

KLAIPĖDOS BALDAI AB
INDEPENDENT AUDITOR'S REPORT,
FINANCIAL STATEMENTS AND
ANNUAL REPORT
31 DECEMBER 2007

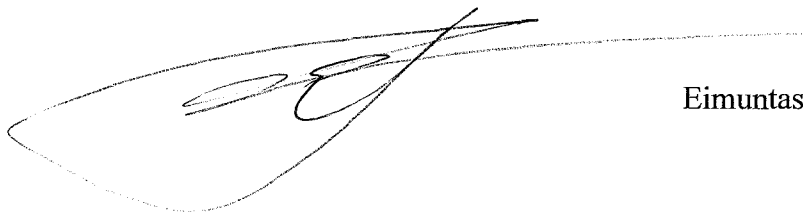
For the Stocks committee of the Republic of Lithuania,
Konstitucijos pr. 23
LT-08105 Vilnius

2008 - 03 - 17

THE CONFIRMATION BY THE RESPONSIBLE INDIVIDUALS

Following the Lithuania Republic stocks law and also following the periodic and fill-in information arrangements and presentations confirmed by the he Lithuania Republic stocks law committee resolution No. 1K-3, dated 23 rd February, 2007, I, AB Klaipedos baldai“ director, Eimuntas Jankauskas, confirm that to my knowledge, there is an attached financial accountability of twelve month period in 2007 of the joint-stock company „Klaipėdos baldai“ which is verified by auditors, made accordingly to the international financial accountability standards initiated by the European Union, coincide with the reality and fairly indicate the company’s wealth, obligations, financial state, profit or detriment. In the annual statement the following true information is presented: business development and review of activities, general status of the company with the description of main risks and uncertainties that are met by the company.

Director



Eimuntas Jankauskas

CONTENTS

Independent auditor's report	3-4
Financial statements:	
Income statement	5
Balance sheet	6
Statement of changes in equity	7
Cash flow statement	8
Notes to the financial statements	9 – 29
Annual report	30 – 64

Independent auditor's report

To the Shareholders of Klaipėdos baldai AB

Report on the Financial Statements

We have audited the accompanying financial statements of Klaipėdos baldai AB ("the Company") set out on pages 5 – 29 which comprise the balance sheet as of 31 December 2007 and the income statement, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the EU. 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. 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 give a true and fair view of the financial position of the Company as of 31 December 2007 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Report on other legal and regulatory requirements

Furthermore, we have read the Annual Report for the year ended 31 December 2007 set out on pages 30 – 64 and have not noted any material inconsistencies between the financial information included in it and the audited financial statements for the year ended 31 December 2007.

On behalf of PricewaterhouseCoopers UAB



Christopher C. Butler
Partner

Vilnius, Republic of Lithuania
1 April 2008



Rasa Radzevičienė

Auditor's Certificate No. 000377

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

APPROVED
by Minutes No.
as of 2008

Income statement

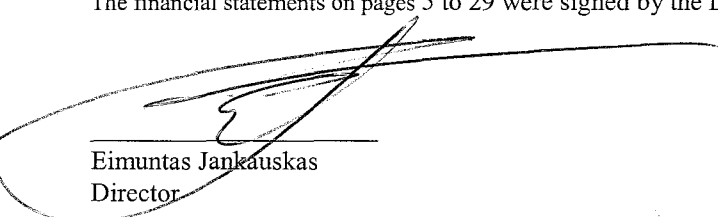
	Notes	Year ended 31 December	
		2007	2006
Revenue	5	154,330	119,512
Cost of sales	11	(146,233)	(112,024)
Gross profit		8,097	7,488
Distribution costs	11	(48)	(32)
Administrative expenses	11	(3,730)	(4,281)
Other income	6	2,001	1,642
Other expenses	7	(633)	(522)
Other gains/(losses) - net	8	(20)	933
Operating profit		5,667	5,228
Finance costs	9	(1,588)	(999)
Profit before tax		4,079	4,229
Income tax expense	10	(1,063)	(1,198)
Profit for the year		3,016	3,031
Attributable to:			
Equity holders of the Company		3,016	3,031
		3,016	3,031

Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in LTL per share)

- basic	12	0.37	0.37
- diluted		-	-

The notes on pages 9 to 29 are an integral part of these financial statements.

The financial statements on pages 5 to 29 were signed by the Director on 17 March 2008 .



Eimuntas Jankauskas
Director

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

APPROVED
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Balance sheet

	Notes	As at 31 December	
		2007	2006
ASSETS			
Non-current assets			
Property, plant and equipment	13	41,121	45,499
Investment property	14	8,127	8,136
Intangible assets	15	161	488
Available-for-sale investments	16	288	288
Other receivables	17	2,121	2,351
Other non current assets		22	22
		<u>51,840</u>	<u>56,784</u>
Current assets			
Inventories	18	13,195	15,026
Trade and other receivables	19	29,509	20,908
Cash and cash equivalents	20	49	442
		<u>42,753</u>	<u>36,376</u>
Total assets		<u>94,593</u>	<u>93,160</u>
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Ordinary shares	21	8,166	8,166
Reserves	22	20,304	21,183
Retained earnings		31,110	27,014
Total equity		<u>59,580</u>	<u>56,363</u>
LIABILITIES			
Non-current liabilities			
Deferred income tax liabilities	23	2,778	2,775
Borrowings	24	6,855	9,865
Other long-term payables		-	213
		<u>9,633</u>	<u>12,853</u>
Current liabilities			
Borrowings	24	20,218	19,190
Trade and other payables	25	5,162	4,754
		<u>25,380</u>	<u>23,944</u>
Total liabilities		<u>35,013</u>	<u>36,797</u>
Total equity and liabilities		<u>94,593</u>	<u>93,160</u>

The notes on pages 9 to 30 are an integral part of these financial statements.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

APPROVED
by Minutes No.
as of 2008

Statement of changes in equity

		Attributable to equity holders of the Company					
	Note	Share capital	Revaluation reserve	Legal reserves	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2006		8,166	5,792	817	7,698	23,121	45,594
Depreciation transfer on buildings		-	(862)	-	-	862	-
Revaluation of buildings		-	9,103	-	-	-	9,103
Recognition of deferred tax liability		-	(1,365)	-	-	-	(1,365)
Net profit		-	-	-	-	3,031	3,031
Balance as at 31 December 2006		8,166	12,668	817	7,698	27,014	56,363
Depreciation transfer gross	22	-	(1,080)	-	-	1,080	-
Depreciation transfer – tax	23	-	201	-	-	-	201
Net profit		-	-	-	-	3,016	3,016
Balance as at 31 December 2007		8,166	11,789	817	7,698	31,110	59,580

The notes on pages 9 to 30 are an integral part of these financial statements.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

APPROVED
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as of 2008

Cash flow statement

	Notes	Year ended 31 December	
		2007	2006
Cash flows from operating activities			
Cash flows from operating activities	26	6,626	1,305
Interest paid	9	(1,588)	(999)
Income tax paid		(1,564)	(1,519)
Net cash used in operating activities		3,474	(1,213)
Cash flows from investing activities			
Purchase of property, plant and equipment		(1,011)	(4,494)
Purchase of intangible assets		(49)	-
Disposal of property, plant and equipment		3	90
Interest received		355	311
Net cash used in investing activities		(702)	(4,093)
Cash flows from financing activities			
Proceeds from borrowings		4,009	12,145
Repayment of borrowings		(4,344)	(4,879)
Finance lease principal payments		(2,830)	(2,414)
Net cash generated from financing activities		(3,165)	4,852
Net decrease in cash and cash equivalents		(393)	(454)
Cash and cash equivalents at beginning of year	20	442	896
Cash and cash equivalents at end of year	20	49	442

The notes on pages 9 to 30 are an integral part of these financial statements.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Notes to the financial statements

1. General information

Klaipėdos Baldai AB (hereinafter “the Company”) was registered as a public company on 3 March 1993. The Company’s registration No. is AB 93-59. The Company’s registered address is as follows:

Joniškės g. 21, LT-91267 Klaipėda
Republic of Lithuania

Shareholders of the Company as at 31 December 2006

	Number of shares held	Percentage of share capital
SBA Furniture Group UAB	5,608,441	68.68
Hansabank UAB	441,694	5.41
Virgilijus Rančys	300,000	3.67
Association Industry Marketing and Business Centre	262,374	3.21
Skandinaviska Enskilda Banken	295,327	3.62
Other shareholders	1,258,476	15.41
Total	8,166,312	100

The Company’s ordinary registered shares are quoted on the Current List of Vilnius Stock Exchange.

In 2005, the activities of SBA Furniture Group companies were restructured and centralized by transferring the functions of raw material purchase and sale of products to a newly established company SBA Baldų Kompanija UAB. As a result of this restructuring, SBA Baldų Kompanija UAB took over the Company’s non-group suppliers and customers. SBA Baldų Kompanija UAB purchases products from the Company and sells them to various clients on arm’s length basis.

During the year ended 31 December 2007, 98.6 per cent of the Company’s total sales were made to its related party SBA Baldų Kompanija UAB (2006: 98.1 per cent).

In 2007, the Company’s average number of employees was 652 (2006: 717).

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS). All International Financial Reporting Standards issued by the IASB and effective at the time of preparing these statements have been adopted by the EU through the endorsement procedure established by the European Commission with the exception of the International Accounting Standard IAS 39 Financial Instruments: Recognition and Measurement. Following the Accounting Regulatory Committee decision of October 2004, the Commission adopted the Regulation 2086/2004 requiring the use of IAS 39, excluding certain provisions on portfolio hedging of core deposits

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of buildings and investment property.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

2.1 Basis of preparation (continued)

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates.

(a) Standards, amendments to standards and interpretations effective in 2007.

IFRS 7, Financial Instruments: Disclosures (effective for annual periods beginning on or after January 2007), and the complementary Amendments to IAS 1, Presentation of Financial Statements—Capital disclosure were adopted by the Company in 2007. The IFRS 7 introduced new disclosures to improve the information about financial instruments, including about quantitative aspects of risk exposures and the methods of risk management. The new quantitative disclosures provide information about the extent of exposure to risk, based on information provided internally to the entity's key management personnel. Qualitative and quantitative disclosures cover exposure to credit risk, liquidity risk and market risk including sensitivity analysis to market risk. The Amendment to IAS 1 introduced disclosures about the level of an entity's capital and how it manages capital. The new disclosures are made in these financial statements.

(b) Standards, amendments to standards and interpretations effective in 2007, but not relevant to the Company's operations.

The following standards, their amendments and interpretations are mandatory for accounting periods beginning on or after 1 January 2007 but are not relevant to the Company's operations:

- IFRS 4 Insurance Contracts.
- 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.

(c) Standards, amendments to standards and interpretations that have been issued but are not effective for 2007 and have not been early adopted:

- IAS 1, Presentation of Financial Statements (effective for annual periods beginning on or after 1 January 2009). The Company will apply this standard from 1 January 2009, but it is not expected to have significant effect on the Company's financial statements.
- IAS 23, (revised) Borrowing Costs (effective from 1 January 2009). The Company will apply IAS 23 from 1 January 2009, however, currently this standard is not relevant to the Company's operations as no borrowings are used to finance construction of assets meeting the criteria.
- IAS 27, Consolidated and Separate Financial Statements (revised in January 2008 and effective for annual periods beginning on or after 1 July 2009). Management believes that this standard is not relevant for the Company's operations.
- IFRS 3, Business Combinations (revised in January 2008 and applied to business combinations acquired in the first annual period beginning on or after 1 July 2009). Management believes that this standard is not relevant for the Company's operations.
- Vesting Conditions and Cancellations – Amendment to IFRS 2 Share-based Payment (issued in January 2008, effective for annual periods beginning on or after 1 January 2008). Management believes that this standard is not relevant for the Company's operations.
- IFRS 8, Operating Segments (effective from 1 January 2009). Management believes that this standard is not relevant for the Company's operations.
- IFRIC 11, IFRS 2 – Group and Treasury Share Transactions (effective for annual periods beginning on or after 1 March 2007). Management believes that this interpretation is not relevant for the Company's operations.
- IFRIC 12, Service Concession Arrangements (effective from 1 January 2007). Management believes that this interpretation is not relevant for the Company's operations.
- IFRIC 13, Customer Loyalty Programmes (effective for annual period beginning on or after 1 July 2008). This interpretation is not relevant to the Company.
- IFRIC 14, IAS 19 – The Limit on Defined Benefit Asset, Minimum Funding Requirement and their Interaction (effective for annual periods beginning on or after 1 January 2008). Management believes that this interpretation is not relevant for the Company's operations.

IFRIC 12, 13, 14 and IAS 23, 27 as well as IFRS 2, 3 have not been yet endorsed by the EU.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

2.2 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in a local currency, the litas (LTL), which is the Company's functional and presentation currency.

On 2 February 2002, the litas was fixed to the euro at an exchange rate of LTL 3.4528 = EUR 1.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2.3 Revenue recognition

Revenues from sales of goods are recognised at the point of transfer of risks and rewards of ownership of the goods, normally when the goods are shipped. Sales are shown net of VAT and discounts. Revenues are measured at the fair value of the consideration received or receivable.

Interest income is recognised on a time-proportion basis using the effective interest method. Rental yield on investment property is recognised in equal parts over the lease term.

2.4 Segment reporting

A segment is a distinguishable component of the Company that is engaged either in providing products or services (business segment) or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. Segments with a majority of revenue earned from sales to external customers and whose revenue, result or assets are ten percent or more of all the segments are reported separately.

2.5 Employee benefits

Wages, salaries, contributions to the State Social Security Fund paid, annual leave and sick leave, bonuses, and non-monetary benefits are accrued in the year in which the associated services have been rendered by the employees of the Company.

2.6 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 outstanding during the period.

2.7 Dividends

Dividends are recorded in the Company's financial statements in the period in which they are approved by the shareholders.

2.8 Income tax

(1) Income tax expenses

Profit is taxable at a rate of 15 per cent (2006: 15 per cent) in accordance with the Lithuanian regulatory legislation on taxation.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Income tax (continued)

According to the Lithuanian Provisional Law on Social Tax, social tax at the rate of 4 per cent for 2006 and at a rate of 3 per cent for 2007 should be paid on taxable income earned during 2006 and 2007 respectively.

Income tax expenses are calculated and accumulated in the financial statements on the basis of information available at the moment of the preparation of the financial statements, and based on management's estimates of income tax in accordance with the Lithuanian regulatory legislation on taxation.

