

**AB Agrowill Group**

Code 126264360

Smolensko st. 10, Vilnius, Republic of Lithuania  
Data are stored and kept with the Register of Legal Persons  
(hereinafter – the Company)

**GENERAL BALLOT PAPER**

**For the Extraordinary General Meeting of Shareholders to be held on 13 March 2014**

Name, surname (name) of the shareholder:

.....

Personal code (code) of the shareholder:

.....

The number of shares held:

.....

The number of votes held:

.....

**Please indicate persons that you propose and vote “FOR”:**

<b>Organisational issues of the meeting</b>
To propose to elect as the Chairman of the Meeting and to vote “for” the proposed candidate: .....
To propose to elect as the Secretary of the Meeting and to vote “for” the proposed candidate: .....
To propose to elect as the person responsible for the performance of the actions provided for in paragraphs 2 and 3 of Article 22 of the Law on Companies of the Republic of Lithuania and to vote “for” the proposed candidate: .....

**Please circle the option you choose (“FOR” or “AGAINST”):**

<b>Agenda item</b>	<b>Draft resolution</b>			
<b>1. Increase of the authorised capital of the Company with additional non-monetary contributions</b>	<i>To increase the authorised capital of the Company with additional non-monetary contributions from LTL 84,820,986 (eighty four million eight hundred twenty thousand nine hundred eighty six litas) to LTL 187,416,252 (one hundred eighty seven million four hundred sixteen thousand two hundred fifty two litas), by issuing no more than 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six) ordinary registered shares LTL 1 (one litas) par value each (hereinafter – the New</i>	<table border="1"><tr><td>For</td><td>Against</td></tr></table>	For	Against
For	Against			

	<p>Shares).</p> <p><i>The issue price of each newly issued ordinary registered share of the Company, the total number of which may be up to 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six), is LTL 1 (one litas). The total issue price of the New Shares is up to LTL 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six litas), depending on the final number of the New Shares to be issued.</i></p>		
<p><b>2. Withdrawal of the pre-emptive right of the Company's shareholders to acquire newly issued shares of the Company and granting of the right to acquire newly issued shares of the Company</b></p>	<p>I alternative draft resolution:</p> <p><i>Following paragraph 1(15) of Article 20 and paragraph 5 of Article 57 of the Law on Companies of the Republic of Lithuania, also referring to the announcement of the Board of the Company regarding the withdrawal of the pre-emptive right of the Company's shareholders to acquire newly issued shares of the Company and granting of the right to acquire the shares, to withdraw the pre-emptive right of all the shareholders of the Company to acquire up to 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six) ordinary registered shares to be issued by the Company. To establish that all up to 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six) ordinary registered shares of the Company LTL 1 (one litas) par value each will be subscribed and acquired by Baltic Champs Group UAB, code 145798333, registered at Šiauliai district municipality, Poviliškiai village, Lithuania, and by Vretola Holdings Limited, code HE 270472, registered at Stylianou Lena, 18, Pallouriotissa, 1046, Nicosia, Cyprus. From this number of New Shares 88,444,014 (eighty eight million four hundred forty four thousand fourteen) shares will be subscribed and acquired by Baltic Champs Group UAB and 14,151,252 (fourteen million one hundred fifty one thousand two hundred fifty two) shares by Vretola Holdings Limited.</i></p> <p><i>To set that the period for subscription of the newly issued shares is 3 (three) months as of the date of adoption of this resolution. Newly issued shares having nominal value and issue price of LTL 1 (one litas), will be paid by the following non-monetary contributions:</i></p> <ul style="list-style-type: none"> <li><i>(i) by the block of 100 percent of shares of Baltic Champs, UAB (code 302942064, registered at Šiauliai district municipality, Poviliškiai village, Lithuania), held by Baltic Champs Group UAB which consists of 629,100 (six hundred twenty nine thousand one hundred) ordinary registered shares LTL 100 (one hundred litas) par value each;</i></li> <li><i>(ii) by the block of 100 percent of shares of UAB „eTime invest“ (code 300578676, registered at</i></li> </ul>	For	Against

*Saltoniškių st. 29, Vilnius, Lithuania), held by Vretola Holdings Limited which consists of 10,000 (ten thousand) ordinary registered shares LTL 1 (one litas) par value each.*

*Value of the non-monetary contribution determined by the independent asset appraiser has to be no less than the issue price of the New Shares to be acquired.*

*If not all the New Shares are subscribed for within the time limit the authorised capital of the Company may be increased by the nominal value of the subscribed shares. In this case the Board of the Company shall be authorised to decide if the increase of the authorised capital of the Company has still taken place disregarding that not all the New Shares were subscribed and (if so) the authorised capital of the Company shall be increased by the nominal value of the subscribed shares.*

