

# THE COMPANY GROUP ALITA, AB The Consolidated Interim Report For the Six months period ended 30 June 2015

(UNAUDITED)

The concepts spelt in the capital letter throughout the 1<sup>st</sup> half year of 2015 Interim Report shall have the meaning defined in the list below, unless the context provides otherwise. This list contains the main concepts used throughout the Interim Report. The text of the Interim Report may provide explanations or definitions of other concepts as well.

'Company' or 'Issuer' means a public company, established and acting pursuant to the laws of the Republic of Lithuania, the Company Group ALITA, AB.

'Companies of Group' includes: Company Group ALITA, AB and Anykščių vynas AB.

'The Interim Report' means this document containing all relevant information for the public as specified in legal acts concerning disclosure of information about the Company.

#### 1. MAIN INFORMATION ABOUT THE ISSUER

#### 1.1. Reporting period covered by this Interim Report

The Interim Report was drawn up for the period from 1 January, 2015 to 30 June, 2015.

#### 1.2. The issuer and its contact information

Name: Company Group ALITA, AB

Legal form: public company

Date and place of registration: 7 October 2009, Centre of Registers, Alytus branch office

Company code: 302444238

Register, in which data about the entity are

accumulated and stored: Centre of Registers, Alytus branch office

Office address: Miškininkų St. 17, Alytus, LT-62200, Lithuania

 Tel.:
 (8 315) 5 72 43

 Fax:
 (8 315) 7 94 67

 E-mail:
 mailto:alita@alita.lt

The subsidiary of the issuer and its contact information:

Name: Anykščių vynas AB Legal form: public company

Date and place of registration: 21 November 1990, Centre of Registers, Utena branch office

Date and place of re-registration: 28 July 2004, Centre of Registers, Utena branch office

Registration number: BI 97-340 Company code: 254111650

Office address: Dariaus ir Girėno St. 8, Anykščiai, LT-29131

 Tel.:
 (8 381) 50 233

 Fax:
 (8 381) 50 350

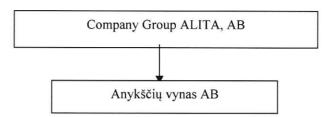
 E-mail:
 info@anvynas.lt

 Website:
 www.anvynas.lt

# 1.3. Type of the Issuer's principal activities and its organizational structure

The Company Group ALITA, AB and Anykščių vynas AB are engaged in production and sale of alcoholic drinks and concentrated apple juice. The Group produces and distributes sparkling wines, carbonated wine drinks, alcohol cocktails, cider, natural and fortified fruit wines, vodka, brandy, bitters, strong grain drinks and concentrated fruit juice.

Organizational structure of the Company Group ALITA, AB:



# The Company Group ALITA, AB has a representative office in Latvia. Contact data of the representative office are provided below:

Name:

Legal form:

Date and place of registration:

Registration number:

Company code:

Office address:

Tel.:

Fax.:

E-mail:

The Company Group ALITA, AB

representative office

1 December 2006 in Riga P 001193

40006011900

Ūnijas iela 74-1d, LV-1084, Riga

(371) 7 283 153 (371) 7 240 425 alita@alita.lv

The Company also owns UAB "A.L.D." that filed for bankruptcy in 2011 and was declared bankrupt during the same year.

#### 1.4. Information about agreements with intermediaries of public trading in securities

On 7 October 2009, the Company Group ALITA, AB signed an agreement on management of securities accounting with Swedbank, AB, represented by the Department of Operations with Securities (company code 112029651, address: Konstitucijos 20A, Vilnius, LT-03502, tel.: (+370 5) 258 24 85, fax.: (+370 5) 258 21 70).

Anykščių vynas AB signed an agreement with Swedbank, AB on management of securities accounting with this intermediary of public trading in securities as early as 29 June 2004.

# 1.5. Data on trading of the Issuer's securities in regulated markets

# Data on the Company Group ALITA, AB securities trading

On 4 January 2010, the securities issued by the Company Group ALITA, AB were admitted to the Secondary List of NASDAQ OMX Vilnius, following the decision of the Board of 23 December 2009 (Minutes No 108). The shares of the Company Group ALITA, AB are divided in two parts: 3,126,000 (three million one hundred twenty six thousand) units have ISIN code LT0000128266, ticker AGP1L, and 16,874,000 (sixteen million eight hundred seventy four thousand) units have ISIN code LT0000128589. The total value of shares amounted to 5 800 000 (five million eight hundred thousand) EUR, 1 nominal value of one share is equal to 0.29 EUR. Shares with ISIN code LT0000128589 are not traded in NASDAQ OMX Vilnius.

