

**The Draft Decisions of The Ordinary General Meeting of Shareholders called on  
30 April, 2014**

**1. On presentation of the consolidated annual report of the Company for the year 2013.**

1.1. Taken for the information.

**2. On presentation of the auditor's report of the Company.**

2.1. Taken for the information.

**3. On approval of the Company's consolidated set of financial statements of the year 2013.**

3.1. Approve the Company's consolidated set of financial statements of the year 2013.

**4. On distribution of profit (loss) of the year 2013.**

	Amount (LTL thousand)
Retained earnings – profit (loss) transferred from prior reporting period	32,949
Net result for the reporting year – profit (lost)	20,336
The profit (loss) of the accounting financial year not recognized in the profit (loss) account	-
The transfers from the reserves	-
The shareholders contributions to cover the losses of the Company	-
Distributable result – profit at the end of the reporting period	53,285
Profit distribution:	
Transfers to legal reserve	-
Transfers to Company's shares acquire reserve	-
The share of profit allocated to other reserves;	-
For dividends	(4,014)
For annual payments (bonuses) for the Board members	-
Retained earnings – profit at the end of the reporting period	49,271

4.1. Approve Company's profit (loss) distribution for the year 2013 as provided above in the table.

4.2. Pay dividends in the amount of LTL 4,014,470 (EUR 1,162,670), one share of nominal value of 1 LTL shall receive LTL 0.127 (EUR 0.03678) dividend. Pay dividends to the shareholders within the term settled in Law of Companies of Republic of Lithuania.

**5. On approval of the audit company for the performance of the audit of the Company's and the Company's set of consolidated financial statements for the year 2014 and for the evaluation of the Company's consolidated annual report.**

5.1. Elect Ernst & Young Baltic UAB, company code 110878442, as the audit company which shall perform the Company's and the Company's set of consolidated financial statements audit for the year 2014 and shall evaluate Company's consolidated annual report.

**6. On establishment of the payment conditions for the audit services.**

6.1. Determine that the Company shall pay for the audit of Company's and Company's set of consolidated financial statements of year 2014 and for the evaluation of Company's consolidated annual report services EUR 49,988 (forty nine thousand nine hundred eighty eight euros), excluding VAT.

6.2. Authorize the Company's General Manager to conclude and sign the agreement for the audit services with Ernst & Young Baltic UAB and on his own discretion settle the other conditions of audit services agreement also conclude and sign other related documents and perform other actions in order to fulfill duly audit.

**7. On election of the Board Member of the Company**

7.1. To elect Jonas Janukėnas as a member of the Company's Board. Under the regulations of the 33 article of Law on Companies, the elected member of the Company's Board shall obtain his authority and start his

activity after Ordinary General Shareholders Meeting concludes and the term of the elected member of the Board shall continue till the end of tenure of the Board (30<sup>th</sup> April, 2017).

#### **8. Acquisition of the Company's shares**

8.1. Taking into account that the Company has a reserve of 6,000,000 LTL (1,737,720 EUR) to acquire the Company's own shares, in accordance with the conditions set out below, to enable the Board to organize and acquire the Company's own shares (ISIN code LT0000127375, CTS1L) through AB NASDAQ OMX Vilnius, in accordance to the rules, governing this market.

8.2. The purpose of shares acquisition - to stabilize the Company's share price and increase shares liquidity.

8.3. The maximum number of shares to be purchased - the nominal value of own shares to be purchased may not exceed 1/10 of authorized share capital (on the day of this decision the Company do not own its shares).

8.4. The period during which the Company may acquire its own shares - 18 months from the day of this decision.

8.5. Minimum price of the shares to be acquired – 3.45 LTL (1 EUR), maximum price for the shares to be acquired – 10.35 LT (3 EUR).

8.6. The shares that were acquired may be annulled or sold under condition that the minimum selling price will be equal to the purchase price. Equal opportunity for all shareholders to purchase shares that were acquired by the Company shall be guaranteed.

8.7. According to the decision of this General Shareholders Meeting and to Companies Law of Republic of Lithuania, the Board of the Company is authorized and committed to take all other decisions, related to time of shares buying of, final price fixing, as well as decisions on time of selling own shares that were acquired, price and proceed fixing, also to adopt any other decisions and issues, which are not covered by this General Shareholders Meeting decision.

#### **9. Regarding forced withdrawal from activities in St. Petersburg and Stavropol.**

9.1. Whereas:

- The Company's subsidiaries in Russia are facing pressure of local municipal authority due to tense international situation and Lithuania's position;

- Meanwhile, the Company's reputation and business activities in Lithuania suffer in result of baseless interpretations and public comments related to the fact that Company runs business in Russia.

9.2. Company's Shareholders oblige and authorize the Board of the Company to take following actions:

a) To organize and carry out the share sale process of companies in St. Petersburg and Stavropol by its discretion, including but not limited to, achieving the necessary decisions, execution of documents, taking all actions that are necessary for signing share purchase and sale contracts and other agreements.

b) Regarding circumstances mentioned above, by discretion of the Board, to determine and approve the final list, price and other conditions for traded companies, operating in St. Petersburg and Stavropol.

9.3. To authorize and oblige the General Director Jonas Janukėnas, to conclude and sign all necessary documents, agreements in order to implement above adopted decisions by the Shareholders and the Board of the Company.