousand as of 31 December 2007 (LTL 1,724 thousand as of 31 December 2006).

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**12 Grants received (cont'd)**

Additionally, in 2003 subsidiaries ŽŪK Tarpučių Pienas and ŽŪK Sodžiaus Pienas received financing amounting to LTL 611 thousand and LTL 1,005 thousand, respectively, from the NPA for the acquisition of milk refrigeration equipment. The financing programme provided from the European Commission Aid and the National Budget in accordance with SAPARD financing stream Agriculture and Fishery Manufacturing and Marketing Modernisation. The net book value of the grants received by ŽŪK Tarpučių Pienas and ŽŪK Sodžiaus Pienas was equal to LTL nil and LTL 33 thousand, respectively, as of 31 December 2007 (LTL 122 thousand and LTL 227 thousand, respectively, as of 31 December 2006).

On 9 March 2006 the Company signed a subsidies agreement with the NPA in relation to the Company's Manufacturing Lines Modernisation Project (hereinafter in this and successive paragraphs the Project). The financing is provided from the European Commission Aid and National Budget in accordance with the financing programme Agriculture and Fishery Manufacturing and Marketing Modernisation in 2007. The Company has been provided with total financing of LTL 3,435 thousand (or 44.72% of the total planned Project value). LTL 2,533 thousand (or 73.74%) of the support will be provided by the EU Structural Funds and the remaining LTL 902 thousand (or 26.26%) – by the National Budget for the implementation of the Project. The net book value of the grant was LTL 2,658 thousand as of 31 December 2007.

The amortisation of the financing was offset against depreciation and accounted for under depreciation and amortisation caption in cost of sales in the statement of income for 2007 and 2006. The granted financing is amortised in equal parts over the depreciation period of the assets acquired using the financing received.

**13 Loans**

	Group		Company	
	2007	2006	2007	2006
<b>Non-current loans</b>				
Bank loans secured by Group's and related parties' assets	20,631	23,173	20,631	23,173
<b>Current loans</b>				
Current portion of non-current loans	2,899	22,913	2,899	22,913
	<u>23,530</u>	<u>46,086</u>	<u>23,530</u>	<u>46,086</u>

Terms of repayment of non-current loans to the Group and the Company were as follows:

	As of 31 December 2007	
	Fixed interest rate	Variable interest rate
2008	-	2,899
2009	5,505	6,924
2010	-	2,775
2011 and thereafter	-	5,427
	<u>5,505</u>	<u>18,025</u>
	As of 31 December 2006	
	Fixed interest rate	Variable interest rate
2007	-	22,913
2008	-	7,466
2009	7,505	2,775
2010 and thereafter	-	5,427
	<u>7,505</u>	<u>38,581</u>

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**13 Loans (cont'd)**

Parts of loans of the Group and the Company at the end of the year in national and foreign currencies (are as follows:

	<u>2007</u>	<u>2006</u>
<b>Loans denominated in:</b>		
EUR	18,025	38,581
LTL	5,505	7,505
	<u>23,530</u>	<u>46,086</u>

As of 31 December 2007 the weighted average effective interest rate of loans outstanding was 5.3% (4.3% as of 31 December 2006). Variable interest rates are related to 6 and 3 months EUR LIBOR.

For the loans received the Company has pledged inventories for LTL 32,160 thousand (Note 7), which are in the Company's and related party's ABF Šilutės Rambynas premises. In addition, the Company pledged property, plant and equipment with the net book value of LTL 18,743 thousand (Note 4) as of 31 December 2007. The related party ABF Šilutės Rambynas also pledged the property, plant and equipment with the net book value of LTL 54 thousand as of 31 December 2007 for Company's loans. The related party AB Klaipėdos Pienas pledged the property, plant and equipment with the net book value of LTL 3,430 thousand as of 31 December 2006 for the loans received by the Company.