During the 1st half of the year 2015, the Company Group ALITA, AB had not acquired its own shares.

# The information about securities transactions of Anykščių vynas AB

On 3 July 1995, ordinary registered shares of Anykščių vynas AB were included into the NASDAQ OMX Vilnius Secondary List. On June 30<sup>th</sup> there were 20,000,000 (twenty million) ordinary registered shares of Anykščių vynas AB of EUR 0.29 nominal value of each of it. The total value of shares amounted to 5 800 000 (five million eight hundred thousand) EUR. The ISIN code of these shares is LT0000112773 and the ticker is ANK1L.

During the 1<sup>st</sup> half of the year 2015, Anykščių vynas AB had not acquired its own shares.

#### 2. OTHER INFORMATION ABOUT THE ISSUER

#### 2.1. The composition of the Issuer's authorized capital

The authorized capital of the Company Group ALITA, AB is EUR 5,800,000 (five million eight hundred thousand).

The composition of the authorized capital of the Company Group ALITA, AB by the type of the shares as at 30 June 2015:

Type of shares	Number of shares	Nominal value, EUR	Total nominal value, EUR	Portion in the authorized capital, %
Ordinary registered				•
shares	20,000,000	0.29	5,800,000	100.00
Total:	20,000,000	-	5, 800,000	100.00

All shares of the Company Group ALITA, AB are fully paid up. Each fully paid-up share gives its owner one vote in the General Shareholders Meeting.

The composition of the authorized capital of Anykščių vynas AB by type of the shares as at 30 June 2015:

Type of shares	Number of shares	Nominal value, EUR	Total nominal value, LTL	Portion in the authorized capital, %
Ordinary registered				
shares	20,000,000	0.29	5,800,000	100.00
Total:	20,000,000	-	5,800,000	100.00

All shares of Anykščių vynas AB are fully paid up. Each fully paid-up share gives its owner one vote in the General Shareholders Meeting.

#### 2.2. Restrictions on transferability of the securities

There are no restrictions on transferability of the shares of the Company Group ALITA, AB.

There are no mutual agreements of the shareholders of which the Issuer is aware and which might result in the restriction of the share transferability and/or voting.

There are no restrictions on transferability of the shares of Anykščių vynas AB.

# 2.3. Information about the principal investments made during reporting period

The management and the shareholders are active in order to ensure the financial stability of the Company, to balance the cash flows. Over the past few years many funds have been provided for investments and many production improvement and efficiency issues were solved. Group's needs for investments were as follows: amount of investments of the Company Group ALITA, AB during the 1<sup>st</sup> half of the year 2015 was 39.2 thousand EUR (most of this was made in production equipment, purchasing new brands and IT section) and Anykščių vynas AB had investments for 4.6 thousand EUR (most of this was made in production equipment improvement, and IT section).

#### 2.4. Information about shareholders

On 30 June 2015, the Company Group ALITA, AB had listed 412 shareholders.

On 30 June 2015, the following shareholders of the Company Group ALITA, AB held 5% or more of the Company's authorized capital:

Name, surname/ company name, legal form, office address, registration code	Number of ordinary registered shares held by the right of ownership, units	Portion of the authorized capital held, %	Portion of the votes attaching to the shares held by the right of ownership, %
"MINERALINIAI VANDENYS", UAB	19,892,613	99.46	99.46

The main shareholder of the Company, UAB Mineraliniai Vandenys is indirectly owned by UAB Koncernas MG Baltic.

On 30 June 2015, other shareholders together held 107,387 of the Company's shares. Their holdings accounted for 0.54% of all outstanding shares and votes attaching to them.

There are no shareholders with the special rights of the control.

There are no shareholders with restricted voting rights.

#### 2.5. Information about mutual agreements of the shareholders

There are no mutual agreements of the shareholders of which the Issuer is aware and which might result in the restriction of the share transferability and/or voting rights.