(2) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

2.9 Property, plant and equipment

The Company's buildings are stated at fair value less accumulated depreciation and impairment loss. Independent valuation of assets is carried out on a regular basis. The last valuation of assets was performed as at 1 June 2006 by an independent property valuation company Korporacija Matininkai UAB. Other property, plant and equipment of the Company is stated at acquisition cost less accumulated depreciation and impairment

Increases in the carrying amount arising on revaluation of buildings are credited to revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged against other reserves directly in equity; all other decreases are charged to the income statement. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to the income statement and depreciation based on the asset's original cost is transferred from 'revaluation reserve' to 'retained earnings'.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Depreciation of assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives as follows:

	<u>Years</u>
Buildings	15 - 50
Plant and machinery	5 - 15
Motor vehicles	5 - 7
Other fixtures, fitting, tools and equipment	3 - 5
Other property, plant and equipment	4 - 6

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount (Note 2.14).

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

2.10 Investment property

Investment property, principally comprising buildings, is held for long-term rental yields and is not occupied by the Company.

Investment property is initially recognised at cost, including transaction costs, and subsequently remeasured at fair value based on its market value. Market value of the Company's investment property is obtained from reports of independent appraisers, who hold a recognised and relevant professional qualification and who have recent experience in valuation of property of similar location and category. Earned rental income is recorded within other operating income. Gains and losses resulting from changes in the fair value of investment property are recorded in income statement and presented separately.

Subsequent expenditure is capitalised only when it is probable that future economic benefits associated with it will flow to the Company and the cost can be measured reliably. All other repairs and maintenance costs are recognised as expenses in the income statement during the financial period when the expenditure is incurred

Reclassifications to investment property are performed only when there is an evidenced change in use of assets. If an investment property becomes owner-occupied, it is reclassified to property, plant and equipment, and its carrying amount at the date of reclassification becomes its deemed cost to be subsequently depreciated

2.11 Intangible assets

Intangible assets expected to provide economic benefit to the Company in future periods are valued at acquisition cost less subsequent accumulated amortisation. All of the Company's intangible assets have definite useful lives. Amortisation is calculated on the straight-line method over estimated economic benefit period of 1-4 years.

Development costs that are directly associated with identifiable and unique software controlled by the Company are recorded as intangible assets if inflow of incremental economic benefits exceeding costs is probable. Capitalised costs include staff costs of the software development team and an appropriate portion of relevant overheads. All other costs associated with computer software, e.g. related borrowings costs, maintenance etc, are expensed when incurred.

2.12 Impairment of non-financial assets

Assets that are subject to amortisation and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.13 Leases

A company is the lessee

(a) Finance lease

Leases of property, plant and equipment where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the estimated present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant interest rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in long-term payables except for instalments due within 12 months which are included in current liabilities

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Leases (continued)

The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

(b) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

A company is the lessor

(c) Operating lease

Property leased out under operating leases are included in investment property in the balance sheet (Note 2.10). Payments received under operating leases (net of any incentives given to the lessee) are credited to the income statement on a straight-line basis over the period of the lease.

2.14 Financial assets

The Company classifies its financial assets into the following categories: loans and receivables, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. Currently these are classified as non-current assets. Loans and receivables are classified as 'trade and other receivables' in the balance sheet.

(b) Available-for-sale financial assets

Investments intended to be held for an indefinite period of time, which may be sold in response to needs for liquidity or changes in interest rates, are classified as available-for-sale; these are included in non-current assets unless management have the express intention of holding the investment for less than 12 months from the balance sheet date or unless they will need to be sold to raise operating capital, in which case they are included in current assets.

All purchases and sales of investments are recognised on the trade date, which is the date that the Company commits to purchase or sell the asset. Cost of purchase includes transaction costs. Available-for-sale investments subsequently are carried at fair value. In assessing the fair value, the Company uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. Changes in fair value of available-for-sale investments are recognised directly in equity. Investments, the fair value of which cannot be reliably measured, are carried at acquisition cost less impairment. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains and losses from investment securities.

2.15 Inventories

Inventories are recorded at the lower of cost and net realisable value. Cost of inventory is determined on the first in first out basis. The cost of finished goods and work in progress comprises raw material, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the cost of completion and selling expenses.

2.16 Trade and other receivables

Amounts receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of amounts receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of provision is the difference between the asset's carrying amount and the present value of future cash flows, discounted at the effective interest rate.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Trade and other receivables (continued)

The amount of provision is recognised in the income statement within administrative expenses. Bad debts are written off during the year in which they are identified as irrecoverable..

2.17 Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at nominal value. For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand and at bank

2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2.19 Trade and other payables

Trade payables are accrued when the counterparty performed its obligations under the contract and are carried at amortised cost using the effective interest method.

2.20 Share capital

Ordinary shares are stated at their par value.

2.21 Revaluation reserve

Any increase in value of buildings is accounted for in revaluation reserve unless and to the extent it covers any decrease in revaluation of the same assets previously recognised as expenses. In such cases it is recognised as income. Any decrease is initially set off against increase in the value of the same assets during the previous valuation, and only the balance outstanding is recognised as expenses.

Revaluation reserve is realised using the assets: when revalued property, plant and equipment is depreciated, revaluation reserve is reduced by the amount, by which asset depreciation expenses increased as a result of revaluation. When revalued property, plant and equipment is written off, a corresponding amount of revaluation reserve arising as a result of revaluation is transferred from the revaluation reserve directly to retained earnings.

3. Financial risk management

3.1 Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out by the Company's management. There are no written principles for overall risk management in place.

(a) Market risk

(i) Foreign exchange risk

The Company is not exposed to a significant risk in connection with fluctuations in exchange rates of the Lithuanian litas and foreign currencies as almost all sales and purchases are made in the Lithuanian litas or euro.

(ii) Price risk

The Company is not exposed to the financial instruments price risk.

(iii) Cash flow and fair value interest rate risk

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Financial risk factors (continued)

The Company's interest rate risk arises from interest-bearing loans granted to related parties and long-term borrowings. Loans granted and borrowings issued at variable rates expose the Company to cash flow interest rate risk. During 2007 and 2006, the Company's loans granted and borrowings at variable rate were denominated in the Lithuanian litas and the euro.

The Company analyses its interest rate exposure on an annual basis. The Company calculates the impact on profit and loss by multiplying year-end balances of interest-bearing loans, borrowings and finance lease payables by the defined interest rate shift according to their interest repricing maturities.

Based on the simulations performed, the impact on post-tax profit of a 0.5 per cent increase/decrease in interest rates would be a maximum decrease/increase of LTL 26 thousand (2006: LTL 27 thousand), respectively mainly as a result of higher/lower interest expense on floating rate borrowings.

(b) Credit risk

Credit risk arises from cash balances at banks, loans granted, and trade receivables.

i) Concentration risk

The Company's exposure to credit risk is concentrated to loans granted and trade receivables from its related parties.

The table below shows the credit risk concentration.

	2007	2006
Trade receivables from related parties (Note 27)	24,911	15,394
Loans to related parties (Note 27)	5,900	6,516
Trade receivables from other parties (Note 19)	228	225
Loans to other parties (Note 19)	48	58
Total loans and trade receivables	31,087	22,193

ii) Maximum exposure of credit risk

The table below summarizes the Company's credit risk exposures relating to on-balance sheet items.

	2007	2006
Cash and cash equivalents	49	442
Available-for-sale investments	288	288
Loans and receivables	31,087	22,193
Total	31,424	22,923

iii) Credit quality of financial assets

99 per cent of balances of loans and receivables are associated with related parties belonging to the group controlled by Koncernas SBA UAB – ultimate parent company of the Company. No separate evaluation of credit quality of these debtors is performed.

None of the financial assets that were neither past due nor impaired was renegotiated in the last year.

(c) Liquidity risk

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Financial risk factors (continued)

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents necessary to cover the expected expenditures. To maintain sufficient cash and manage liquidity risk, the Company performs short-term cash-flow forecasts.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Accounts payable and other financial liabilities due within 3 months or less are equal to their carrying balances as the impact of discounting is insignificant.

As at 31 December 2007

	Less than 3 months	Between 3 and 12 months	Between 1 and 5 years	Over 5 Years
Loans granted by banks	4,487	15,387	4,379	-
Finance lease payables	389	1,083	3,003	-
Trade payables and other financial liabilities	3,358	-	-	-
As at 31 December 2007	8,234	16,470	7,382	-

As at 31 December 2006

	Less than 3 months	Between 3 and 12 months	Between 1 and 5 years	Over 5 Years
Loans granted by banks	3,708	8,129	12,790	-
Finance lease payables	1,022	1,457	3,822	-
Trade payables and other financial liabilities	2,724	-	-	-
As at 31 December 2006	7,454	9,586	16,612	-

3.2 Capital risk management

Pursuant to the Lithuanian Law on Companies the authorised share capital of a public company must be not less than LTL 100,000 and the shareholders' equity should not be lower than 50 per cent of the company's registered share capital. As at 31 December 2007 and 31 December 2006, the Company complied with these requirements.

Fair value estimation

Trade payables and receivables accounted for in the Company's balance sheet should be settled within a period shorter than three months, therefore it is deemed that their fair value equals to their carrying amount. Interest rate on the loans granted and received by the Company, as well as on finance lease payables, is subject to repricing at least every six months, therefore it is deemed that their fair value equals their carrying amount. The Company is not able to establish a fair value of available-for-sale investments as these investments have not been traded in the active market. Due to that reason available-for-sale investments are stated at cost less estimated impairment.

4. Critical Accounting Estimates, and Judgements in Applying Accounting Policies

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Management also makes certain judgements, apart from those involving estimations, in the process of applying the accounting policies. Judgements that have the most significant effect on the amounts recognised in the financial statements and estimates that can cause a significant adjustment to the carrying amount of assets and liabilities within the next financial year include :

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Critical Accounting Estimates, and Judgements in Applying Accounting Policies (continued)

Tax legislation

The tax authorities have a right to examine the Company's books and accounting records at anytime during the 5 years' period after the current tax year and account for additional taxes and fines. In the opinion of the Company's management currently there are no circumstances which would raise substantial liability in this respect.

Related-party transactions

In the normal course of business the Company enters into transactions with its related parties. These transactions are priced predominantly at market rates. Judgement is applied in determining if transactions are priced at market or non-market interest rates, where there is no active market for such transactions. The basis for judgement is pricing for similar types of transactions with unrelated parties.

Furthermore, current amounts receivable balance as at 31 December 2007 includes a receivable of LTL 27,416 thousand from the Company's related party SBA Baldu Kompanija UAB. In the opinion of the Company's management, this receivable will be recovered during the forthcoming twelve-month period.

Investment property measurement

The Company's investment property is carried at fair value. In 2007 independent valuers performed valuation of investment property of the Company with an exception of the certain buildings with a carrying amount of LTL 2,327 thousand as at 31 December 2007 (Note 14), the fair values of which last were determined as at 1 June 2006. In the opinion of the Company's management, the carrying amount of these buildings as at 31 December 2007 approximates its fair value.

5. Segment information

The Company operate in one business segment, i.e. manufacturing of furniture, as well as one geographical segment – Lithuania, with 98.6 per cent of the total Company's sales made to related party SBA Baldu Kompanija UAB and all Company's assets allocated in Lithuania.

Analysis of sales revenue by category	2007	2006
Sales of goods	154,308	119,483
Revenue from services	22	29
	<u>154,330</u>	<u>119,512</u>

6. Other income

	2007	2006
Rental income	570	535
Interest income	363	311
Income from holiday houses	181	138
Dividend income	31	27
Other	856	631
	<u>2,001</u>	<u>1,642</u>

7. Other expenses

	2007	2006
Expenses of holiday houses	(566)	(475)
Direct operating expenses arising from investment property	(67)	(47)
	<u>(633)</u>	<u>(522)</u>

8. Other gains (losses) net

	2007	2006
Gain on investment property revaluation (Note 14)	503	1,372
Loss on investment property revaluation (Note 14)	(512)	(470)
Gain on disposal of property, plant and equipment	2	35
Other	(13)	(4)
	<u>(20)</u>	<u>933</u>

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

9. Finance costs

	2007	2006
Interest expenses	(1,588)	(999)
	<u>(1,588)</u>	<u>(999)</u>

10. Income tax expense

	2007	2006
Current tax	859	838
Deferred tax (Note 23)	204	360
	<u>1,063</u>	<u>1,198</u>

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the basic tax rate applicable to profit of the Company as follows:

	2007	2006
Profit before tax	4,079	4,229
Income tax calculated at a rate of 18 per cent (2006: 19 per cent)	734	804
Income not subject to tax	(5)	(5)
Expenses not deductible for tax purposes	340	406
Reduced income tax as a result of charity	(6)	(7)
Income tax	<u>1,063</u>	<u>1,198</u>

11. Expenses by nature

Cost of goods sold

	2007	2006
Raw materials	111,369	80,581
Remuneration and social security	21,913	20,471
Depreciation	5,863	4,757
Utilities	2,811	2,223
Repairs	392	738
Other	3,885	3,254
	<u>146,233</u>	<u>112,024</u>

Distribution costs

	2007	2006
Advertising	48	32
	<u>48</u>	<u>32</u>

Administrative expenses

	2007	2006
Remuneration and social security	719	1,399
Communication and IT maintenance expenses	347	452
Taxes other than income tax	193	264
Depreciation and amortisation	555	576
Consulting, training, accounting services	688	357
Association fees and representation expenses	328	256
Security services	192	173
Inventories write-offs and impairment	52	42
Materials and maintenance expenses	127	131
Business trips	26	40
Property, plant and equipment write-off	-	74
Insurance	180	131
Other	323	386
	<u>3,730</u>	<u>4,281</u>

Total cost of sales, distribution costs and administrative expenses	150,011	116,337
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KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

12. Earnings per share

Earnings per share are calculated as follows:

	2007	2006
Profit attributable to equity holders of the Company	3,016	3,031
Weighted average number of shares in issue (thousands)	8,166	8,166
Basic earnings per share (LTL)	<u>0.37</u>	<u>0.37</u>

The Company has no dilutive potential ordinary shares, therefore the diluted earnings per share are the same as basic earnings per share.