**14 Financial lease**

The assets leased by the Group and the Company under financial lease contracts consist of vehicles, refrigerators, curd production line and cheese cutting line. Apart from the lease payments, the most significant liabilities under lease contracts are property maintenance and insurance. The terms of financial lease are up to 5 years. The distribution of the net book value of the assets acquired under financial lease is as follows:

	<u>Group</u>		<u>Company</u>	
	2007	2006	2007	2006
Equipment	2,998	4,085	2,998	4,085
Vehicles	5,630	4,313	5,630	4,313
	<u>8,628</u>	<u>8,398</u>	<u>8,628</u>	<u>8,398</u>

Principal amounts of financial lease payables at year-end denominated in national and foreign currencies are as follows:

	<u>Group</u>		<u>Company</u>	
	2007	2006	2007	2006
EUR	7,869	6,326	7,869	6,326
LTL	-	-	-	-
	<u>7,869</u>	<u>6,326</u>	<u>7,869</u>	<u>6,326</u>

As of 31 December 2007 the interest rate of the balance of financial lease liability, which is equal to LTL 4,613 thousand, varies depending on the 6 month EUR LIBOR plus 0.8%, LTL 3,256 thousand varies depending on the 6 month EUR LIBOR plus 0.7%.

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**14 Financial lease (cont'd)**

Minimal future lease payments under the above mentioned lease contracts of the Group and the Company as of 31 December 2007 and 2006 are as follows:

	<u>2007</u>	<u>2006</u>
Within one year	2,700	1,964
From one to five years	6,007	4,908
Total financial lease liabilities	<u>8,707</u>	<u>6,872</u>
Interest	(838)	(546)
Present value of financial lease liabilities	<u>7,869</u>	<u>6,326</u>
Financial lease liabilities are accounted as:		
- current	2,316	1,727
- non-current	5,553	4,599

**15 Operating lease**

The Group and the Company concluded several contracts of operating lease. The terms of lease do not include restrictions of the activities of the Group and the Company in connection with the dividends, additional loans or additional lease agreements. In the year ended 31 December 2007 the lease expenses of the Group and the Company amounted to LTL 3,411 thousand (LTL 3,904 thousand in the year ended 31 December 2006) and are accounted for under operating expenses services caption.

Future lease payments according to the signed lease contracts are as follows:

	<u>Group</u>	<u>Company</u>
Within one year	3,062	2,891
From one to five years	2,293	2,135
After five years	3	-
	<u>5,358</u>	<u>5,026</u>

The currency of the payment of operating lease is Lit.

**16 Payables**

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 30-day terms.
- Other payables are non-interest bearing and have an average term of one month.
- Interest payable is normally settled monthly throughout the financial year.
- For terms and conditions relating to related parties, refer to Note 26.

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**17 Other current liabilities**

	Group		Company	
	2007	2006	2007	2006
Accrued expenses	2,210	645	2,135	601
Social security payable	1,334	960	1,334	960
Advances received	795	641	795	641
Taxes, other than income tax	316	133	22	16
Wages and salaries payable	4	2	-	1
Other current liabilities	323	1,022	232	735
	<u>4,982</u>	<u>3,403</u>	<u>4,518</u>	<u>2,954</u>

**18 Operating expenses**

	Group		Company	
	2007	2006	2007	2006
Wages, salaries and social security*	34,189	26,731	33,954	26,563
Services	12,991	13,855	13,124	14,016
Marketing	8,851	5,683	8,851	5,683
Fuel and spare parts	5,762	5,853	5,762	5,853
Depreciation and amortisation	4,294	4,370	4,293	4,364
Change in net realisable value and allowance for inventory	1,764	694	1,795	694
Materials	2,350	2,094	2,350	2,094
Taxes, other than income tax	948	1,099	945	1,099
Other	4,541	1,518	4,349	1,490
	<u>75,690</u>	<u>61,897</u>	<u>75,423</u>	<u>61,856</u>

\* In the year ended 31 December 2007 the Group's and the Company's wages, salaries and social security expenses amounted to LTL 61,172 thousand and LTL 59,420 thousand, respectively (LTL 50,744 thousand and LTL 49,150 thousand, respectively, in the year ended 31 December 2006). LTL 34,189 thousand and LTL 33,954 thousand, respectively, of this amount are accounted for in the operating expenses (LTL 26,731 thousand and LTL 26,563 thousand, respectively, in the year ended 31 December 2006) and LTL 605 thousand and LTL 605 thousand, respectively, of this amount are accounted for in the other operating expenses (LTL 755 thousand and LTL 755 thousand, respectively, in the year ended 31 December 2006). The remaining expenses are accounted for in production cost for the year.