# 2.6. Information about the authorized capital of the other companies in hand

Information about the companies with the capital directly or indirectly owned by the Company Group ALITA, AB on 30 June 2015, when this part of the capital could have a strong impact valuating the Company's owned property, liabilities, financial position, loss and profit:

Name of the company	Proportion of shares owned, %	Proportion of votes held, %
Anykščių vynas AB	95.35	95.35
Šiaulių bankas AB	2.95	2.95

On 30 June 2015 the Company Group ALITA, AB held 19,070,697 units (or 95.35%) of the ordinary registered shares of its subsidiary Anykščių vynas AB, with the nominal value of EUR 0.29. On 30 June 2015, 929,303 units (or 4.65%) of shares of Anykščių vynas AB were owned by other minority shareholders.

Financial results of Anykščių vynas AB are consolidated with the Company's results drawing up the consolidated financial statements.

On 30 June 2015, the Company had a holding of 8,640,230 (or 2.95%) ordinary registered shares of Šiaulių bankas AB, in the nominal value of EUR 0.29 each. The changes in fair value of Šiaulių bankas AB shares are estimated in the Company's accounting with reference to the market value of Šiaulių bankas AB shares estimated at the reporting day. The revaluation of Šiaulių bankas AB shares is recorded in other comprehensive income.

# 2.7. Information about employees

The total number of personnel of the Group:

31 December 2014	30 June 2015
242	231

The dynamics of average number of employees and average monthly salary (without compensations) of the Company Group ALITA, AB during the year 2014 and the 1<sup>st</sup> half of year 2015 by personnel groups:

		2014			The 1st half of year 2015		
Personnel	Average number of employees	%	Average salary	Average number of employees	%	Average salary	
Managers	11	6.7	3,808	10	6.1	10,743	
Specialists and officials	73	44.5	1,036	73	44.8	975	
Workers	80	48.8	586	80	49.1	583	
Total:	164	100	1,000	163	100	1.391	

The average number of employees practically unchanged. The average salary increased by EUR 391 or 39.1%. The average salary increased due to result of annual bonus for the 2014 achieved results.

The structure of employees of the Company Group ALITA, AB by education as at 31 December 2014 and 30 June 2015:

	31/12/20	14	30/06/2015		
Employees education	Number of employees	%	Number of employees	%	
University degree	75	42.6	70	42.9	
College	45	25.6	43	26.4	
Secondary	55	31.2	49	30.1	
Unfinished secondary	1	0.6	1	0.6	
Total:	176	100	163	100	

The Company has the Collective Agreement; the Trade Union of Lithuanian Food Producers Workers' Committee is established.

The employment contracts or collective agreement do not include any special rights or special positions of employees of the Company Group ALITA, AB.

The comparative data about the personnel of Anykščių vynas AB is presented below:

The dynamics of average number of employees and average monthly salary EUR (without compensations) of ANYKŠČIŲ VYNAS AB during the year 2014 and the 1<sup>st</sup> half of year 2015 by personnel groups:

	2014			The 1st half of year 2015		
Personnel	Average number of employees	%	Average salary	Average number of employees	%	Average salary
Managers	2	2.9	1,768	2	2.9	2,023
Specialists and officials	23	33.3	580	23	32.9	613
Workers	44	63.8	425	45	64.2	407
Total:	69	100	515	70	100	520

The average number of employees practically unchanged. The average salary increased by EUR 5. The average salary increased due to result of annual bonus for the 2014 achieved results.

ANYKŠČIŲ VYNAS AB employees's structure comparison by education as at 31 December 2014 and 31 December 2013:

	31 12 2014		31 12 2013		
Employees education	Number of employees	%	Number of employees	%	
University degree	17	25.8	18	27.3	
College	22	33.3	21	31.8	
Secondary	26	39.4	26	39.4	
Unfinished secondary	1	1.5	1	1.5	
Total:	66	100	66	100	

The Company has the Collective Agreement; the Trade Union of Lithuanian Food Producers Committee and workers Union "Solidarumas" Committee are established.

The employment contracts or collective agreement do not include any special rights or special positions of employees of the Anykščių Vynas AB.

#### 2.8. Powers of Issuer's bodies to issue and buy Issuer's shares

There were no powers of attorney for Issuer's bodies to issue or buy Issuer's shares during the 1st half of the year 2015.