*To establish that the pre-emptive right of Company's shareholders to acquire the New Shares is withdrawn for the reasons, indicated in the announcement of the Company's Board of 19 February 2014 regarding withdrawal of the pre-emptive right of shareholders of the Company and rendering the right on acquisition of shares, i.e.: (i) aiming to extend crop activities conducted by the group of companies AB "Agrowill Group" as well as to launch a champignon growing business as well as other activities in connection therewith; (ii) taking into consideration that the Company intends to proceed with the capital increase by transferring the aforementioned non-monetary contributions of Baltic Champs Group, UAB and Vretola Holdings Limited (shares of the companies, held by them), and not by paying the shares by cash, as well as aiming (iii) that the capital increase of the Company is not dragged in time and aiming to have the necessary flexibility in the process, successful closing of which is dependable inter alia on the permissions of the respective state institutions and third parties for the transaction (e.g. Competition Council, creditors of the respective parties to the transaction), which may be not provided. Furthermore, this capital increase of the Company is being executed with an aim of expansion of activities conducted by the group of companies AB "Agrowill Group" by raising additional investments, and following the arrangements reached with the potential investors Baltic Champs Group, UAB and Vretola Holdings Limited regarding the shareholders' structure of the Company after its capital increase, capital increase without withdrawal of the pre-emptive right of the current Company's shareholders would not ensure such shareholders' structure. For this reason the transaction itself and indicated foreseen investments into the Company would not be executed at all.*

	<p>II alternative draft resolution:</p> <p><i>Following paragraph 1(15) of Article 20 and paragraph 5 of Article 57 of the Law on Companies of the Republic of Lithuania, also referring to the announcement of the Board of the Company regarding the withdrawal of the pre-emptive right of the Company's shareholders to acquire newly issued shares of the Company and granting of the right to acquire the shares, to withdraw the pre-emptive right of all the shareholders of the Company to acquire up to 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six) ordinary registered shares to be issued by the Company. To establish that all up to 102,595,266 (one hundred two million five hundred ninety five thousand two hundred sixty six) ordinary registered shares of the Company LTL 1 (one litas) par value each will be subscribed and acquired by Baltic Champs Group UAB, code 145798333, registered at Šiauliai district municipality, Poviliškiai village, Lithuania, and by Vretola Holdings Limited, code HE 270472, registered at Stylianou Lena, 18, Pallouriotissa, 1046, Nicosia, Cyprus. From this number of New Shares 88,444,014 (eighty eight million four hundred forty four thousand fourteen) shares will be subscribed and acquired by Baltic Champs Group UAB and 14,151,252 (fourteen million one hundred fifty one thousand two hundred fifty two) shares by Vretola Holdings Limited.</i></p> <p><i>To set that the period for subscription of the newly issued shares is 3 (three) months as of the date of adoption of this resolution. Newly issued shares having nominal value and issue price of LTL 1 (one litas), will be paid by the following non-monetary contributions:</i></p> <p><i>(iii) by the block of 100 percent of shares of Baltic Champs, UAB (code 302942064, registered at Šiauliai district municipality, Poviliškiai village, Lithuania), held by Baltic Champs Group UAB which consists of 629,100 (six hundred twenty nine thousand one hundred) ordinary registered shares LTL 100 (one hundred litas) par value each;</i></p> <p><i>(iv) by the block of 100 percent of shares of UAB „eTime invest“ (code 300578676, registered at Saltoniškių st. 29, Vilnius, Lithuania), held by Vretola Holdings Limited which consists of 6,856,500 (six million eight hundred fifty six thousand five hundred) ordinary registered shares LTL 1 (one litas) par value each.</i></p> <p><i>Value of the non-monetary contribution determined by the independent asset appraiser has to be no less than the issue price of the New Shares to be acquired.</i></p> <p><i>If not all the New Shares are subscribed for within the time limit the authorised capital of the Company may</i></p>	For	Against
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	<p><i>be increased by the nominal value of the subscribed shares. In this case the Board of the Company shall be authorised to decide if the increase of the authorised capital of the Company has still taken place disregarding that not all the New Shares were subscribed and (if so) the authorised capital of the Company shall be increased by the nominal value of the subscribed shares.</i></p> <p><i>To establish that the pre-emptive right of Company's shareholders to acquire the New Shares is withdrawn for the reasons, indicated in the announcement of the Company's Board of 19 February 2014 regarding withdrawal of the pre-emptive right of shareholders of the Company and rendering the right on acquisition of shares, i.e.: (i) aiming to extend crop activities conducted by the group of companies AB "Agrowill Group" as well as to launch a champignon growing business as well as other activities in connection therewith; (ii) taking into consideration that the Company intends to proceed with the capital increase by transferring the aforementioned non-monetary contributions of Baltic Champs Group, UAB and Vretola Holdings Limited (shares of the companies, held by them), and not by paying the shares by cash, as well as aiming (iii) that the capital increase of the Company is not dragged in time and aiming to have the necessary flexibility in the process, successful closing of which is dependable inter alia on the permissions of the respective state institutions and third parties for the transaction (e.g. Competition Council, creditors of the respective parties to the transaction), which may be not provided. Furthermore, this capital increase of the Company is being executed with an aim of expansion of activities conducted by the group of companies AB "Agrowill Group" by raising additional investments, and following the arrangements reached with the potential investors Baltic Champs Group, UAB and Vretola Holdings Limited regarding the shareholders' structure of the Company after its capital increase, capital increase without withdrawal of the pre-emptive right of the current Company's shareholders would not ensure such shareholders' structure. For this reason the transaction itself and indicated foreseen investments into the Company would not be executed at all.</i></p>		
<b>3. Increase of the number of the Board members of the Company</b>	<i>To increase the number of the Board members of the Company from 5 (five) to 7 (seven).</i>	For	Against
<b>4. Revocation of the current Supervisory Council of the Company and election of the new members of the</b>	<i>4.1. To revoke the current Supervisory Council of the Company in corpore.</i>	For	Against