13. Property, plant and equipment

	Buildings	Plant and machinery	Vehicles	Construction in progress and prepayments	Total
At 1 January 2006					
Cost or revalued amount	17,452	33,168	1,265	3,255	55,140
Accumulated depreciation and impairment	(2,875)	(19,431)	(867)	-	(23,173)
Net book amount	<u>14,577</u>	<u>13,737</u>	<u>398</u>	<u>3,255</u>	<u>31,967</u>
Year ended 31 December 2006					
Opening net book amount	14,577	13,737	398	3,255	31,967
Additions	790	9,031	42	-	9,863
Revaluation surplus	9,103	-	-	-	9,103
Reclassification to investment property	(45)	-	-	-	(45)
Disposals and write-offs	(100)	(47)	(5)	-	(152)
Reclassifications	3,241	14	-	(3,255)	-
Depreciation	(1,463)	(3,638)	(136)	-	(5,237)
Closing net book amount	<u>26,103</u>	<u>19,097</u>	<u>299</u>	<u>-</u>	<u>45,499</u>
At 31 December 2006					
Cost or revalued amount	34,743	41,984	1,132	-	77,859
Accumulated depreciation and impairment	(8,640)	(22,887)	(833)	-	(32,360)
Net book amount	<u>26,103</u>	<u>19,097</u>	<u>299</u>	<u>-</u>	<u>45,499</u>
Year ended 31 December 2007					
Opening net book amount	26,103	19,097	299	-	45,499
Additions	282	1,728	4	-	2,014
Depreciation	(1,892)	(4,432)	(68)	-	(6,392)
Closing net book amount	<u>24,493</u>	<u>16,393</u>	<u>235</u>	<u>-</u>	<u>41,121</u>
At 31 December 2007					
Cost or revalued amount	35,018	43,443	1,136	-	79,597
Accumulated depreciation and impairment	(10,525)	(27,050)	(901)	-	(38,476)
Net book amount	<u>24,493</u>	<u>16,393</u>	<u>235</u>	<u>-</u>	<u>41,121</u>

The Company's buildings are stated at fair value less accumulated depreciation and impairment loss.

The last valuation of buildings was performed as at 1 June 2006. The revaluation was performed based on the reports of independent appraisers, who hold a recognised and relevant professional qualification and who have recent experience in valuation of assets of similar location and category. Valuation was made on the basis of market value. The revaluation surplus net of applicable deferred income taxes was credited to revaluation reserve in shareholders equity (Note 22).

At 31 December 2007 the carrying amount of buildings would have been LTL 12,905 thousand had the buildings been carried at historical cost (2006: LTL 14,058 thousand).

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Property, plant and equipment (continued)

Additions include assets amounting to LTL 954 thousand acquired under finance lease contracts (where the Company is the lessee) (2006: LTL 5,369 thousand).

Property, plant and equipment leased by Company under finance lease contract comprised as follows as at 31 December:

	2007	2006
Cost – capitalised finance lease amount		
– Plant and machinery and vehicles	11,891	10,937
Accumulated depreciation		
– Plant and machinery and vehicles	(4,231)	(2,508)
Net book value	7,660	8,429

To secure the repayment of borrowings from banks and non-financial institutions, the Company has pledged its property, plant and equipment with the net book value of LTL 18,355 thousand as at 31 December 2007 (2006: LTL 20,378 thousand).

Depreciation expenses of property, plant and equipment are accounted for in administrative expenses, and in cost of sales in the income statement, as well as in work in progress and finished products in the balance sheet

14. Investment property

	2007	2006
Investment property at fair value as at 1 January	8,136	7,189
Additions	-	-
Transfer from owner occupied premises	-	45
Gain on fair value change (Note 8)	503	1,372
Losses from fair value change (Note 8)	(512)	(470)
Investment property at fair value as at 31 December	8,127	8,136

Investment property is measured at fair value based on market value determined by independent appraisers, who hold a recognised and relevant professional qualification and who have recent experience in valuation of property of similar location and category. The last valuation of assets was performed as at 30 December 2007 by an independent property valuation company Centro Kubas UAB.

As at 31 December 2007 all of the Company's investment property is pledged to secure the repayment of borrowings from banks and non-financial institutions.

As at 31 December 2007 and 31 December 2006, except for the contingent liabilities described in Note 28, there were no other material restrictions on realisation of investment property or utilisation of proceeds received from sale of such property. At the year-end, there were no material contractual commitments to purchase, build, develop or perform repairs, maintenance and improvements of the investment property.

For amounts related to investment property recognised in the income statement see 'rental income' (Note 6) and 'direct operating expenses arising from investment property' (Note 7).

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

15. Intangible assets

	Intangible assets not yet available for use	Computer software and other intangible assets	Total
At 1 January 2006			
Cost	-	1,543	1,543
Accumulated amortisation	-	(657)	(657)
Net book amount	-	886	886
Year ended 31 December 2006			
Opening net book amount	-	886	886
Additions	-	3	3
Reclassifications	-	(4)	(4)
Amortisation	-	(397)	(397)
Closing net book amount	-	488	488
At 31 December 2006			
Cost	-	1,315	1,315
Accumulated amortisation	-	(827)	(827)
Net book amount	-	488	488
Year ended 31 December 2007			
Opening net book amount	-	488	488
Additions	9	40	49
Amortisation	-	(376)	(376)
Closing net book amount	9	152	161
At 31 December 2007			
Cost	9	1,340	1,349
Accumulated amortisation	-	(1,188)	(1,188)
Net book amount	9	152	161

Amortisation expenses of intangible assets are accounted for in administrative expenses, and cost of sales in the income statement, as well as in work in progress and finished products in the balance sheet

16 Available-for-sale investments

	2007	2006
Beginning of the year		
Reversal of impairment	288	210
Closing balance	-	78
	288	288
Closing balance cost		
Closing balance cost	288	288
Less: impairment	-	-
	288	288

Available-for-sale investments comprise investments in unquoted equity instruments and are carried at cost. There were no acquisitions/ disposals of available-for-sale investments in 2007 and 2006.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

17 Other receivables

	2007	2006
Non-current part of loans granted to related parties (Note 27)	1,839	2,339
Loans granted to employees	12	12
Prepayments for property, plant and equipment	270	-
	2,121	2,351

Interest rate of loans granted to related parties is based on corresponding borrowing rate, therefore carrying amount of loans to related parties is equal to its fair value.

Interest rates on non-current receivables were as follows:

	2007	2006
Loans to related parties	5.6–6.4%	4.4–5%

Current portion of non-current receivables is disclosed in Note 19.

18 Inventories

	2007	2006
Raw materials	6,496	6,775
Work in progress	2,693	2,221
Finished products and goods for resale	4,142	6,225
Write-down to net realisable value	(136)	(195)
	13,195	15,026

As at 31 December 2007, the Company has pledged its inventories amounting to LTL 12,000 thousand (31 December 2006: LTL 10,000 thousand) to secure the repayment of its borrowings.

19 Trade and other receivables

	2007	2006
Receivables from related parties, including current portion of long-term debts (Note 27)	28,972	19,571
Trade receivables	228	225
Prepaid income tax	24	681
Current portion of loans granted to employees	36	46
Prepayments and deferred charges	230	347
Other amounts receivable	19	38
	29,509	20,908

Trade receivables that are past due are not considered impaired as these receivables are from related parties. As of 31 December 2007, trade receivables of LTL 1,004 thousand (2006: LTL 1,057 thousand) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

	2007	2006
Up to 30 days	133	150
31 to 60 days	34	133
61 to 180 days	462	526
Over 181 days	375	248
	1,004	1,057

As at 31 December 2007 and 31 December 2006, there were no impaired trade receivables nor any provision for trade receivables was established.

The carrying amounts of the Company's trade and other receivables are denominated in the Lithuanian litas.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

20 Cash and cash equivalents

	2007	2006
Cash at bank	38	429
Cash in hand	11	13
	<u>49</u>	<u>442</u>

Cash balances in bank accounts opened with the bank Hansabankas AB amounting to LTL 6 thousand as at 31 December 2007 were pledged to secure the repayment of loans received from the bank.

21. Share capital

As at 31 December 2007, the share capital comprised 8,166,312 ordinary registered shares with par value of LTL 1 each. All the shares are fully paid. There were no changes in share capital during the year.

22. Reserves

	2007	2006
– revaluation reserve	11,789	12,668
– legal reserve	817	817
– other reserves	7,698	7,698
	<u>20,304</u>	<u>21,183</u>

Revaluation reserve

As at 31 December 2007, revaluation reserve amounted to LTL 11,789 thousand (2006: LTL 12,668 thousand). This reserve was recognised after the revaluation of buildings.

The last revaluation of buildings on 1 June 2006 resulted in revaluation surplus of LTL 7,738 thousand (net of deferred income tax of LTL 1,365 thousand) which was credited to revaluation reserve.

As at 31 December 2007, as a result of depreciation of revalued assets, revaluation reserve was reduced by LTL 1,080 thousand (2006: LTL 862 thousand), whereas the retained result for the year then ended was increased by the same amount. Revaluation reserve was also increased by the amount of LTL 201 thousand of deferred income tax as a result of depreciation of revalued assets. The above mentioned amounts were disclosed in the statement of changes in equity.

Legal reserve

A legal reserve is a compulsory reserve under the Lithuanian legislation. Annual transfer of 5 per cent of net profit of the reporting period is compulsory until the reserve reaches 10 per cent of the share capital. The legal reserve cannot be distributed as dividends and is formed to cover future losses. A part of legal reserve in excess of 10 per cent of the authorised share capital may be redistributed when appropriation of profit for the following financial year is performed.

Other reserves

Other reserves are established following the decision made during the annual general meeting of shareholders in relation to distribution of profit available for appropriation. This reserve may be used only for the purposes approved by annual general meeting of shareholders.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

23. Deferred income tax

Deferred income taxes are calculated in full on temporary differences under the liability method using currently enacted tax rate.

When calculating deferred income tax in 2007 a tax rate of 15 per cent was applied (2006: 15 per cent and 18 per cent).

The movement in deferred income tax account was as follows:

	2007	2006
At beginning of year	(2,775)	(1,050)
Charged to equity (Note 22)	201	(1,365)
Income statement credit/ (charge) (Note 10)	(204)	(360)
At end of year	<u>(2,778)</u>	<u>(2,775)</u>
Deferred tax assets:		
– Deferred tax asset to be recovered after more than 12 months	-	-
– Deferred tax asset to be recovered within 12 months	271	316
	<u>271</u>	<u>316</u>
Deferred tax liabilities:		
– Deferred tax liability to be recovered after more than 12 months	(2,753)	(2,701)
– Deferred tax liability to be recovered within 12 months	(296)	(390)
	<u>(3,049)</u>	<u>(3,091)</u>
	<u>(2,778)</u>	<u>(2,775)</u>

The movement in the Company's deferred tax assets and liabilities (prior to and after offsetting the balances) during the period was as follows:

	2005	Credited (debited) to income statement	Charged to equity	2006	Credited (debited) to income statement	Charged to equity	2007
Deferred tax assets							
– Inventories	98	(37)	-	61	(41)	-	20
– Differences in depreciation rates applied	198	(198)	-	-	-	-	-
– Accrued charges	169	86	-	255	(4)	-	251
	<u>465</u>	<u>(149)</u>	-	<u>316</u>	<u>(45)</u>	-	<u>271</u>
Deferred tax liabilities							
– Differences in depreciation rates applied	-	(367)	-	(367)	(179)	-	(546)
– Revaluation of property, plant and equipment	(754)	(51)	(1,365)	(2,170)	(94)	201	(2,063)
– Investment relief	(761)	207	-	(554)	114	-	(440)
	<u>(1,515)</u>	<u>(211)</u>	<u>(1,365)</u>	<u>(3,091)</u>	<u>(159)</u>	<u>201</u>	<u>(3,049)</u>
Deferred tax liabilities, net	<u>(1,050)</u>	<u>(360)</u>	<u>(1,365)</u>	<u>(2,775)</u>	<u>(204)</u>	<u>201</u>	<u>(2,778)</u>

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

24. Borrowings

	2007	2006
Short-term borrowings		
Short-term loans received from banks	16,654	14,198
Current portion of long-term loans received from banks	2,279	2,791
Finance lease liabilities	1,285	2,201
	<u>20,218</u>	<u>19,190</u>
Long-term borrowings		
Long-term loans received from banks	4,140	6,419
Finance lease liabilities	2,715	3,446
	<u>6,855</u>	<u>9,865</u>
Total borrowings	<u>27,073</u>	<u>29,055</u>

Bank borrowings are secured by the property plant and equipment (Note 13), investment property (Note 14), inventories (Note 18), current cash balances and future receipts to the accounts of the bank Hansabankas AB (Note 20).

The fulfilment of finance lease liabilities is substantially secured since the title to assets acquired under finance lease automatically reverts to the lessor in the event of default.

According to loan agreements signed with the bank Hansabankas AB, the Company has a commitment to ensure that over the validity period of the loan agreements its borrowing costs coverage ratio will be not lower than 3 (three). As at 31 December 2007, the Company has complied with this commitment.

All Company's borrowings are denominated in the euros and the litas.

The weighted average interest rates (%) were as follows as at 31 December:

	2007	2006
Long-term bank loans	4.81	4.43
Short-term bank loans	5.50	4.76
Finance lease liabilities	5.46	4.76

Interest rate of borrowings is based on market interest rate, therefore carrying amount of borrowings approximates to its fair value.

The exposure of the Company's borrowings to interest rate changes and the contractual repricing dates at the balance sheet dates are as follows:

	2007	2006
Within 12 months or less	27,073	29,055
1 – 5 years	-	-
	<u>27,073</u>	<u>29,055</u>

Maturity terms of long-term borrowings (excluding finance lease liabilities):

	2007	2006
Between 1 and 2 years	2,279	2,279
Between 2 and 5 years	1,861	4,140
After 5 years	-	-
	<u>4,140</u>	<u>6,419</u>

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Borrowings (continued)

Credit facilities contracted but undrawn as at the date of the balance sheet were as follows:

	2007	2006
Loans subject to variable interest rate:		
– drawdown term matures within one year	1,752	1,208
	<u>1,752</u>	<u>1,208</u>
Finance lease liabilities – minimum lease payments:		
	2007	2006
Not later than 1 year	1,471	2,326
After 1 year but not later than 5 years	2,924	3,552
	<u>4,395</u>	<u>5,878</u>
Future finance charges on finance lease	<u>(395)</u>	<u>(231)</u>
Present value of finance lease liabilities	<u>4,000</u>	<u>5,647</u>
Present value of finance lease liabilities:		
Not later than 1 year	1,285	2,201
After 1 year but not later than 5 years	2,715	3,446
	<u>4,000</u>	<u>5,647</u>

25. Trade and other payables

	2007	2006
Trade payables	1,036	1,075
Payables to related parties (Note 27)	575	216
Taxes	302	274
Remuneration and social security payable	1,445	1,159
Vacation reserve	1,673	1,415
Advance amounts received	-	17
Other amounts payable and accrued charges	131	598
	<u>5,162</u>	<u>4,754</u>

26. Cash flows from operating activities

Reconciliation of net profit with cash flows from operating activities:

		Year ended 31 December	
	Note	2007	2006
Net profit		3,016	3,031
<i>Adjustments for:</i>			
Income tax expenses	10	1,064	838
Depreciation	13	6,392	5,237
Amortisation	15	376	397
(Gain)/loss on fair value change, net	8	15	(902)
Loss (gain) on disposal of property, plant and equipment and write-off		(2)	63
Reversal of impairment of amounts receivable		-	-
Reversal of impairment of available-for-sale investments		-	(78)
Write-down of inventories		(59)	42
Interest expenses		1,588	999
Interest income		(355)	(311)
Change in deferred tax liabilities		3	360
Change in working capital:			
– amounts receivable and prepayments		(8,180)	(2,676)
– inventories		1,891	(4,953)

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Cash flows from operating activities (continued)

– amounts payable	877	(742)
Cash flows from operating activities	6,626	1,305

Non-monetary transactions

The principal non-monetary transactions represent the acquisition of property, plant and equipment under finance lease terms and revaluation of Company's buildings.