#### 2.9. Information about the members of supervision and managing bodies, Chief Financial Officer

### General information about the Company's managing bodies

Under the valid Articles of Association of the Company Group ALITA, AB the management and supervision bodies are:

The General Shareholders Meeting;

The Supervisory Board (elected by the General Shareholders Meeting of 3 members for 4 years);

The Board (elected by the Supervisory Board: 4 members for 4 years);

The Chief Executive Officer (General Director) who is elected by the Company's Board.

The Company's Articles of Association may be amended by the decision of the General Shareholders Meeting which would be adopted by a qualified majority of vote of at least 2/3 of all the votes carried by the shares of the shareholders attending the meeting, whose shares grant them more than ½ of all votes.

The General Shareholders Meeting works under the competence set by the Company Law of the Republic of Lithuania and by the Articles of Association of the Company Group ALITA.

The Supervisory Board is the collegial supervision body. The Chairman is elected from the Supervisory Board members. The Supervisory Board members' tenure is unlimited.

The Board is a collegial management body. The Chairman of the Board is elected from the Board members. The Board members' tenure is unlimited.

The Company's Supervisory Board and the Board carry out functions assigned by the legislation and Articles of Association.

The General Director has the competence foreseen by the Company Law of the Republic of Lithuania and Articles of Association of the Company. The Manager of the Company approves the rules of procedures of Administration, organizes daily activities of the Company and represents the Company in the relationships with the third parties and has other duties.

### Other information about the Company's managing bodies

#### The Supervisory Board:

Name, surname	Position	Beginning of term	End of term
Raimondas Kurlianskis	Chairman	06/02/2015	06/02-2019
Inga Žemkauskienė	Member	06/02/2015	06/02-2019
Dalius Balceris	Member	06/02/2015	06/02-2019
Leena Maria Saarinen	Chairman	03/10/2011	05/12/2014
Vytautas Junevičius	Member	03/10/2011	05/12/2014
Jan Aberg	Member	03/10/2011	05/12/2014

The additional information about the current Supervisory Board members:

#### Raimondas Kurlianskis

Education University degree, Vilnius University, Faculty of Economics, Labour Economy;

Vilnius University, International Business School, Administration of International Business

Participation in other companies' activities:

Vice-president and Board member of the MG Baltic group.

General Director and Board of MG Baltic Media, UAB

Director and Chairman of the board of Alfa Media, UAB

Board member of MG Baltic Investment UAB,

Chairman of the board of UPG Baltic UAB,

Chairman of the board Mediafon UAB,

Chairman of the board Laisvas ir nepriklausomas kanalas UAB,

Chairman of the Supervisory Council of ANYKŠČIU VYNAS, AB,

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

# Inga Žemkauskienė

Education: University degree, Vilnius University, Faculty of Law; specialisation-civil law.

Participation in other companies' activities:

Attorney at Law and partner at law firm Raulynaitis, Žemkauskienė and Partners

Lecturer of civil procedure at Mykolas Romeris University.

Member of the Supervisory Council of STUMBRAS, AB

Member of the Supervisory Council of ANYKŠČIŲ VYNAS, AB,

She does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

#### **Dalius Balceris**

Education - University degree, Vilnius University, Faculty of Law; specialisation-civil law

Participation in other companies' activities:

Attorney at Law and partner at law firm Raulynaitis, Žemkauskienė and Partners

Member of the Supervisory Council of STUMBRAS, AB

Member of the Supervisory Council of ANYKŠČIŲ VYNAS, AB,

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

During the 1<sup>st</sup> half of the year 2015 no loans were granted to, guaranties issued to or sureties granted for the obligations of the members of the Supervisory Board.

#### The Board:

Name, surname	Position	Beginning of term	End of term
Vidas Lazickas	Chairman	05/12/2014	05/12/2018
Justas Rameika	Member	05/12/2014	05/12/2018
Romanas Raulynaitis	Member	05/12/2014	05/12/2018
Marijus Strončikas	Member	05/12/2014	05/12/2018

The additional information about the Board members:

#### Vidas Lazickas

Education: University degree, Vilnius Construction Technical School, Industrial and Civil Contraction.

Vilnius University, Faculty of Economics, Management and Arrangement of Production.