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**19 Other operating income (expenses)**

	Group		Company	
	2007	2006	2007	2006
<b>Other operating income</b>				
Income of the canteen	831	908	831	908
Gain on sales of property, plant and equipment and raw materials	8,258	6,846	6,234	6,846
Rental income	1,831	2,394	1,831	2,394
Other	3,556	5,817	5,647	5,529
	<u>14,476</u>	<u>15,965</u>	<u>14,543</u>	<u>15,677</u>
<b>Other operating (expenses)</b>				
Wages, salaries and social security	(605)	(755)	(605)	(755)
Cost of raw materials sold	(5,862)	(6,362)	(5,862)	(6,362)
Other	(2,053)	(1,238)	(2,109)	(859)
	<u>(8,520)</u>	<u>(8,355)</u>	<u>(8,576)</u>	<u>(7,976)</u>

**20 Income (expenses) from financial and investment activities**

	Group		Company	
	2007	2006	2007	2006
<b>Income from financial and investment activities</b>				
Foreign currency exchange gain	473	45	472	45
Interest income	357	333	356	332
	<u>830</u>	<u>378</u>	<u>828</u>	<u>377</u>
<b>(Expenses) from financial and investment activities</b>				
Interest (expenses)	(2,188)	(2,302)	(2,188)	(2,285)
Foreign currency exchange (loss)	(529)	(77)	(529)	(77)
Other financial (expenses)	(8)	(6)	-	-
	<u>(2,725)</u>	<u>(2,385)</u>	<u>(2,717)</u>	<u>(2,362)</u>

**21 Income tax**

	Group		Company	
	2007	2006	2007	2006
<b>Components of the income tax expense</b>				
Current income tax for the reporting period	6,412	3,347	6,399	3,314
Changes in temporary differences	(355)	(101)	(355)	(101)
Income tax expenses recorded in the income statement	<u>6,057</u>	<u>3,246</u>	<u>6,044</u>	<u>3,213</u>

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**21 Income tax (cont'd)**

	Group		Company	
	2007	2006	2007	2006
<b>Deferred income tax asset</b>				
Tax loss carry forward	7	15	-	-
Inventories	373	125	373	125
Accrued liabilities	314	131	314	131
Other	35	42	35	42
Deferred income tax asset before valuation allowance	729	313	722	298
Less: valuation allowance	(76)	(15)	(69)	-
Deferred income tax asset, net	653	298	653	298

Deferred income tax asset was accounted for using the tax rate of 15% as of 31 December 2007 (18% as of 31 December 2006), i.e. using the tax rate when deferred income tax is expected to be realised.

The changes of temporary differences before the tax effect in the Group were as follows:

	Balance as of 31 December 2006	Recognised in income statement	Balance as of 31 December 2007
Accrued taxable loss	86	(42)	44
Inventories	694	1,794	2,488
Accrued liabilities	725	1,368	2,093
Other	235	-	235
Temporary differences asset before valuation allowance	1,740	3,120	4,860

The changes of temporary differences before the tax effect in the Company were as follows:

	Balance as of 31 December 2006	Recognised in income statement	Balance as of 31 December 2007
Inventories	694	1,794	2,488
Accrued liabilities	725	1,368	2,093
Other	235	-	235
Temporary differences asset before valuation allowance	1,654	3,162	4,816

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**21 Income tax (cont'd)**

The reported amount of income tax expenses attributable to the period can be reconciled to the theoretical amount of income tax expenses that would arise from applying statutory income tax rate to pre-tax income as follows:

	Group		Company	
	2007	2006	2007	2006
Profit before tax	30,567	16,146	30,292	15,797
Income tax expenses computed at 18% in 2007 and 19% in 2006	5,502	3,068	5,452	3,001
Non-deductible differences	349	166	379	195
Change of tax rate	145	17	144	17
Change in allowance for deferred tax asset	61	(5)	69	-
	<u>6,057</u>	<u>3,246</u>	<u>6,044</u>	<u>3,213</u>

**22 Earnings per share**

Basic earnings per share are calculated by dividing the net profit attributable to the shareholders by the weighted average number of ordinary shares issued and paid during the year.