27. Related-party transactions

Related party

A. Martinkevičius

Koncernas SBA UAB

SBA Furniture Group UAB

SBA group companies

Company's management

Description of relationship

Ultimate controlling party

Ultimate parent company

Parent company

Koncernas SBA UAB subsidiaries

Directors and their family members

Sales of goods and services

2007

2006

- *Ultimate parent company:*

Koncernas SBA UAB

1

- *Subsidiaries of ultimate parent company:*

SBA baldų kompanija UAB

152,304

117,159

Visagino linija UAB

533

-

Klaipėdos baldų prekyba UAB

414

361

Šilutės baldai AB

307

422

Karigė AB

287

268

Akmena AB

258

857

Germanika UAB

130

-

Kauno baldai UAB

13

19

Baldstata UAB

3

22

Baldutura UAB

-

-

154,249

119,109

Interest received

- *Subsidiaries of ultimate parent company:*

SBA Baldų Kompanija UAB

220

205

Klaipėdos Baldų Prekyba UAB

143

106

363

311

Purchases of goods and services

- *Ultimate parent company:*

Koncernas SBA UAB

222

313

- *Subsidiaries of ultimate parent company:*

SBA Baldų Kompanija UAB

109,228

85,612

Visagino linija UAB

780

-

Baldstata UAB

425

628

Šilutės Baldai AB

103

167

Šatrija AB

57

-

Karigė AB

28

26

Klaipėdos Baldų Prekyba UAB

12

10

Kauno Baldai UAB

12

21

Germanika UAB

10

-

Utenos trikotažas AB

9

-

110,886

86,777

Related party transactions mostly comprise sales and purchases of furniture and materials.

KLAIPĖDOS BALDAI AB
FINANCIAL STATEMENTS
31 DECEMBER 2007

(All tabular amounts are in LTL '000, unless otherwise stated)

Related-party transactions (continued)

Amounts receivable within one year

- *Subsidiaries of ultimate parent company:*

SBA Baldų Kompanija UAB	27,416	18,138
Klaipėdos Baldų Prekyba UAB	794	331
Akmena AB	515	436
Šilutės Baldai AB	169	
Kauno Baldai AB	42	38
Baldutura UAB	30	30
Germanika UAB	6	100
Visagino linija UAB	-	133
Karigė AB	-	365
	<u>28,972</u>	<u>19,571</u>

Amounts receivable after one year

- *Subsidiaries of ultimate parent company:*

Klaipėdos Baldų Prekyba UAB	1,839	2,339
	<u>1,839</u>	<u>2,339</u>

Amounts payable within one year

- *Ultimate parent company:*

Koncernas SBA UAB	219	16
- <i>Subsidiaries of ultimate parent company:</i>		
Association Industry Marketing and Business Centre	308	127
Baldstata UAB	48	-
Šilutės Baldai AB	-	73
	<u>575</u>	<u>216</u>

Key management compensation

Salaries and other short-term employee benefits	461	656
	<u>461</u>	<u>656</u>

28. Contingent liabilities and commitments

Tax audits

The Tax Authorities may at any time during 5 successive years after the end of the reporting tax year carry out an inspection of the Company's books and accounting records and impose additional taxes or fines. The Company's management is not aware of any circumstances that might result in a potential material liability in this respect.

Guarantees issued

The Company has guarantee agreements with the bank Snoras AB based on which it has issued a guarantee for the amount of all its assets on behalf of Akmena AB and SBA Baldų Kompanija UAB to secure their borrowings from the above-mentioned bank.

The Company's management believe that Akmena AB and SBA Baldų Kompanija UAB will meet their obligations to the banks and other creditors.

Furthermore, the Company has a commitment against VB Lizingas UAB to repurchase equipment leased by Akmena UAB from VB Lizingas UAB for the amount of EUR 79 thousand in case the lease agreement between VB Lizingas UAB and Akmena AB is terminated prior to its expiry term.

Commitments

Following the agreement with Klaipėda Municipality dated 2 October 2002, the Company has committed to finance various municipality projects with total preliminary costs of LTL 1,100 thousand in exchange for the right to expand its factory facilities. In 2007 and 2006, the Company did not finance such projects.



Klaipėdos Baldai AB
ANNUAL REPORT FOR 2007

1. Reporting period covered by the Annual Report

The Annual Report of Klaipėdos Baldai AB covers the year 2007.

2. Basic information about the Issuer

Name of the Issuer	KLAIPĖDOS BALDAI AB
Authorised share capital	LTL 8,166,312
Official seat	Joniškės g. 21, 91267 Klaipėda, Republic of Lithuania
Telephone	(46) 31 39 35 (46) 31 39 60
Facsimile	(46) 31 39 51
E-mail	info@kbaldai.lt
Legal organisational form	Public company
Date and place of incorporation	3 March 1993, Klaipėda City Council
Registration certificate No.	AB 93-59
Code of Legal Entities' Register	140656052

3. Nature of the Issuer's operations

The Issuer's core line of business is manufacturing of furniture.

4. Information about the agreements with intermediaries of securities' public turnover

On 30 November 2006, Klaipėdos Baldai AB concluded an agreement No. S-Gend-231 with SEB Vilniaus Bankas AB (Gedimino g. 12, LT-01103 Vilnius, tel. (5)268 2687, fax (5)262 6043) on securities account management and service provision.

5. Information about trade in the Issuer's securities in the regulated markets

On 9 August 1994, securities of Klaipėdos Baldai AB were entered on the lists of the Vilnius Stock Exchange. Currently, 8,166,312 ordinary registered shares with a nominal value of LTL 1 and a total nominal value of LTL 8,166,312 of Klaipėdos Baldai AB are listed on the Current List of the Vilnius Stock Exchange.

6. Structure of the Issuer's authorised share capital

The authorised share capital of the Company registered at the Ministry of Economy of the Republic of Lithuania amounts to LTL 8,166,312. The table below presents the structure of the Company's authorised share capital according to types of shares.

Type of shares	Number of shares	Nominal value (LTL)	Total nominal value	Percentage in the authorised share capital (%)
Ordinary registered shares	8,166,312	1	8,166,312	100.00
Total	8,166,312	-	8,166,312	100.00

All shares of KLAIPĖDOS BALDAI AB are fully paid. There have been no changes in the authorised share capital over the last period.

7. Shareholders

As at 31 December 2007, the total number of shareholders of KLAIPĖDOS BALDAI AB was 860.

The list of major shareholders is presented in the table below.

Full name of the shareholder (company name, type, official seat, code of the Legal Entities' Register)	Number of ordinary registered shares owned by the shareholder (units)	Percentage of the authorised share capital (%)	Percentage of votes conferred by shares owned (%)
SBA Furniture Group UAB, 300103836 Laisvės pr. 3, Vilnius	5,608,441	68.68	68.68
Hansabank Clients, 10060701, Liivalaia 8, Tallinn	441,694	5.41	5.41
Virgilijus Rančys, Priekulės 12, Kaunas	300,000	3.67	3.67
Association Pramonės ir Marketingo Biznio Centras, 134292039 K. Donelaičio g. 62, Kaunas	262,374	3.21	3.21
Skandinaviska Enskilda Banken AB Finnish Clients, 5020329081 Sergels Torg 2, 10640 Stockholm, Sweden	295,327	3.62	3.62
Other shareholders	1,258,476	15.41	15.41
Total	8,166,312	100	100

There are no shareholders holding special control rights.

There are no restrictions imposed on voting rights.

There are no mutual agreements between the shareholders of which the Issuer is aware and due to which restrictions on transfer of securities and/or voting rights may be imposed.

8. Amendment procedure of the Issuer's Articles of Association

The Articles of Association of Klaipėdos Baldai AB grant an exclusive right to the General Shareholder Meeting of Klaipėdos Baldai AB to amend the Company's Articles of Association except for the cases established by the Law on Companies of the Republic of Lithuania. A decision on the amendment of the Articles of Association is adopted by a 2/3 majority of votes of shareholders present at the General Shareholder Meeting.

9. Issuer's bodies

There were no loans or guarantees granted to the management bodies of the Company. Payroll and other payments made to the management bodies of the Company are presented in the table below.

	Payroll , LTL	Bonuses, LTL (paid during 2007)	Other payments from profit, LTL
Members of management bodies	-	-	-
Head of administration (Director of the Company)	333,964	-	-

Transactions with related parties are disclosed in the note 27 of the Financial statements of the Company.

There are no agreements between the Company and members of its management bodies or its employees on compensations that would be paid if they resigned or were dismissed without valid reason or because of change in the control of the Company.

The Articles of Association of Klaipėdos Baldai AB stipulate that the Company shall have the following management bodies: the General Shareholders Meeting, the Supervisory Board, the Board and the Company's Director.

Decisions of the General Shareholders Meeting adopted on the issues assigned within its powers by the Company's Articles of Association shall be mandatory to shareholders, the Supervisory Board, the Board, the Director and other employees of the Company.

Persons who were shareholders of the Company at the end of the record date of the General Shareholder Meeting have the right to attend the General Shareholder Meeting. The record date of the Company Meeting shall be the fifth working day before the General Shareholder Meeting or the fifth working day before the repeat General Shareholder Meeting. A person attending the General Shareholder Meeting and entitled to vote shall produce a document which is a proof of his personal identity. A person who is not a shareholder shall in addition produce a document certifying his right to vote at the General Shareholder Meeting.

The Supervisory Board, a collegial supervisory body, shall be elected by the General Shareholder Meeting according to the procedure laid down in the Law on Companies of the Republic of Lithuania. The Supervisory Board shall be composed of 3 (three) members. The Supervisory Board shall be elected for the period of 4 (four) years. The Chairman of the Supervisory Board shall be elected from the members of the Supervisory Board. The General Shareholder Meeting may remove from office the entire Supervisory Board or its individual members before the expiry of the term of the Supervisory Board's office. Where individual members of the Supervisory Board are elected, the term of office for which they are elected shall be only until the expiry of the term of office of the current Supervisory Board.

The Supervisory Board shall elect members of the Board and remove them from office; shall supervise the activities of the Board and the Company Director; shall submit its comments and proposals to the General Meeting on the operating strategy of the Company, annual financial statements, draft of profit appropriation and the annual report of the Company as well as the activities of the Board and the Company Manager; shall submit its proposals to the Board and the Company Manager to revoke their decisions which are not in conformity with the laws and other legal acts, the Articles of Association of the Company or the decisions of the General Shareholder Meeting; shall address other issues assigned within its powers by the decisions of the General Shareholder Meeting regarding the supervision of the activities of the Company and its management bodies. The Supervisory Board shall not be entitled to assign or delegate its functions prescribed by the Law on Companies of the Republic of Lithuania to other bodies of the Company.

The Board is a collegial management body of the Company composed of 3 (three) members. The Board shall be elected by the Supervisory Board for the period of 4 (four) years. The Supervisory Board may remove from office the entire Board or its individual members before the expiry of their term. Where individual members of the Board are elected, the term of office for which they are elected shall be only until the expiry of the term of office of the current Board. The Chairman of the Board shall be elected from the members of the Board.

The Board shall elect and remove from office the Company Manager, fix his salary and set other terms of the employment contract, approve his job description, provide incentives for him and impose penalties.

Director shall be the Manager of the Company. The Manager of the Company is a single-person management body of the Company that organises the Company's activities. Powers and responsibility of the members of the Company's administration shall be defined by the order of the Director.

There are no significant agreements between the Company and the third parties that would come into force; change or cease as a result of change in the control of the Company.

10. Members of the collegial bodies, the Company Manager**SUPERVISORY BOARD (31 December 2007)**

No.	Position	Name, surname	Participation in the Issuer's authorised share capital (shares) %	Percentage of votes %
1.	Chairman	Egidijus Valentinavičius	-	-
2.	Member	Dalia Maleckienė	-	-
3.	Member	Virgilijus Rančys	5.26	5.26

Board (31 December 2007)

No.	Position	Name, surname	Beginning of the term of office	End of the term of office	Participation in the Issuer's authorised share capital (shares) %	Percentage of votes %
1.	Chairman	Ričerdas Kiaurakis	13/04/2002	13/04/2008	-	-
2.	Member	Audronė Mineikienė	13/05/2005	13/04/2008	-	-
3.	Member	Nikolajus Ivanovas	13/05/2005	13/04/2008	-	-

HEAD OF ADMINISTRATION (31 December 2007)

Position	Name, surname	Position held from	Participation in the Issuer's authorised share capital (shares) %	Percentage of votes %
Director	Eimuntas Jankauskas	02/02/2004	-	-

The bookkeeping of the Company is performed by SBA baldų kompanija UAB according to the agreement of provision of bookkeeping services.

11. Information about the Issuer's performance

In 2007, sales of Klaipėdos Baldai AB amounted to LTL 154.3 thousand and increased by 29.1 per cent as compared to the same period of 2006. The Company's profit before tax for 2007 was LTL 4,079 thousand.

When performing its business activities the Company is exposed to a variety of risks.

Financial risk management is carried out by the Board.

Credit risk is mostly affected by the financial position of SBA Baldų Kompanija UAB, since most of the Company's revenue is generated from SBA Baldų Kompanija UAB. Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents necessary to cover the expected expenditures. The Company makes short-term cash flow forecasts. The Company has signed contracts with the banks to ensure the availability of funding upon necessity.

Market risk: the Company's core products are realised by SBA Baldų Kompanija UAB. Marketing and sale functions are carried out by SBA Baldų Kompanija UAB.

Risk of change in inventory (raw materials) price arises due to constantly growing prices of raw materials. Raw materials are purchased via SBA Baldų Kompanija UAB, thereby enabling to expect more favourable prices from the suppliers of raw materials through consolidation of purchases of several companies.