Participation in other companies' activities:

Director of Economy and Finances and Board member of the of the MG Baltic group,

Director and Board member of Minvista UAB,

Director of Eminta UAB,

Board member of MG Baltic trade UAB,

Board member of Apranga APB,

Board member of Laisvas ir nepriklausomas kanalas UAB,,

Board member of MG Baltic Media UAB,

Board member of MV Eesti OU,

Board member of MV Latvia SIA,

Board member of MV Poland S.P. z.o.o,

Board member of MG Valda UAB,

Chairman of the board of Anykščiu vynas AB,

Chairman of the board of Mitnija UAB

Director of Euvalda UAB.

Chief accountant Extera UAB.

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

#### Justas Rameika

Education: University degree, Vilnius University, Faculty of Economics; Europese Hogeschool Brussel, Faculty of Economics; Vilnius University, Business Management.

Participation in other companies' activities:

Chief financial officer of JSC MG Baltic Trade;

Finance controller of MG Baltic Group;

Board member of Alfa Media UAB,

Board member of UPG Baltic UAB,

Board member of Minvista UAB,

Board member of MV Poland S.P. z.o.o,

Board member of Anykščių vynas, AB,

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

#### **ROMANAS RAULYNAITIS**

Education: University degree, Vilnius University, Faculty of Economics; Vilnius University, Faculty of Law; Vilnius University, Faculty of History.

Participation in other companies' activities:

Lawyer and partner of lawyer firm Raulynaitis, Žemkauskienė ir partneriai;

Board member of MG Baltic group;

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

# Marijus Strončikas

Education: University degree y, Kaunas University of Technology (KTU), Informatics, Master; Baltic Institute of Corporate Governance (BICG), Professional Board Member (Executive education).

Participation in other companies' activities:

IT and Purchasing Director at MG Baltic Group;

Board member of Apranga APB,

Board member of Anykščių vynas, AB,

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

During the 1<sup>st</sup> half of the year 2015 no loans were granted to, guaranties issued to or sureties granted for the obligations of the members of the Board members.

#### Head of the Company (the General Director) and Chief Accountant:

Name, surname	Position	Beginning of term	End of term
Česlovas Matulevičius	General Director	10/02/2015	
Vaidas Mickus	General Director	23/07/2012	09/02/2015
Justinas Damašas	Finance and IT Director	18/02/2013	01/04/2015
Voldemaras Kallo	Finance and IT Director	01/04/2015	
Alina Miežiūnienė	Chief Accountant	07/10/2009	

Additional information about the current General Director and Chief Accountant:

#### Česlovas Matulevičius.

Education: University degree.

Participation in other companies' activities:

General Director and Board Member of Stumbras AB,

Board Member of Mineraliniai Vandenys UAB,

Board Member of MV Eesti OU,

Board Member of MV Latvia SIA.

Board Member of MV Poland S.P. z.o.o,

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

#### Voldemaras Kallo - Finance and IT Director.

Education: University degree. Vilnius University, Faculty of Economics

Participation in other companies' activities:

Finance Director of STUMBRAS, AB,

Board member of MV Eesti OU,

Board member of MV Latvia SIA,

Board member of MV Poland S.P. z.o.o,

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

# Alina Miežiūnienė - Chief Accountant.

Education - University degree (Accounting and Auditing, the Economist).

She does not own any shares in Company Group ALITA, AB and AB ANYKŠČIŲ VYNAS.

#### Additional information about the former General Director and Finance and IT Director:

#### Vaidas Mickus - General Director.

Education: University degree (Business Administration - Bachelor, Accounting and Audit - Master's degree).

Finance & IT Director of the Company group ALITA, AB from 24/05/2012 to 23/07/2012; the CEO of the Company Group ALITA, AB since 24/07/2012 to 09/02/2015.

Participation in other companies' activities:

Board member of ANYKŠČIU VYNAS AB since 26/07/2012 to 05/12/2014.

He had no any shares in Company Group ALITA, AB and ANYKŠČIU VYNAS AB.

#### Justinas Damašas - Finance and IT Director.

Education – University degree (Management and Business Administration – the Bachelor's and Master's degree). He had no shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB

The General Director of the Company, the Finance and IT Director and Chief Accountant are paid a salary in accordance with their employment agreements and are ensured all social guarantees as prescribed by the Collective Agreement.