	Group	
	2007	2006
Net profit attributable to the shareholders	24,510	12,900
Weighted average number of shares (in thousand)	4,838	4,838
Basic earnings per share (LTL)	<u>5.07</u>	<u>2.67</u>

Diluted earnings per share equal to basic earnings per share as there were no potential shares issued as of 31 December 2007.

**23 Dividends per share**

	Group	
	2007	2006
Dividends paid	968	2,903
Number of shares (thousand)	4,838	4,838
Dividends per share (LTL)	<u>0.20</u>	<u>0.60</u>



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**24 Financial assets and liabilities and risk management**

Credit risk

The Group and the Company has no significant concentration of trading counterparties, which is related with one partner or group of partners with similar characteristics. Customers' risk, or the risk, that the partners will not keep to their obligations, is managed by approving credit terms and procedures of control. The Group's procedures are in force to ensure on a permanent basis that sales are made to customers with an appropriate credit history and do not exceed an acceptable credit exposure limit.

The Group does not guarantee obligations of other parties, except for the guarantee disclosed in Note 25 to these financial statements. The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, if any, in the balance sheet. Consequently, the Group considers that its maximum exposure is reflected by the amount of receivables (Note 8), net of impairment losses recognised at the balance sheet date.

With respect to trade receivables and other receivables that are neither impaired nor past due, there are no indications as of the reporting date that the debtors will not meet their payment obligations since the Company trades only with recognised, creditworthy third parties. The counterparties are splitted into group, other related parties and non related parties and starting from the end of 2007 newly concluded trading agreements include paragraph about credit limits assigned according to the volume and amount of sales. Some customers are also required to make prepayments.

Interest rate risk

Part of the Group's loans is with variable rates, related to EUR LIBOR, which creates an interest rate risk. There are no financial instruments designated to manage its exposure to fluctuation in interest rates outstanding as of 31 December 2007 and 2006.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, (increase and decrease in percentage points was determined based on Lithuanian economic environment and the Company's and the Group's historical experience) with all other variables held constant, of the Group's and the Company's profit before tax (through the impact on floating rate borrowings). There is no impact on the Group's and the Company's equity, other than current year profit impact.

	Increase/decrease in percentage points	Effect on profit before tax
<b>2007</b>		
EUR	+0.5	(90)
EUR	-0.5	90
<b>2006</b>		
EUR	+0.5	(193)
EUR	-0.5	193

Liquidity risk

The Group's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities, bank overdrafts and credit lines to meet its commitments at a given date in accordance with its strategic plans.

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**24 Financial assets and liabilities and risk management (cont'd)**

Liquidity risk (cont'd)

The tables below summarise the maturity profile of the Group's and Company's financial liabilities as of 31 December 2007 and 2006 based on contractual undiscounted payments.

<b>Group</b>	<b>On demand</b>	<b>Less than 3 months</b>	<b>From 3 months to 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Interest bearing loans and borrowings	-	549	23,349	24,169	-	48,067
Interest bearing lease liabilities	-	487	1,477	4,908	-	6,872
Trade payables	-	22,536	-	-	-	22,536
Related parties liabilities	-	6,856	-	-	-	6,856
<b>Balance as of 31 December 2006</b>	-	<b>30,428</b>	<b>24,826</b>	<b>29,077</b>	-	<b>84,331</b>
Interest bearing loans and borrowings	-	-	4,082	23,119	-	27,201
Interest bearing lease liabilities	-	583	2,117	6,007	-	8,707
Trade payables	-	21,703	-	-	-	21,703
Related parties liabilities	-	2,960	-	-	-	2,960
<b>Balance as of 31 December 2007</b>	-	<b>25,246</b>	<b>6,199</b>	<b>29,126</b>	-	<b>60,571</b>