Product quality risk: Since 1997, the Company has Quality Management System, which has been effectively operating in compliance with the requirements of a new standard LST EN ISO 9001:2001. This is affirmed through annual audits by the experts of TUV CERT. The problems faced are analysed and solved on a regular basis, the operations are subject to continuous improvements by selecting a better Quality Management Development stage – Overall Quality Management.

Environmental risk: Environment protection management system was introduced at Klaipėdos Baldai AB in 1999 in accordance with ISO 14001 standard requirements. For modernization of manufacturing process, only up-to-date, patented and more environmentally friendly technology is acquired. Environment protection management system requires continuous and systematic monitoring of effectiveness of the system, assessment and forecasting of outcomes. For that purpose monitoring is carried out to observe changes over certain time (energy costs to furniture production ratio, energy resources costs per 1,000 m² of manufactured products and etc.). Moreover, internal and external audits are carried out for the existing system.

Staff risk: In 2007, a higher number of employees was made redundant. This was mostly caused by emigration of employees to work abroad and poor adaptability of newly hired employees to the requirements and objectives of the Company. The Company is focused on improving its labour productivity and simultaneously increasing the level of remuneration.

More detailed information about the Company's financial position and performance for 2007 is provided in the Financial statements of the Company.

12. Staff

According to the data of 31 December 2007, the average recorded number of employees was 652; 612 among them were workers that constitute 93.5 per cent of all employees and 42 were managers and specialists that constitute 6.4 per cent of all employees. In 2007, the Company employed 36 employees who had acquired a higher education, 19 – non-higher professional education, 121 – vocational education, 96 – special secondary education, 285 – secondary education and 95 – unfinished secondary education.

In 2007, the Company incurred LTL 65,537 of staff training expenses.

The table below presents the average number of employees and the average remuneration.

	2007
Average number of employees, persons	652
Average monthly remuneration of the employee, LTL	2,450
Average monthly remuneration of managers and specialist, LTL	5,540
Average monthly remuneration of the worker, LTL	2,200

13. Significant and latest events in the Issuer's activity

All significant events that occurred in 2007 have been communicated to the Vilnius Stock Exchange and the Securities Commission as required by the Rules on Periodic Disclosure of Information about the Issuers' Activities and their Securities.

Sales in 2006 (8 January 2007*)

In 2006, sales amounted to LTL 119,512 thousand.

Issue of results of operations for 2006, the General Shareholder Meeting(27 February 2007)

On 27 February 2007, the Board of Klaipėdos Baldai AB approved the audited result of operations for 2006: sales – LTL 119,512 thousand, profit before tax – LTL 4,228 thousand, net profit – LTL 3,031 thousand.

On 27 February 2007, the Board of Klaipėdos Baldai AB decided to convene the General Shareholder Meeting on 25 April 2007. The Board of Klaipėdos Baldai AB decided not to propose to the General Shareholder Meeting to appropriate profit for dividends, but rather to allocate available funds for investments.

On 27 February 2007, the Board of Klaipėdos Baldai AB approved the operating plan for 2007: sales – LTL 149,923 thousand, profit before tax – LTL 3,883 thousand.

*hereinafter the date in brackets is the date of provision of information by the Company

On 25 April 2007, the General Shareholder Meeting was convened.. (25 April 2007)

The General Shareholder Meeting decided as follows:

- to approve of the report of the Supervisory Board and the Auditor's Report;
 - to approve of the Company's operating report for 2006;
 - to approve of the Company's financial statements for 2006;
 - to approve profit appropriation: there were no other appropriations; the remaining amount of profit, LTL 27,014 thousand, was not subject to appropriation;
- to approve the audit firm PricewaterhouseCoopers UAB as the auditor for 2007.

Performance of the first quarter of 2007 (27 April 2007)

Sales for the period from January to March of 2007 amount to LTL 36,168 thousand, profit before tax is LTL 282 thousand.

Performance of May of 2007 (11 June 2007)

Sales for May of 2007 of Klaipėdos Baldai AB amount to LTL 13,942 thousand, sales for the period from January to May of 2007 amount to LTL 62,254 thousand.

Performance of a six-month period of 2007 (27 July 2007)

Sales for the period from January to June of 2007 of Klaipėdos Baldai AB amount to LTL 74,075 thousand, profit before tax is LTL 1,252 thousand.

Performance of August of 2007 (5 September 2007)

Sales for August of 2007 of Klaipėdos Baldai AB amount to LTL 14,229 thousand, sales for the period from January to August of 2007 amount to LTL 100,965 thousand.

Performance of a nine-month period of 2007 (25 October 2007)

Sales for the period from January to September of 2007 of Klaipėdos Baldai AB amount to LTL 113,562 thousand, profit before tax is LTL 2,768 thousand.

Performance of 2007 (22 January 2008)

Sales of 2007 of Klaipėdos Baldai AB amount to LTL 154,330 thousand, profit before tax is LTL 4,079 thousand.

14. Issuer's business plans and perspectives for 2008

- the Company plans to achieve 10% higher sales comparing to 2007 and gross margin of 5.3%
- to pursue a consistent implementation of the Quality Policy, to maintain Quality Management System in accordance with LST EN ISO 9001:2001 standard requirements;
- to improve work efficiency and reduce manufacturing costs;
- to pursue a consistent implementation of standardisation and automatisisation project of business management processes of SBA Group.

Manufacturing process at the Company is organised and implemented in accordance with the requirements of ISO 9001 and 14001 standards. The core line of business is a serial production of furniture using chipboards of various thickness coated with natural veneer, synthetic decorative film or laminate. The Company uses only certified products and raw materials.

With the increase of production volumes the Company plans not only to ear profit and promote product quality in 2008 but also to adjust the range of product according to the needs of customers.

For the purpose of solving the issue of production improvement and enhancement, the Company plans to allocate LTL 4.9 million for investments in production process in 2008.

15. Information about the compliance with the Governance Code

Klaipėdos Baldai AB confirms its further substantial compliance with the recommendational Governance Code approved on August 2006 at the Vilnius Stock Exchange for the listed companies.

KLAIPĖDOS BALDAI AB
Director



Eimuntas Jankauskas

Disclosure form concerning the compliance with the Governance Code for the companies listed on the regulated market of Klaipėdos baldai AB

The public company *Klaipėdos baldai AB* following Article 21 paragraph 3 of the Law on Securities of the Republic of Lithuania and item 20.5 of the Trading Rules of the Vilnius Stock Exchange, discloses its compliance with the Governance Code, approved by the VSE for the companies listed on the regulated market, and its specific provisions. In the event of non-compliance with the Code or with certain provisions thereof, it must be specified which provisions are not complied with and the reasons of non-compliance.

PRINCIPLES/ RECOMMENDATIONS	YES/NO /NOT APPLICAB	COMMENTARY
Principle I: Basic Provisions The overriding objective of a company should be to operate in common interests of all the shareholders by optimizing over time all shareholder value.		
1.1. A company should adopt and make public the company's development strategy and objectives by clearly declaring how the company intends to meet the interests of its shareholders and optimize shareholder value.	YES	Published in the company's periodic reports and is available on the Stock Exchange and the committee of the securities websites.
1.2. All management bodies of a company should act in furtherance of the declared strategic objectives in view of the need to optimize shareholder value.	YES	
1.3. A company's supervisory and management bodies should act in close co-operation in order to attain maximum benefit for the company and its shareholders.	YES	
1.4. A company's supervisory and management bodies should ensure that the rights and interests of persons other than the company's shareholders (e.g. employees, creditors, suppliers, clients, local community), participating in or connected with the company's operation, are duly respected.	YES	

Principle II: The corporate governance framework		
The corporate governance framework should ensure the strategic guidance of the company, the effective oversight of the company's management bodies, an appropriate balance and distribution of functions between the company's bodies, protection of the shareholders' interests.		
2.1. Besides obligatory bodies provided for in the Law on Companies of the Republic of Lithuania — a general shareholders' meeting and the chief executive officer, it is recommended that a company should set up both a collegial supervisory body and a collegial management body. The setting up of collegial bodies for supervision and management facilitates clear separation of management and supervisory functions in the company, accountability and control on the part of the chief executive officer, which, in its turn, facilitate a more efficient and transparent management process.	YES	The Company's bodies are as follows: a general shareholders' meeting, a supervisory board (a collegial supervisory body), a management board (a collegial management body), and the chief executive officer.
2.2. A collegial management body is responsible for the strategic management of the company and performs other key functions of corporate governance. A collegial supervisory body is responsible for the effective supervision of the company's management bodies.	YES	The functions of a collegial supervisory body and a collegial management body are set in the company's rules and regulations following the requirements of law on Private companies of the Lithuanian Republic.
2.3. Where a company chooses to form only one collegial body, it is recommended that it should be a supervisory body, i.e. the supervisory board. In such a case, the supervisory board is responsible for the effective monitoring of the functions performed by the company's chief executive officer.	N/A	Both a supervisory board and a management board are formed in the company.
2.4. The collegial supervisory body to be elected by the general shareholders' meeting should be set up and should act in the manner defined in Principles III and IV. Where a company should decide not to set up a collegial supervisory body but rather a collegial management body, i.e. the board, Principles III and IV should apply to the board as long as that does not contradict the essence and purpose of this body. ¹	YES	
2.5. Company's management and supervisory bodies should comprise such number of board (executive directors) and supervisory (non-executive directors) board members that no individual or small group of individuals can dominate decision-making on the part of these bodies. ²	YES	A company's management comprises 3 members while a supervisory board also consists of 3 members. The chief executive officer is not a member of the company's management board or its supervisory board.

¹ Provisions of Principles III and IV are more applicable to those instances when the general shareholders' meeting elects the supervisory board, i.e. a body that is essentially formed to ensure oversight of the company's board and the chief executive officer and to represent the company's shareholders. However, in case the company does not form the supervisory board but rather the board, most of the recommendations set out in Principles III and IV become important and applicable to the board as well. Furthermore, it should be noted that certain recommendations, which are in their essence and nature applicable exclusively to the supervisory board, should not be applied to the board, as the competence and functions of these bodies according to the Law on Companies of the Republic of Lithuania (*Official Gazette*, 2003, No 123-5574) are different. For instance, item 3.1 of the Code concerning oversight of the management bodies applies to the extent it concerns the oversight of the chief executive officer of the company, but not of the board itself; item 4.1 of the Code concerning recommendations to the management bodies applies to the extent it relates to the provision of recommendations to the company's chief executive officer; item 4.4 of the Code concerning independence of the collegial body elected by the general meeting from the company's management bodies is applied to the extent it concerns independence from the chief executive officer.

Definitions 'executive director' and 'non-executive director' are used in cases when a company has only one collegial body.

2.6. Non-executive directors or members of the supervisory board should be appointed for specified terms subject to individual re-election, at maximum intervals provided for in the Lithuanian legislation with a view to ensuring necessary development of professional experience and sufficiently frequent reconfirmation of their status. A possibility to remove them should also be stipulated however this procedure should not be easier than the removal procedure for an executive director or a member of the	YES	In accordance with the company's rules, the term of office of supervisory board members lasts 4 years. According to the company's rules and regulations and valid legislation, it is not forbidden to re-elect these members for other terms.
2.7. Chairman of the collegial body elected by the general shareholders' meeting may be a person whose current or past office constitutes no obstacle to conduct independent and impartial supervision. Where a company should decide not to set up a supervisory board but rather the board, it is recommended that the chairman of the board and chief executive officer of the company should be a different person. Former company's chief executive officer should not be immediately nominated as the chairman of the collegial body elected by the general shareholders' meeting. When a company chooses to depart from these recommendations, it should furnish information on the measures it has taken to ensure impartiality	YES	Chairman of the supervisory board has never been the company's chief executive officer.
<p>Principle III: The order of the formation of a collegial body to be elected by a general shareholders' meeting</p> <p>The order of the formation a collegial body to be elected by a general shareholders meeting should ensure representation of minority shareholders, accountability of this body to the shareholders and objective monitoring of the company's operation and its management bodies.</p>		
3.1. The mechanism of the formation of a collegial body to be elected by a general shareholders' meeting (hereinafter in this Principle referred to as the 'collegial body') should ensure objective and fair monitoring of the company's management bodies as well as representation of minority shareholders.	YES	Following the requirements of law on Private companies of the Lithuanian Republic, a collegial supervisory body is formed on disclosing the information to the shareholders about the candidates for the company's collegial supervisory body.

Attention should be drawn to the fact that in the situation where the collegial body elected by the general shareholders' meeting is the board, it is natural that being a management body it should ensure oversight not of all management bodies of the company, but only of the single-person body of management, i.e. the company's chief executive officer. This note shall apply in respect of item 3.1 as well.