Supervisory Council			
	<p>4.2. To elect the following persons as the new members of the Supervisory Council of the Company (shareholder shall have the number of votes equal to the number of votes carried by the shares he owns multiplied by the number of members of the Supervisory Council being elected (5). The shareholder shall distribute the votes at his own discretion, giving them to one or several candidates. The candidates who receive the largest number of votes shall be elected):</p> <p>(i) <u>Kestutis Juščius</u>; (name, surname)</p> <p>(ii) <u>Gediminas Žiemelis</u>; (name, surname)</p> <p>(iii) <u>Aurimas Sanikovas</u>; (name, surname)</p> <p>(iv) <u>Rimantas Rudzkis</u>; (name, surname)</p> <p>(v) <u>Romanas Kančauskas</u>. (name, surname)</p>	Number of votes, allocated by the shareholder for the offered candidates to the Supervisory Council members:	
<p><b>5. Amendments to the Articles of Association of the Company and approval of the new wording of Articles of Association</b></p>	<p>Taking into consideration the adopted decisions to increase the number of Board members of the Company, to increase the authorised capital of the Company as well as the requirements of the new wording of Law on Companies of the Republic of Lithuania, to approve the new wording of Articles of Association of the Company, which is annexed to the minutes of the meeting.</p> <p>To authorise (with the power to delegate) the General Manager of the Company to sign the new wording of Articles of Association of the Company as well as to sign any and all documents and execute any actions in order to register the new Supervisory Council members and the increase of the authorised capital of the Company with the Register of Legal Persons.</p> <p>If not all the New Shares are subscribed for during the intended share subscription period and the Board of the Company decides to hold that the increase of the authorised capital of the Company has still taken place, to obligate the Board of the Company to amend the amount of the authorised capital and the number of shares indicated in the Articles of Association of the Company accordingly.</p>	For	Against
<p><b>6. Admission of the new shares of the Company to trading on the regulated markets NASDAQ OMX Vilnius AB and on the Warsaw Stock</b></p>	<p>To initiate the admission of New Shares to trading on the regulated markets NASDAQ OMX Vilnius AB and on the Warsaw Stock Exchange and to authorise and obligate the Board of the Company to execute all the actions in connection therewith (including, without limitation, to prepare, approve and provide for approval of the Bank of Lithuania the prospectus of</p>	For	Against

<b>Exchange and granting of authorisations to the Board of the Company to execute all the actions in connection therewith</b>	<i>admission of the New Shares to trading on the indicated regulated markets).</i>		
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Regarding any other new draft decisions, not indicated above, to vote with all the held votes	For	Against
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We hereby confirm that we have familiarised in advance with the agenda of the General Meeting of Shareholders of the Company referred to in this Ballot Paper and the draft resolutions contained herein, therefore we may express in advance in writing the will of ..... as the shareholder of AB Agrowill Group in voting on the matters considered at the General Meeting of Shareholders. Having regard to our will expressed in writing on the agenda items of the General Meeting of Shareholders, it should be considered that ..... participated in the General Meeting of Shareholders of AB Agrowill Group, held on 13 March 2014.

Name, surname, position of the shareholder (its representative) \_\_\_\_\_

Date and signature of the shareholder (its representative) \_\_\_\_\_

Date, name and number of the authorisation to vote (in case the general ballot paper is signed not by the shareholder personally) \_\_\_\_\_