<b>Company</b>	<b>On demand</b>	<b>Less than 3 months</b>	<b>From 3 months to 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Interest bearing loans and borrowings	-	549	23,349	24,169	-	48,067
Interest bearing lease liabilities	-	487	1,477	4,908	-	6,872
Trade payables	-	21,763	-	-	-	21,763
Related parties and subsidiaries liabilities	-	9,126	-	-	-	9,126
<b>Balance as of 31 December 2006</b>	-	<b>31,925</b>	<b>24,826</b>	<b>29,077</b>	-	<b>85,828</b>
Interest bearing loans and borrowings	-	-	4,082	23,119	-	27,201
Interest bearing lease liabilities	-	583	2,117	6,007	-	8,707
Trade payables	-	20,706	-	-	-	20,706
Related parties and subsidiaries liabilities	-	5,764	-	-	-	5,764
<b>Balance as of 31 December 2007</b>	-	<b>27,053</b>	<b>6,199</b>	<b>29,126</b>	-	<b>62,378</b>

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**24 Financial assets and liabilities and risk management (cont'd)**

Foreign exchange risk

Major currency risks of the Group occur due to the fact that the Group borrows foreign currency denominated funds as well as is being involved in imports and exports. The Group's policy is to match cash flows arising from highly probable future sales and purchases in each foreign currency. The Group does not use any financial instruments to manage its exposure to foreign exchange risk other than aiming to borrow in EUR, to which LTL is pegged. Monetary assets and liabilities stated in various currencies as of 31 December 2007 were as follows:

	Group		Company	
	Assets	Liabilities	Assets	Liabilities
LTL	49,289	43,725	48,586	45,140
EUR	11,521	18,928	11,521	18,928
USD	7	-	7	-
LVL	589	34	589	34
<b>Total</b>	<b>61,406</b>	<b>62,687</b>	<b>60,703</b>	<b>64,102</b>

All sales and purchases transactions as well as the financial debt portfolio of the Group and the Company are denominated in LTL and EUR. Therefore, the sensitivity analysis to the foreign currency fluctuations was not disclosed due to immateriality of the balances and transactions in currencies other than LTL and EUR.

Fair value of financial instruments

The Group's principal financial instruments not carried at fair value are trade and other receivables, trade and other payables, long-term and short-term loans.

Fair value is defined as the amount at which the instrument could be exchanged between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models as appropriate.

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**24 Financial assets and liabilities and risk management (cont'd)**

Fair value of financial instruments (cont'd)

Set out is a comparison by category of carrying amounts and fair values of all of the Group's and Company's financial instruments that are carried in the financial statements:

Group	Carrying amount		Fair value	
	2007	2006	2007	2006
<b>Financial assets</b>				
Cash	13,053	14,534	13,053	14,534
Available for sale investments	14	14	14	14
Non-current accounts receivable	2,191	1,906	2,191	1,906
<b>Financial liabilities</b>				
Bank overdraft	-	-	-	-
Interest bearing loans and borrowings:	-	-	-	-
Obligations under financial lease and hired purchase contracts	7,869	6,326	7,869	6,326
Floating rate borrowings	18,025	38,581	18,025	38,581
Fixed rate borrowings	5,505	7,505	5,189	7,509
<b>Company</b>				
<b>Financial assets</b>				
Cash	12,423	14,140	12,423	14,140
Available for sale investments	14	14	14	14
Non-current accounts receivable	2,191	1,906	2,191	1,906
<b>Financial liabilities</b>				
Bank overdraft	-	-	-	-
Interest bearing loans and borrowings:	-	-	-	-
Obligations under financial lease and hired purchase contracts	7,869	6,326	7,869	6,326
Floating rate borrowings	18,025	38,581	18,025	38,581
Fixed rate borrowings	5,505	7,505	5,189	7,509

The fair value of borrowings has been calculated by discounting the expected future cash flows at prevailing interest rates. The fair value of loans and other financial assets have been calculated using market interest rates.

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

- The carrying amount of current trade accounts receivable, current accounts payable and short-term loans approximates fair value.
- The fair value of non-current debt is based on the quoted market price for the same or similar issues or on the current rates available for debt with the same maturity profile. The fair value of non-current loans with variable and fixed interest rates approximates their carrying amounts.

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**24 Financial assets and liabilities and risk management (cont'd)**

Capital management

The primary objectives of the Group's and the Company's capital management are to ensure that the Group and the Company complies with externally imposed capital requirements and that the Group and the Company maintains healthy capital ratios in order to support its business and to maximise shareholders' value.