<p>3.2. Names and surnames of the candidates to become members of a collegial body, information about their education, qualification, professional background, positions taken and potential conflicts of interest should be disclosed early enough before the general shareholders' meeting so that the shareholders would have sufficient time to make an informed voting decision. All factors affecting the candidate's independence, the sample list of which is set out in Recommendation 3.7, should be also disclosed. The collegial body should also be informed on any subsequent changes in the provided information. The collegial body should, on yearly basis, collect data provided in this item on its members and disclose this in the company's annual report.</p>	<p>YES</p>	<p>The information about the candidates for the company's collegial supervisory body was provided to the shareholders together with the announcement of a general shareholders' meeting and the agenda of the general shareholders' meeting when the supervisory board was being elected.</p> <p>The supervisory board was not elected in 2007. In the company's annual report, in this item data about its members were not provided due to the fact that the information mentioned above did not change and there were no changes on the whole.</p>
<p>3.3. Should a person be nominated for members of a collegial body, such nomination should be followed by the disclosure of information on candidate's particular competences relevant to his/her service on the collegial body. In order shareholders and investors are able to ascertain whether member's competence is further relevant, the collegial body should, in its annual report, disclose the information on its composition and particular competences of individual members which are relevant to their service on the collegial body.</p>	<p>NO</p>	<p>This recommendation is realized on disclosing the shareholders the information about the candidates for the company's collegial supervisory body. The information about the qualification of the members of the collegial supervisory body is provided in annual prospects-reports and the Annual report of the company.</p> <p>In the company's annual report, in this item the indicated data about its members were not revealed due to the fact that the information mentioned above did not change and the supervisory board was not elected in 2007.</p>
<p>3.4. In order to maintain a proper balance in terms of the current qualifications possessed by its members, the collegial body should determine its desired composition with regard to the company's structure and activities, and have this periodically evaluated. The collegial body should ensure that it is composed of members who, as a whole, have the required diversity of knowledge, judgment and experience to complete their tasks properly. The members of the audit committee, collectively, should have a recent knowledge and relevant experience in the fields of finance, accounting and/or audit for the stock exchange listed companies.</p>	<p>YES</p>	<p>The members of the collegial supervisory body do the active work in different fields in other companies, which ensures the adequacy of the competence in their current duties. The information about the qualification of the members of the collegial supervisory body is provided in annual prospects-reports and the Annual report of the company.</p>
<p>3.5. All new members of the collegial body should be offered a tailored program focused on introducing a member with his/her duties, corporate organization and activities. The collegial body should conduct an annual review to identify fields where its members need to update their skills and knowledge.</p>	<p>NO</p>	<p>The members of the collegial supervisory body do the active work in different fields in other companies, which ensures the adequacy of the competence in their current duties.</p>

<p>3.6. In order to ensure that all material conflicts of interest related with a member of the collegial body are resolved properly, the collegial body should comprise a sufficient number of independent members.</p>	<p>NO</p>	<p>The independence of the members of the collegial supervisory body was not considered by the company by now.</p>
<p>3.7. A member of the collegial body should be considered to be independent only if he is free of any business, family or other relationship with the company, its controlling shareholder or the management of either, that creates a conflict of interest such as to impair his judgment. Since all cases when member of the collegial body is likely to become dependant are impossible to list, moreover, relationships and circumstances associated with the determination of independence may vary amongst companies and the best practices of solving this problem are yet to evolve in the course of time, assessment of independence of a member of the collegial body should be based on the contents of the relationship and circumstances rather than their form. The key criteria for identifying whether a member of the collegial body can be considered to be independent are the following:</p> <p>1) He/she is not an executive director or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) of the company or any associated company and has not been such during the last five years;</p> <p>2) He/she is not an employee of the company or some any company and has not been such during the last three years, except for cases when a member of the collegial body does not belong to the senior management and was elected to the collegial body as a representative of the employees;</p> <p>3) He/she is not receiving or has been not receiving significant additional remuneration from the company or associated company other than remuneration for the office in the collegial body. Such additional remuneration includes participation in share options or some other performance based pay systems; it does not include compensation payments for the previous office in the company (provided that such payment is no way related with later position) as per pension plans (inclusive of deferred compensations);</p>	<p>NO</p>	<p>The independence of the members of the collegial supervisory body was not considered by the company by now.</p>

⁴ The Code does not provide for a concrete number of independent members to comprise a collegial body. Many codes in foreign countries fix a concrete number of independent members (e.g. at least 1/3 or 1/2 of the members of the collegial body) to comprise the collegial body. However, having regard to the novelty of the institution of independent members in Lithuania and potential problems in finding and electing a concrete number of independent members, the Code provides for a more flexible wording and allows the companies themselves to decide what number of independent members is sufficient. Of course, a larger number of independent members in a collegial body is encouraged and will constitute an example of more suitable corporate governance.

⁵ It is notable that in some companies all members of the collegial body may, due to a very small number of minority shareholders, be elected by the votes of the majority shareholder or a few major shareholders. But even a member of the collegial body elected by the majority shareholders may be considered independent if he/she meets the independence criteria set out in the Code.

<p>4) He/she is not a controlling shareholder or representative of such shareholder (control as defined in the Council Directive 83/349/EEC Article 1 Part 1);</p> <p>5) He/she does not have and did not have any material business relations with the company or associated company within the past year directly or as a partner, shareholder, director or superior employee of the subject having such relationship. A subject is considered to have business relations when it is a major supplier or service provider (inclusive of financial, legal, counseling and consulting services), major client or organization receiving significant payments from the company or its group;</p> <p>6) He/she is not and has not been, during the last three years, partner or employee of the current or former external audit company of the company or associated company;</p> <p>7) He/she is not an executive director or member of the board in some other company where executive director of the company or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) is non-executive director or member of the supervisory board, he/she may not also have any other material relationships with executive directors of the company that arise from their participation in activities of other companies or bodies;</p> <p>8) He/she has not been in the position of a member of the collegial body for over than 12 years;</p> <p>9) He/she is not a close relative to an executive director or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) or to any person listed in above items 1 to 8. Close relative is considered to be a spouse (common-law spouse), children and parents.</p> <p>3.8. The determination of what constitutes independence is fundamentally an issue for the collegial body itself to determine. The collegial body may decide that, despite a particular member meets all the criteria of independence laid down in this Code, he cannot be considered independent due to special personal or company-related circumstances.</p>		
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<p>3.9. Necessary information on conclusions the collegial body has come to in its determination of whether a particular member of the body should be considered to be independent should be disclosed. When a person is nominated to become a member of the collegial body, the company should disclose whether it considers the person to be independent. When a particular member of the collegial body does not meet one or more criteria of independence set out in this Code, the company should disclose its reasons for nevertheless considering the member to be independent. In addition, the company should annually disclose which members of the collegial body it considers to be independent.</p>	NO	The independence of the members of the collegial supervisory body was not considered by the company by now.
<p>3.10. When one or more criteria of independence set out in this Code has not been met throughout the year, the company should disclose its reasons for considering a particular member of the collegial body to be independent. To ensure accuracy of the information disclosed in relation with the independence of the members of the collegial body, the company should require independent members to have their independence periodically re-confirmed.</p>	NO	The independence of the members of the collegial supervisory body was not considered by the company by now.
<p>3.11. In order to remunerate members of a collegial body for their work and participation in the meetings of the collegial body, they may be remunerated from the company's funds. . The general shareholders' meeting should approve the amount of such remuneration.</p>	N/A	The members of the collegial supervisory body were not remunerated from the company's funds in 2007.
<p>Principle IV: The duties and liabilities of a collegial body elected by the general shareholders meeting</p>		
<p>The corporate governance framework should ensure proper and effective functioning of the collegial body elected by the general shareholders' meeting, and the powers granted to the collegial body should ensure effective monitoring of the company's management bodies and protection of interests of all the company's shareholders.</p>		
<p>4.1. The collegial body elected by the general shareholders' meeting (hereinafter in this Principle referred to as the 'collegial body') should ensure integrity and transparency of the company's financial statements and the control system. The collegial body should issue recommendations to the company's management bodies and monitor and control the company's management performance.⁸</p>	YES	The supervisory board elected by the company provides the general shareholders' meeting with reviews and offers regarding the company's annual financial statements, proposed profit appropriation, and the company's annual report.

⁶ It is notable that currently it is not yet completely clear, in what form members of the supervisory board or the board may be remunerated for their work in these bodies. The Law on Companies of the Republic of Lithuania (*Official Gazette*, 2003, No 123-5574) provides that members of the supervisory board or the board may be remunerated for their work in the supervisory board or the board by payment of annual bonuses (tantiems) in the manner prescribed by Article 59 of this Law, i.e. from the company's profit. The current wording, contrary to the wording effective before 1 January 2004, eliminates the exclusive requirement that annual bonuses (tantiems) should be the *only* form of the company's compensation to members of the supervisory board or the board. So it seems that the Law contains no prohibition to remunerate members of the supervisory board or the board for their work in other forms, besides bonuses, although this possibility is not expressly stated either.

⁷ See Footnote 3.

⁸ See Footnote 3. In the event the collegial body elected by the general shareholders' meeting is the board, it should provide recommendations to the company's single-person body of management, i.e. the company's chief executive officer.

<p>4.2. Members of the collegial body should act in good faith, with care and responsibility for the benefit and in the interests of the company and its shareholders with due regard to the interests of employees and public welfare. Independent members of the collegial body should (a) under all circumstances maintain independence of their analysis, decision-making and actions (b) do not seek and accept any unjustified privileges that might compromise their independence, and (c) clearly express their objections should a member consider that decision of the collegial body is against the interests of the company. Should a collegial body have passed decisions independent member has serious doubts about, the member should make adequate conclusions. Should an independent member resign from his office, he should explain the reasons in a letter addressed to the collegial body or audit committee and, if necessary, respective company-not-pertaining body (institution).</p>	<p>YES</p>	<p>According to the data owned by the company, all members of the collegial body act in good faith in the interests of the company, follow the company's interests and not those of their own or third parties so that they could keep their independent view on making decisions.</p>
<p>4.3. Each member should devote sufficient time and attention to perform his duties as a member of the collegial body. Each member of the collegial body should limit other professional obligations of his (in particular any directorships held in other companies) in such a manner they do not interfere with proper performance of duties of a member of the collegial body. In the event a member of the collegial body should be present in less than a hair of the meetings of the collegial body throughout the financial year of the company, shareholders of the company should be notified.</p>	<p>YES</p>	<p>Company's members of the collegial body perform their duties properly: take an active part in the collegial body meetings and, as a collegial member, devotes sufficient time to perform his duties.</p>
<p>4.4. Where decisions of a collegial body may have a different effect on the company's shareholders, the collegial body should treat all shareholders impartially and fairly. It should ensure that shareholders are properly informed on the company's affairs, strategies, risk management and resolution of conflicts of interest. The company should have a clearly established role of members of the collegial body when communicating with and committing to shareholders.</p>	<p>YES</p>	<p>Following the Law on Private Companies of the Lithuanian Republic, the collegial body's method of cooperation with the shareholders is set in the company's rules and regulations.</p>

⁹ It is notable that companies can make this requirement more stringent and provide that shareholders should be informed about failure to participate at the meetings of the collegial body if, for instance, a member of the collegial body participated at less than 2/3 or 3/4 of the meetings. Such measures, which ensure active participation in the meetings of the collegial body, are encouraged and will constitute an example of more suitable corporate governance.

<p>4.5. It is recommended that transactions (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions), concluded between the company and its shareholders, members of the supervisory or managing bodies or other natural or legal persons that exert or may exert influence on the company's management should be subject to approval of the collegial body. The decision concerning approval of such transactions should be deemed adopted only provided the majority of the independent members of the collegial body voted for such a decision.</p>	<p>YES</p>	<p>There were none of such transactions in 2007.</p>
<p>4.6. The collegial body should be independent in passing decisions that are significant for the company's operations and strategy. Taken separately, the collegial body should be independent of the company's management bodies¹⁰. Members of the collegial body should act and pass decisions without an outside influence from the persons who have elected it. Companies should ensure that the collegial body and its committees are provided with sufficient administrative and financial resources to discharge their duties, including the right to obtain, in particular from employees of the company, all the necessary information or to seek independent legal, accounting or any other advice on issues pertaining to the competence of the collegial body and its committees.</p>	<p>YES</p>	

In the event the collegial body elected by the general shareholders' meeting is the board, the recommendation concerning its independence from the company's management bodies applies to the extent it relates to the independence from the company's chief executive officer.

<p>4.7. Activities of the collegial body should be organized in a manner that independent members of the collegial body could have major influence in relevant areas where chances of occurrence of conflicts of interest are very high. Such areas to be considered as highly relevant are issues of nomination of company's directors, determination of directors' remuneration and control and assessment of company's audit. Therefore when the mentioned issues are attributable to the competence of the collegial body, it is recommended that the collegial body should establish nomination, remuneration, and audit committees. Companies should ensure that the functions attributable to the nomination, remuneration, and audit committees are carried out. However they may decide to merge these functions and set up less than three committees. In such case a company should explain in detail reasons behind the selection of alternative approach and how the selected approach complies with the objectives set forth for the three different committees. Should the collegial body of the company comprise small number of members, the functions assigned to the three committees may be performed by the collegial body itself, provided that it meets composition requirements advocated for the committees and that adequate information is provided in this respect. In such case provisions of this Code relating to the committees of the collegial body (in particular with respect to their role, operation, and transparency) should apply, where relevant, to the collegial body as a whole.</p>	<p>NO</p>	<p>None of the committees were formed in the company by now. Following the company's rules and valid legislation, the indicated issues are considered by the company's supervisory board, management board and the chief executive officer.</p>
<p>4.8. The key objective of the committees is to increase efficiency of the activities of the collegial body by ensuring that decisions are based on due consideration, and to help organize its work with a view to ensuring that the decisions it takes are free of material conflicts of interest. Committees should present the collegial body with recommendations concerning the decisions of the collegial body. Nevertheless the final decision shall be adopted by the collegial body. The recommendation on creation of committees is not intended, in principle, to constrict the competence of the collegial body or to remove the matters considered from the purview of the collegial body itself, which remains fully responsible for the decisions taken in its field of competence.</p>	<p>N/A</p>	<p>The company's supervisory board, management board and the chief executive officer are considering the indicated issues.</p>

<p>4.9. Committees established by the collegial body should normally be composed of at least three members. In companies with small number of members of the collegial body, they could exceptionally be composed of two members. Majority of the members of each committee should be constituted from independent members of the collegial body. In cases when the company chooses not to set up a supervisory board, remuneration and audit committees should be entirely comprised of non-executive directors. Chairmanship and membership of the committees should be decided with due regard to the need to ensure that committee membership is refreshed and that undue reliance is not placed on particular individuals.</p>	<p>N/A</p>	<p>The company's supervisory board, management board and the chief executive officer are considering the indicated issues.</p>
<p>4.10. Authority of each of the committees should be determined by the collegial body. Committees should perform their duties in line with authority delegated to them and inform the collegial body on their activities and performance on regular basis. Authority of every committee stipulating the role and rights and duties of the committee should be made public at least once a year (as part of the information disclosed by the company annually on its corporate governance structures and practices). Companies should also make public annually a statement by existing committees on their composition, number of meetings and attendance over the year, and their main activities. Audit committee should confirm that it is satisfied with the independence of the audit process and describe briefly the actions it has taken to reach this conclusion.</p>	<p>N/A</p>	<p>The company's supervisory board, management board and the chief executive officer are considering the indicated issues.</p>
<p>4.11. In order to ensure independence and impartiality of the committees, members of the collegial body that are not members of the committee should commonly have a right to participate in the meetings of the committee only if invited by the committee. A committee may invite or demand participation in the meeting of particular officers or experts. Chairman of each of the committees should have a possibility to maintain direct communication with the shareholders. Events when such are to be performed should be specified in the regulations for committee activities.</p>	<p>N/A</p>	<p>The company's supervisory board, management board and the chief executive officer are considering the indicated issues.</p>

<p>4.12. Nomination Committee. 4.12.1. Key functions of the nomination committee should be the following:</p> <ul style="list-style-type: none"> • Identify and recommend, for the approval of the collegial body, candidates to fill board vacancies. The nomination committee should evaluate the balance of skills, knowledge and experience on the management body, prepare a description of the roles and capabilities required to assume a particular office, and assess the time commitment expected. Nomination committee can also consider candidates to members of the collegial body delegated by the shareholders of the company; • Assess on regular basis the structure, size, composition and performance of the supervisory and management bodies, and make recommendations to the collegial body regarding the means of achieving necessary changes; • Assess on regular basis the skills, knowledge and experience of individual directors and report on this to the collegial body; • Properly consider issues related to succession planning; • Review the policy of the management bodies for selection and appointment of senior management. <p>4.12.2. Nomination committee should consider proposals by other parties, including management and shareholders. When dealing with issues related to executive directors or members of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) and senior management, chief executive officer of the company should be consulted by, and entitled to submit proposals to the nomination committee.</p>	N/A	The company's supervisory board, management board and the chief executive officer are considering the indicated issues.
<p>4.13. Remuneration Committee. 4.13.1. Key functions of the remuneration committee should be the following:</p> <ul style="list-style-type: none"> • Make proposals, for the approval of the collegial body, on the remuneration policy for members of management bodies and executive directors. Such policy should address all forms of compensation, including the fixed remuneration, performance-based remuneration schemes, pension arrangements, and termination payments. Proposals considering performance-based remuneration schemes should be accompanied with recommendations on the related objectives and evaluation criteria, with a view to properly aligning the pay of executive director and members of the management bodies with the long-term interests of the shareholders and the objectives set by the collegial body; • Make proposals to the collegial body on the individual remuneration for executive directors and member of management bodies in order their remunerations are consistent with company's remuneration policy and the evaluation of the performance of these persons concerned. In doing so, the committee should be properly informed on the total compensation obtained by executive directors and members of the management bodies from the affiliated companies; • Make proposals to the collegial body on suitable forms of contracts for executive directors and members of the management bodies; • Assist the collegial body in overseeing how the company complies with applicable provisions regarding the remuneration-related information disclosure (in particular the remuneration policy applied and individual remuneration of directors); • Make general recommendations to the executive directors 	N/A	The company's supervisory board, management board and the chief executive officer are considering the indicated issues.

<p>and members of the management bodies on the level and structure of remuneration for senior management (as defined by the collegial body) with regard to the respective information provided by the executive directors and members of the management bodies. 4.13.2. With respect to stock options and other share-based incentives which may be granted to directors or other employees, the committee should:</p> <ul style="list-style-type: none"> • Consider general policy regarding the granting of the above mentioned schemes, in particular stock options, and make any related proposals to the collegial body; • Examine the related information that is given in the company's annual report and documents intended for the use during the shareholders meeting; • Make proposals to the collegial body regarding the choice between granting options to subscribe shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences that this choice has. <p>4.13.3. Upon resolution of the issues attributable to the competence of the remuneration committee, the committee should at least address the chairman of the collegial body and/or chief executive officer of the company for their opinion on the remuneration of other executive directors or members of the management bodies.</p>		
<p>4.14. Audit Committee.</p> <p>4.14.1. Key functions of the audit committee should be the following:</p> <ul style="list-style-type: none"> • Observe the integrity of the financial information provided by the company, in particular by reviewing the relevance and consistency of the accounting methods used by the company and its group (including the criteria for the consolidation of the accounts of companies in the group); • At least once a year review the systems of internal control and risk management to ensure that the key risks (inclusive of the risks in relation with compliance with existing laws and regulations) are properly identified, managed and reflected in the information provided; • Ensure the efficiency of the internal audit function, among other things, by making recommendations on the selection, appointment, reappointment and removal of the head of the internal audit department and on the budget of the department, and by monitoring the responsiveness of the management to its findings and recommendations. Should there be no internal audit authority in the company, the need for one should be reviewed at least annually; • Make recommendations to the collegial body related with selection, appointment, reappointment and removal of the external auditor (to be done by the general shareholders' meeting) and with the terms and conditions of his engagement. The committee should investigate situations that lead to a resignation of the audit company or auditor and make recommendations on required actions in such situations; • Monitor independence and impartiality of the external auditor, in particular by reviewing the audit company's compliance with applicable guidance relating to the rotation of audit partners, the level of fees paid by the company, and similar issues. In order to prevent occurrence of material conflicts of interest, the committee, based on the auditor's disclosed inter alia data on all remunerations paid by the company to the auditor and network, should at all times monitor nature and extent of the non-audit services. Having regard to the principals and guidelines established in the 16 May 2002 Commission Recommendation 2002/590/EC, the committee should determine and apply a formal policy 	<p>N/A</p>	<p>The company's supervisory board, management board and the chief executive officer are considering the indicated issues.</p>

<p>establishing types of non-audit services that are (a) excluded, (b) permissible only after review by the committee, and (c) permissible without referral to the committee; • Review efficiency of the external audit process and responsiveness of management to recommendations made in the external auditor's management letter.</p> <p>4.14.2. All members of the committee should be furnished with complete information on particulars of accounting, financial and other operations of the company. Company's management should inform the audit committee of the methods used to account for significant and unusual transactions where the accounting treatment may be open to different approaches. In such case a special consideration should be given to company's operations in offshore centers and/or activities carried out through special purpose vehicles (organizations) and justification of such operations.</p> <p>4.14.3. The audit committee should decide whether participation of the chairman of the collegial body, chief executive officer of the company, chief financial officer (or superior employees in charge of finances, treasury and accounting), or internal and external auditors in the meetings of the committee is required (if required, when). The committee should be entitled, when needed, to meet with any relevant person without executive directors and members of the management bodies present.</p> <p>4.14.4. Internal and external auditors should be secured with not only effective working relationship with management, but also with free access to the collegial body. For this purpose the audit committee should act as the principal contact person for the internal and external auditors.</p> <p>4.14.5. The audit committee should be informed of the internal auditor's work program, and should be furnished with internal audit's reports or periodic summaries. The audit committee should also be informed of the work program of the external auditor and should be furnished with report disclosing all relationships between the independent auditor and the company and its group. The committee should be timely furnished information on all issues arising from the audit.</p> <p>4.14.6. The audit committee should examine whether the company is following applicable provisions regarding the possibility for employees to report alleged significant irregularities in the company, by way of complaints or through anonymous submissions (normally to an independent member of the collegial body), and should ensure that there is a procedure established for proportionate and independent investigation of these issues and for appropriate follow-up action.</p> <p>4.14.7. The audit committee should report on its activities to the collegial body at least once in every six months, at the time the yearly and half-yearly statements are approved.</p>		
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<p>4.15. Every year the collegial body should conduct the assessment of its activities. The assessment should include evaluation of collegial body's structure, work organization and ability to act as a group, evaluation of each of the collegial body member's and committee's competence and work efficiency and assessment whether the collegial body has achieved its objectives. The collegial body should, at least once a year, make public (as part of the information the company annually discloses on its management structures and practices) respective information on its internal organization and working procedures, and specify what material changes were made as a result of the assessment of the collegial body of its own activities.</p>	<p>NO</p>	<p>There's no such a policy within the company, like evaluation of the work done by the supervisory board as well as making a report on it.</p>
<p>Principle V: The working procedure of the company's collegial bodies</p> <p>The working procedure of supervisory and management bodies established in the company should ensure efficient operation of these bodies and decision-making and encourage active co-operation between the company's bodies.</p>		
<p>5.1. The company's supervisory and management bodies (hereinafter in this Principle the concept 'collegial bodies' covers both the collegial bodies of supervision and the collegial bodies of management) should be chaired by chairpersons of these bodies. The chairperson of a collegial body is responsible for proper convocation of the collegial body meetings. The chairperson should ensure that information about the meeting being convened and its agenda are communicated to all members of the body. The chairperson of a collegial body should ensure appropriate conducting of the meetings of the collegial body. The chairperson should ensure order and working atmosphere during the meeting.</p>	<p>YES</p>	<p>This recommendation is realized by the chairmen of the supervisory and management boards.</p>
<p>5.2. It is recommended that meetings of the company's collegial bodies should be carried out according to the schedule approved in advance at certain intervals of time. Each company is free to decide how often to convene meetings of the collegial bodies, but it is recommended that these meetings should be convened at such intervals, which would guarantee an interrupted resolution of the essential corporate governance issues. Meetings of the company's supervisory board should be convened at least once in a quarter, and the company's board should meet at least once a month.</p>	<p>NO</p>	<p>Meetings of the company's management board are convened at least once in a quarter, and the company's supervisory board should meet at least once a year. The meetings of the management and supervisory boards can be convened more frequently, if needed.</p>

¹¹ The frequency of meetings of the collegial body provided for in the recommendation must be applied in those cases when both additional collegial bodies are formed at the company, the board and the supervisory board. In the event only one additional collegial body is formed in the company, the frequency of its meetings may be as established for the supervisory board, i.e. at least once in a quarter.

<p>5.3. Members of a collegial body should be notified about the meeting being convened in advance in order to allow sufficient time for proper preparation for the issues on the agenda of the meeting and to ensure fruitful discussion and adoption of appropriate decisions. Alongside with the notice about the meeting being convened, all the documents relevant to the issues on the agenda of the meeting should be submitted to the members of the collegial body. The agenda of the meeting should not be changed or supplemented during the meeting, unless all members of the collegial body are present or certain issues of great importance to the company require immediate resolution.</p>	<p>YES</p>	
<p>5.4. In order to co-ordinate operation of the company's collegial bodies and ensure effective decision-making process, chairpersons of the company's collegial bodies of supervision and management should closely co-operate by co-coordinating dates of the meetings, their agendas and resolving other issues of corporate governance. Members of the company's board should be free to attend meetings of the company's supervisory board, especially where issues concerning removal of the board members, their liability or remuneration are discussed.</p>	<p>YES</p>	

Principle VI: The equitable treatment of shareholder rights		
The corporate governance framework should ensure the equitable treatment of all shareholders, including minority and foreign shareholders. The corporate governance framework should protect the rights of the shareholders.		
6.1. It is recommended that the company's capital should consist only of the shares that grant the same rights to voting, ownership, dividend and other rights to all their holders.	YES	Company's authorized share capital consisting of ordinary shares grant the same rights to all company's shareholders.
6.2. It is recommended that investors should have access to the information concerning the rights attached to the shares of the new issue or those issued earlier in advance, i.e. before they purchase shares.	YES	None of company's new shares were issued during 2007. Information about the rights attached to the shares of the new issue is provided in company's rules and its prospects-reports and the Annual report of the company.
6.3. Transactions that are important to the company and its shareholders, such as transfer, investment, and pledge of the company's assets or any other type of encumbrance should be subject to approval of the general shareholders' meeting. ¹² All shareholders should be furnished with equal opportunity to familiarize with and participate in the decision-making process when significant corporate issues, including approval of transactions referred to above, are discussed.	NO	Company follows the requirements of law on Private companies of the Lithuanian Republic.

¹² The Law on Companies of the Republic of Lithuania (*Official Gazette*, 2003, No 123-5574) no longer assigns resolutions concerning the investment, transfer, lease, mortgage or acquisition of the long-terms assets accounting for more than 1/20 of the company's authorised capital to the competence of the general shareholders' meeting. However, transactions that are important and material for the company's activity should be considered and approved by the general shareholders' meeting. The Law on Companies contains no prohibition to this effect either. Yet, in order not to encumber the company's activity and escape an unreasonably frequent consideration of transactions at the meetings, companies are free to establish their own criteria of material transactions, which are subject to the approval of the meeting. While establishing these criteria of material transactions, companies may follow the criteria set out in items 3, 4, 5 and 6 of paragraph 4 of Article 34 of the Law on Companies or derogate from them in view of the specific nature of their operation and their attempt to ensure uninterrupted, efficient functioning of the company.

<p>6.4. Procedures of convening and conducting a general shareholders' meeting should ensure equal opportunities for the shareholders to effectively participate at the meetings and should not prejudice the rights and interests of the shareholders. The venue, date, and time of the shareholders' meeting should not hinder wide attendance of the shareholders. Prior to the shareholders' meeting, the company's supervisory and management bodies should enable the shareholders to lodge questions on issues on the agenda of the general shareholders' meeting and receive answers to them.</p>	<p>YES</p>	
<p>6.5. It is recommended that documents on the course of the general shareholders' meeting, including draft resolutions of the meeting, should be placed on the publicly accessible website of the company in advance¹³. It is recommended that the minutes of the general shareholders' meeting after signing them and/or adopted resolutions should be also placed on the publicly accessible website of the company. Seeking to ensure the right of foreigners to familiarize with the information, whenever feasible, documents referred to in this recommendation should be published in English and/or other foreign languages. Documents referred to in this recommendation may be published on the publicly accessible website of the company to the extent that publishing of these documents is not detrimental to the company or the company's commercial secrets are not revealed.</p>	<p>NO</p>	<p>This information is not disclosed on the company's website. The company does not disclose information in English as by now the company's shareholders did not show their interest in receiving the information in English. While preparing the documents referred to the shareholders' general meeting, the company follows its own rules and the rules of law on Private companies of the Lithuanian Republic. The documentation prepared for the annual shareholders meeting, including decisions of the shareholders meeting are disclosed through the Vilnius Stock exchange information system. Upon request documentation is provided to the shareholders by an e-mail.</p>
<p>6.6. Shareholders should be furnished with the opportunity to vote in the general shareholders' meeting in person and in absentia. Shareholders should not be prevented from voting in writing in advance by completing the general voting ballot.</p>	<p>YES</p>	<p>Company's shareholders can realize/materialize their right to take part in general shareholders' meeting both in person and in absentia in case a person has a valid/proper/suitable warrant/authorization or an agreement on voting right transfer/disposal in the manner prescribed by legislation. The company also has to provide conditions for the shareholders so that they could vote by completing the general vote ballot as it is required by the law on Private companies of the Lithuanian Republic.</p>
<p>6.7. With a view to increasing the shareholders' opportunities to participate effectively at shareholders' meetings, the companies are recommended to expand use of modern technologies in voting processes by allowing the shareholders to vote in general meetings via terminal equipment of telecommunications. In such cases security of telecommunication equipment, text protection and a possibility to identify the signature of the voting person should be guaranteed. Moreover, companies could furnish its shareholders, especially foreigners, with the opportunity to watch shareholder meetings by means of modern technologies.</p>	<p>N/A</p>	<p>By now there was no need to realize this recommendation in the company.</p>

¹³ The documents referred to above should be placed on the company's website in advance with due regard to a 10-day period before the general shareholders' meeting, determined in paragraph 7 of Article 26 of the Law on Companies of the Republic of Lithuania (Official Gazette, 2003, No 123-5574).

Principle VII: The avoidance of conflicts of interests and their disclosure

The corporate governance framework should encourage members of the corporate bodies to avoid conflicts of interest and assure transparent and effective mechanism of disclosure of conflicts of interests regarding members of the corporate bodies.