The Group and the Company manages its capital structure and makes adjustments to it in the light of changes in economics conditions and the risk characteristics of its activities. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes of capital management during the years end 31 December 2007 and 31 December 2006.

The Company is obliged to keep its equity up to 50% of its share capital, as imposed by the Law on Companies of Republic of Lithuania. There were no other externally imposed capital requirements on the Group and the Company.

The Group and the Company monitor capital using debt to equity ratio. Capital includes ordinary shares, reserves, retained earnings attributable to the equity holders of the parent. There is no specific debt to equity ratio target set out by the Group's and the Company's management, however current ratios presented below are treated as sustainable performance indicators.

	Group		Company	
	2007	2006	2007	2006
Non-current liabilities (including deferred tax and grants)	29,183	29,969	29,150	29,620
Current liabilities	39,508	58,198	40,848	59,221
<b>Liabilities</b>	<b>68,691</b>	<b>88,167</b>	<b>69,998</b>	<b>88,841</b>
<b>Equity</b>	<b>96,155</b>	<b>72,613</b>	<b>95,873</b>	<b>72,593</b>
<b>Debt* to equity ratio</b>	<b>71%</b>	<b>121%</b>	<b>73%</b>	<b>122%</b>

\* Debt contains all non-current (including deferred income tax liability and grants (deferred revenues)) and current liabilities.

Moreover the Company has externally imposed capital requirements from the banks. They require that equity/assets ratio is not less than 30%. The management monitors that the Company is in line with the requirement. No other capital management tools are used. No breaches of required ratio were present during the year.

**25 Commitments and contingencies**

During the reorganisation that took place in 2004 the Company transferred the financial lease agreement with UAB Nordea Finance Lithuania to a newly established company AB Žemaitijos Pieno Investicija. Assets and related liabilities were transferred according to a trilateral agreement between the Company, AB Žemaitijos Pieno Investicija and UAB Nordea Finance Lithuania dated 14 November 2004. On the same day the Company signed a guarantee agreement with UAB Nordea Finance Lithuania, and guaranteed for liabilities of AB Žemaitijos Pieno Investicija, according to the transferred agreement. The liability of AB Žemaitijos Pieno Investicija according to this agreement was LTL 1,736 thousand as of 31 December 2007 (LTL 2,618 thousand as of 31 December 2006).

As of 31 December 2007 the Group and the Company had no material purchase commitments for the acquisition of property, plant and equipment.

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**26 Related party transactions**

The parties are considered related when one party has the possibility to control the other one or have significant influence over the other party in making financial and operating decisions. The related parties of the Group and the Company are as follows:

- AB Žemaitijos Pieno Investicija (same the largest shareholder);
- ABF Šilutės Rambynas (same the largest shareholder);
- UAB Baltijos Mineralinių Vandenių Kompanija (same the largest shareholder);
- AB Klaipėdos Pienas (same the largest shareholder);
- UAB Žemaitijos Prekyba (same the largest shareholder);
- UAB Gimtinės Pienas (same the largest shareholder).

Payables to related parties are normally settled on 30 day terms.

The related party transactions and the balances at the end of the year were as follows:

i) Sales	Group		Company	
	2007	2006	2007	2006
<b>Sales of non-current assets</b>				
<i>To the Group</i>				
ŽŪK Sodžiaus Pienas	-	-	-	2
ŽŪK Tarpučių Pienas	-	-	-	1
	-	-	-	3
<i>To Related parties</i>				
UAB Baltijos Mineralinių Vandenių Kompanija	167	400	167	400
AB Klaipėdos Pienas	238	-	238	-
ABF Šilutės Rambynas	17	81	17	81
AB Žemaitijos Pieno Investicija	214	1,775	214	1,775
UAB Žemaitijos Prekyba	27	1,031	27	1,031
	663	3,287	663	3,287
<b>Sales of inventory and services</b>				
<i>To the Group</i>				
ŽŪK Sodžiaus Pienas	-	-	121	116
ŽŪK Tarpučių Pienas	-	-	2	57
UAB Žemaitijos Pieno Žaliava	-	-	2	2
	-	-	125	175
<i>To Related parties</i>				
UAB Baltijos Mineralinių Vandenių Kompanija	6,443	7,092	6,443	7,092
AB Klaipėdos Pienas	3,833	3,536	3,833	3,536
ABF Šilutės Rambynas	3,688	5,255	3,688	5,255
AB Žemaitijos Pieno Investicija	71	112	71	112
UAB Gimtinės Pienas	5	43	5	31
UAB Žemaitijos Prekyba	31,310	22,071	31,310	22,071
	45,350	38,109	45,350	38,097
<b>Total Sales</b>	<b>46,013</b>	<b>41,396</b>	<b>46,138</b>	<b>41,562</b>



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**26 Related party transactions (cont'd)**

	Group		Company	
	As of 31 December 2007	As of 31 December 2006	As of 31 December 2007	As of 31 December 2006
<b>iv) Year-end balances of payables</b>				
<i>Group</i>				
ŽŪK Sodžiaus Pienas	-	-	1,517	2,522
ŽŪK Tarpučių Pienas	-	-	697	1,254
UAB Žemaitijos Pieno Žaliava	-	-	604	611
	-	-	2,818	4,387
<i>Related parties</i>				
AB Žemaitijos Pieno Investicija	1,229	3,413	1,229	3,413
AB Klaipėdos Pienas	1,717	3,385	1,717	1,326
UAB Žemaitijos Prekyba	-	10	-	-
ABF Šilutės Rambynas	14	48	-	-
	2,960	6,856	2,946	4,739
	<b>2,960</b>	<b>6,856</b>	<b>5,764</b>	<b>8,126</b>

Outstanding balances at the year-end are unsecured, interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables, except as discussed in Note 25. For the year ended 31 December 2007 and 2006, the Company has not made any provision for doubtful debts relating to amounts owned by related parties. This doubtful debts assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The Group performs a significant part of transactions with related parties (AB Žemaitijos pieno investicija group companies) and both profit and sales of the Group are significantly influenced by transactions with AB Žemaitijos pieno investicija group. This includes the following: rent of fixed assets, sales of raw materials, full buy up of cheeses from ABF Šilutės Rambynas, buy up of ice - cream from AB Klaipėdos pienas, distribution services' sales to UAB Baltijos mineralinių vandenų kompanija and product sales to UAB Žemaitijos prekyba.

Remuneration of the management and other payments

The Group's and the Company's management remuneration amounted to LTL 2,955 thousand in the year ended 31 December 2007 (LTL 2,046 thousand in the year ended 31 December 2006). In 2006 the Company has granted short term loans to the management in total amount of LTL 1,282 thousand, which were repaid to the Company till 31 December 2006. In the year ended 31 December 2007 and 2006, the management of the Company did not receive any guarantees; no other payments or property transfers were made or accrued.

**27 Subsequent events**

Change in the par value of the shares

During the extraordinary shareholder's meeting on 8 February 2008, there was made a decision to change the par value of the Company's shares from LTL 10 per share to LTL 1 per share and to replace each share held by shareholders by 10 shares accordingly.

Liquidation on UAB Žemaitijos Pieno Žaliava

During the meeting of the Board on 19 February 2008, it was decided to start liquidation procedure of UAB Žemaitijos Pieno Žaliava.



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**27 Subsequent events (cont'd)**

Competition Council decision

In 2007 the Lithuanian Competition Council has ruled that nine local milk purchasing and processing companies, including the Group, had entered into a cartel agreement to increase dairy products prices in the Lithuanian market. Potentially fine imposed by the Competition Council could have been up to 10% of turnover. Based on the subsequently made decision by the Competition Council no fine is to be imposed to the Group.

**Žemaitijos pienas AB**  
**Approval of responsible persons**

28 February 2008  
Telšiai

**Regarding drafting of financial statement for the year ended 31 December 2007**

We hereby confirm that the Interim Financial Statements prepared according to applicable standards of accounting does reflect the real situation and represent the true and correct corporate assets, liabilities, financial standing, profit or loss.

We also confirm that the Interim Report does represent the true and correct review of business development and activities.

General Manager



Chief Accountant

Algirdas Pažemeckas

Dalia Gecienė