<p>7.1. Any member of the company's supervisory and management body should avoid a situation, in which his/her personal interests are in conflict or may be in conflict with the company's interests. In case such a situation did occur, a member of the company's supervisory and management body should, within reasonable time, inform other members of the same collegial body or the company's body that has elected him/her, or to the company's shareholders about a situation of a conflict of interest, indicate the nature of the conflict and value, where possible.</p>	<p>YES</p>	<p>The Company complies with these requirements.</p>
<p>7.2. Any member of the company's supervisory and management body may not mix the company's assets, the use of which has not been mutually agreed upon, with his/her personal assets or use them or the information which he/she learns by virtue of his/her position as a member of a corporate body for his/her personal benefit or for the benefit of any third person without a prior agreement of the general shareholders' meeting or any other corporate body authorized by the meeting.</p>	<p>YES</p>	
<p>7.3. Any member of the company's supervisory and management body may conclude a transaction with the company, a member of a corporate body of which he/she is. Such a transaction (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions) must be immediately reported in writing or orally, by recording this in the minutes of the meeting, to other members of the same corporate body or to the corporate body that has elected him/her or to the company's shareholders. Transactions specified in this recommendation are also subject to recommendation 4.5.</p>	<p>YES</p>	
<p>7.4. Any member of the company's supervisory and management body should abstain from voting when decisions concerning transactions or other issues of personal or business interest are voted on.</p>	<p>YES</p>	<p>The members of the management board is acquainted with these requirements and should adhere to them</p>

Principle VIII: Company's remuneration policy		
Remuneration policy and procedure for approval, revision and disclosure of directors' remuneration established in the company should prevent potential conflicts of interest and abuse in determining remuneration of directors, in addition it should ensure publicity and transparency both of company's remuneration policy and remuneration of directors.		
8.1. A company should make a public statement of the company's remuneration policy (hereinafter the remuneration statement). This statement should be part of the company's annual accounts. Remuneration statement should also be posted on the company's website.	NO	At present the company prepares neither remuneration policy reports nor makes public statements of them. The company's remuneration policy, i.e. payments to employees, specialists and managers is set in remuneration rules, which are constituent part of the collective agreement. The remuneration policy and its alterations are also provided in business plans prepared by the company as well as reports, which are approved by the company's board. Following the law on Private companies of the Lithuanian Republic, this information is available for both company's employees and its
8.2. Remuneration statement should mainly focus on directors' remuneration policy for the following year and, if appropriate, the subsequent years. The statement should contain a summary of the implementation of the remuneration policy in the previous financial year. Special attention should be given to any significant changes in company's remuneration policy as compared to the previous financial year.	NO	See commentary No. 8.1
8.3. Remuneration statement should leastwise include the following information: • Explanation of the relative importance of the variable and non-variable components of directors' remuneration; • Sufficient information on performance criteria that entitles directors to share options, shares or variable components of remuneration; • Sufficient information on the linkage between the remuneration and performance; • The main parameters and rationale for any annual bonus scheme and any other non-cash benefits; • A description of the main characteristics of supplementary pension or early retirement schemes for directors.	NO	See commentary No. 8.1
8.4. Remuneration statement should also summarize and explain company's policy regarding the terms of the contracts executed with executive directors and members of the management bodies. It should include, inter alia, information on the duration of contracts with executive directors and members of the management bodies, the applicable notice periods and details of provisions for termination payments linked to early termination under contracts for executive directors and members of the management bodies.	NO	See commentary No. 8.1
8.5. The information on preparatory and decision-making processes, during which a policy of remuneration of directors is being established, should also be disclosed. Information should include data, if applicable, on authorities and composition of the remuneration committee, names and surnames of external consultants whose services have been used in determination of the remuneration policy as well as the role of shareholders' annual general meeting.	NO	

<p>8.6. Without prejudice to the role and organization of the relevant bodies responsible for setting directors' remunerations, the remuneration policy or any other significant change in remuneration policy should be included into the agenda of the shareholders' annual general meeting. Remuneration statement should be put for voting in shareholders' annual general meeting. The vote may be either mandatory or advisory.</p>	NO	
<p>8.7. Remuneration statement should also contain detailed information on the entire amount of remuneration, inclusive of other benefits, that was paid to individual directors over the relevant financial year. This document should list at least the information set out in items 8.7.1 to 8.7.4 for each person who has served as a director of the company at any time during the relevant financial year. 8.7.1. The following remuneration and/or emoluments-related information should be disclosed: • The total amount of remuneration paid or due to the director for services performed during the relevant financial year, inclusive of, where relevant, attendance fees fixed by the annual general shareholders meeting; • The remuneration and advantages received from any undertaking belonging to the same group; • The remuneration paid in the form of profit sharing and/or bonus payments and the reasons why such bonus payments and/or profit sharing were granted; • If permissible by the law, any significant additional remuneration paid to directors for special services outside the scope of the usual functions of a director; • Compensation receivable or paid to each former executive director or member of the management body as a result of his resignation from the office during the previous financial year; • Total estimated value of non-cash benefits considered as remuneration, other than the items covered in the above points. 8.7.2. As regards shares and/or rights to acquire share options and/or all other share-incentive schemes, the following information should be disclosed: • The number of share options offered or shares granted by the company during the relevant financial year and their conditions of application; • The number of shares options exercised during the relevant financial year and, for each of them, the number of shares involved and the exercise price or the value of the interest in the share incentive scheme at the end of the financial year; • The number of share options unexercised at the end of the financial year; their exercise price, the exercise date and the main conditions for the exercise of the rights; • All changes in the terms and conditions of existing share options occurring during the financial year. 8.7.3. The following supplementary pension schemes-related information should be disclosed: • When the pension scheme is a defined-benefit scheme, changes in the directors' accrued benefits under that scheme during the relevant financial year; • When the pension scheme is defined-contribution scheme, detailed information on contributions paid or payable by the company in respect of that director during the relevant financial year. 8.7.4. The statement should also state amounts that the company or any subsidiary company or entity included in the consolidated annual financial statements of the company has paid to each person who has served as a director in the company at any time during the relevant financial year in the form of loans, advance payments or guarantees, including the amount outstanding and the interest rate.</p>	NO	See commentary No. 8.1

<p>8.8. Schemes anticipating remuneration of directors in shares, share options or any other right to purchase shares or be remunerated on the basis of share price movements should be subject to the prior approval of shareholders' annual general meeting by way of a resolution prior to their adoption. The approval of scheme should be related with the scheme itself and not to the grant of such share-based benefits under that scheme to individual directors. All significant changes in scheme provisions should also be subject to shareholders' approval prior to their adoption; the approval decision should be made in shareholders' annual general meeting. In such case shareholders should be notified on all terms of suggested changes and get an explanation on the impact of the suggested changes.</p>	<p>N/A</p>	<p>Company does not apply schemes anticipating remuneration of directors in shares, share options or any other right to purchase shares or be remunerated on the basis of share price movements. The director and functional managers are given remunerations, bonuses and other benefits. Their motivation is increased by other forms.</p>
<p>8.9. The following issues should be subject to approval by the shareholders' annual general meeting: • Grant of share-based schemes, including share options, to directors; • Determination of maximum number of shares and main conditions of share granting; • The term within which options can be exercised; • The conditions for any subsequent change in the exercise of the options, if permissible by law; • All other long-term incentive schemes for which directors are eligible and which are not available to other employees of the company under similar terms. Annual general meeting should also set the deadline within which the body responsible for remuneration of directors may award compensations listed in this article to individual directors.</p>		
<p>8.10. Should national law or company's Articles of Association allow, any discounted option arrangement under which any rights are granted to subscribe to shares at a price lower than the market value of the share prevailing on the day of the price determination, or the average of the market values over a number of days preceding the date when the exercise price is determined, should also be subject to the shareholders' approval.</p>		
<p>8.11. Provisions of Articles 8.8 and 8.9 should not be applicable to schemes allowing for participation under similar conditions to company's employees or employees of any subsidiary company whose employees are eligible to participate in the scheme and which has been approved in the shareholders' annual general meeting.</p>		

<p>8.12. Prior to the annual general meeting that is intended to consider decision stipulated in Article 8.8, the shareholders must be provided an opportunity to familiarize with draft resolution and project-related notice (the documents should be posted on the company's website). The notice should contain the full text of the share-based remuneration schemes or a description of their key terms, as well as full names of the participants in the schemes. Notice should also specify the relationship of the schemes and the overall remuneration policy of the directors. Draft resolution must have a clear reference to the scheme itself or to the summary of its key terms. Shareholders must also be presented with information on how the company intends to provide for the shares required to meet its obligations under incentive schemes. It should be clearly stated whether the company intends to buy shares in the market, hold the shares in reserve or issue new ones. There should also be a summary on scheme-related expenses the company will suffer due to the anticipated application of the scheme. All information given in this article must be posted on the company's website.</p>		
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Principle IX: The role of stakeholders in corporate governance

The corporate governance framework should recognize the rights of stakeholders as established by law and encourage active co-operation between companies and stakeholders in creating the company value, jobs and financial sustainability. For the purposes of this Principle, the concept "stakeholders" includes investors, employees, creditors, suppliers, local community and other persons having certain interest in the company concerned.

<p>9.1. The corporate governance framework should assure that the rights of stakeholders that are protected by law are respected.</p>	<p>YES</p>	<p>Company prepares collective agreements between an employer and a company's trade-union. The employees' interests are presented in a proper way; the company's employees take an active part in preparation of a collective agreement as well as control of its performance. The interests of other interest holders (creditors, suppliers, customers) are assured by applying the carrying obligations agreed by the company as well as following valid requirements of legislation.</p>
<p>9.2. The corporate governance framework should create conditions for the stakeholders to participate in corporate governance in the manner prescribed by law. Examples of mechanisms of stakeholder participation in corporate governance include: employee participation in adoption of certain key decisions for the company; consulting the employees on corporate governance and other important issues; employee participation in the company's share capital; creditor involvement in governance in the context of the company's insolvency, etc.</p>		
<p>9.3. Where stakeholders participate in the corporate governance process, they should have access to relevant information.</p>		

Principle X: Information disclosure and transparency

The corporate governance framework should ensure that timely and accurate disclosure is made on all material information regarding the company, including the financial situation, performance and governance of the company.

<p>10.1. The company should disclose information on: • The financial and operating results of the company; • Company objectives; • Persons holding by the right of ownership or in control of a block of shares in the company; • Members of the company's supervisory and management bodies, chief executive officer of the company and their remuneration; • Material foreseeable risk factors; • Transactions between the company and connected persons, as well as transactions concluded outside the course of the company's regular operations; • Material issues regarding employees and other stakeholders; • Governance structures and strategy. This list should be deemed as a minimum recommendation, while the companies are encouraged not to limit themselves to disclosure of the information specified in this list.</p> <p>10.2. It is recommended that consolidated results of the whole group to which the company belongs should be disclosed when information specified in item 1 of Recommendation 10.1 is under disclosure.</p> <p>10.3. It is recommended that information on the professional background, qualifications of the members of supervisory and management bodies, chief executive officer of the company should be disclosed as well as potential conflicts of interest that may have an effect on their decisions when information specified in item 4 of Recommendation 10.1 about the members of the company's supervisory and management bodies is under disclosure. It is also recommended that information about the amount of remuneration received from the company and other income should be disclosed with regard to members of the company's supervisory and management bodies and chief executive officer as per Principle VIII.</p> <p>10.4. It is recommended that information about the links between the company and its stakeholders, including employees, creditors, suppliers, local community, as well as the company's policy with regard to human resources, employee participation schemes in the company's share capital, etc. should be disclosed when information specified in item 7 of Recommendation 10.1 is under disclosure.</p>	YES	<p>Information on the company listed in these recommendations is disclosed in these sources: Annual report of the company; Financial statements of the company; reports on acquisition/disposal of shares; reports on significant events and disclosing the information through information exchange system of Vilnius stock exchange.</p> <p>The company's financial statements and annual report are submitted to the Registry of Legal Entities and the information is available to the public, except for the information provided in item 10.3, which says about professional experience, qualification and potential interest conflicts of the company's members of the supervisory and management boards. Besides, this information is not provided in full.</p>
<p>10.5. Information should be disclosed in such a way that neither shareholders nor investors are discriminated with regard to the manner or scope of access to information. Information should be disclosed to all simultaneously. It is recommended that notices about material events should be announced before or after a trading session on the Vilnius Stock Exchange, so that all the company's shareholders and investors should have equal access to the information and make informed investing decisions.</p>	YES	<p>The company provides information with the help of information disclosure system used by the Vilnius Stock Exchange. It is done in 2 languages, i.e. Lithuanian and English, simultaneously, if possible. The Stock Exchange places the information on their website and in the trading system assuring simultaneous disclosure of the information to all. The company does not disclose information, which can influence the price of the securities issued by the company, in the commentaries, interviews or other as long as such information is published via the Stock Exchange information system.</p>

10.6. Channels for disseminating information should provide for fair, timely and cost-efficient access to relevant information by users. It is recommended that information technologies should be employed for wider dissemination of information, for instance, by placing the information on the company's website. It is recommended that information should be published and placed on the company's website not only in Lithuanian, but also in English, and, whenever possible and necessary, in other languages as well.	YES	Notices about material events should be announced by the company via the Stock Exchange information system.
10.7. It is recommended that the company's annual reports and other periodical accounts prepared by the company should be placed on the company's website. It is recommended that the company should announce information about material events and changes in the price of the company's shares on the Stock Exchange on the company's website too.	NO	The indicated information is available on the websites of the Stock Exchange and the committee of securities of the Lithuanian Republic.

Principle XI: The selection of the company's auditor

The mechanism of the selection of the company's auditor should ensure independence of the firm of auditor's conclusion and opinion.

11.1. An annual audit of the company's financial statements and report should be conducted by an independent firm of auditors in order to provide an external and objective opinion on the company's financial statements.	NO	The firm follows law requirements on an annual audit of the company's financial statements and report, which is conducted by an independent firm of auditors. Interim audit on the company's financial statements is not conducted.
11.2. It is recommended that the company's supervisory board and, where it is not set up, the company's board should propose a candidate firm of auditors to the general shareholders' meeting.	YES	The company's supervisory board proposes a candidate firm of auditors to the general shareholders' meeting.
11.3. It is recommended that the company should disclose to its shareholders the level of fees paid to the firm of auditors for non-audit services rendered to the company. This information should be also known to the company's supervisory board and, where it is not formed, the company's board upon their consideration which firm of auditors to propose for the general shareholders' meeting.	N/A	During 2007 the firm of auditors did not render auditing services to the company and did not receive any payment from the company.