The information about estimated average amounts for the Company's one member of the Supervisory Board, the Board and the Administration during the year 2014 and the 1st half of the year 2015.

	Average members number during the period		Benefits for carrying out the Supervisory Board or the Board member functions, thousand EUR		Salary and related benefits, thousand EUR		Other benefits, thousand EUR		Average benefits for one member, thousand EUR per month*	
	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015
Supervisory Board members	3	3	-	-	72.0	-	-	_	26.2	-
Board members	3	4	-	-	148.6	-	-	-	48.3	-
Administration members	3	3	-	-	178.8	248.7	6.1	41.3	61.6	96.7

<sup>\*</sup> Average numbers estimated by accurate actual average number during the relevant period.

#### The subsidiary company's Anykščių vynas AB managing bodies

Under the Articles of Association of ANYKŠČIŲ VYNAS AB, which were valid untill 22 January 2015 the Company's management bodies were:

- The General Shareholders Meeting;
- The Board (elected of 4 members for 4 years);
- The Company's Manager (Director), who is elected or recalled by the Company's Board.

On 22 January 2015 extraordinary shareholders meeting of ANYKŠČIŲ VYNAS AB approved the new bylaws that were on the same date registered in the Register of Legal Entities. The new bylaws contain the following governing bodies:

The General Shareholders Meeting;

The Supervisory Board (of 3 members elected for 4 years by the General Shareholders Meeting);

The Board (elected by the Supervisory Board: 3 members for 4 years);

The Head of the Company (Director) who is elected by the Company's Board.

The General Shareholders Meeting works under the competence set by the Company Law of the Republic of Lithuania and by ANYKŠČIŲ VYNAS AB Articles of Association.

The Company's Articles of Association may be amended only by resolution of the General Shareholders Meeting passed by at least 2/3 majority vote of the shareholders persent at the General Meeting following the order provided for in the Law on Companies.

The Supervisory Board is the collegial supervision body 3 members elected for 4 years by the General Shareholders Meeting. The Chairman is elected from the Supervisory Board members. The Supervisory Board members' tenure is unlimited.

The Board is a collegial management body 3 members, elected for 4 year by the Supervisory Board. The Chairman of the Board is elected from the Board members. The Board members tenure is unlimited.

The Head of the Company – Director is a sole Company's governing body, whose competence is forseen by the Company Law of the Republic of Lithuania and Articles of Association of the Company. The Head of the Company is elected and dismissed by the Board. The Head of the Company approves the Rules of Administration Work, organizes daily activities of the Company and represents the Company in the relationships with the third parties, and performs other functions prescribed by the bylaws.

#### 2.9.2. Other information about the Company's managing bodies

#### The Supervisory Board:

Name, surname	Position	Beginning of term	End of term		
Raimondas Kurlianskis	Chairman	06/02/2015	06/02-2019		
Inga Žemkauskienė	Member	06/02/2015	06/02-2019		
Dalius Balceris	Member	06/02/2015	06/02-2019		

Additional information about the current Supervisory Board members is presented under the additional information about the managing members of the Company Group ALITA, AB.

#### The Board:

Name, surname	Position	Beginning of term	End of term
Vidas Lazickas	Chairman	22/01/2015	22/01/2019
Justas Rameika	Member	22/01/2015	22/01/2019
Marijus Strončikas	Member	22/01/2015	22/01/2019
Vytautas Junevičius	Chairman	26/04/2012	05/12/2014
Vaidas Mickus	Member	26/07/2012	05/12/2014
Audrius Zuzevičius	Member	09/11/2012	05/12/2014

Additional information about the current Board members is presented under the additional information about the managing members of the Company Group ALITA, AB.

During the 1<sup>st</sup> half of the year 2015 Board members of Anykščių vynas AB were not granted any loans, no guaranties were issued and no sureties were granted to cover their obligations.

# Head of the Company (the General Manager) and Chief Accountant of Anykščių vynas AB:

Name, surname	Position	Beginning of term	End of term
Audrius Zuzevičius	General Manager	20/01/2012	
Audronė Zemlevičienė	Chief Accountant	19/05/2005	

#### Audrius Zuzevičius

Education: University degree (engineer – mechanic).

He does not own any shares in Company Group ALITA, AB and ANYKŠČIŲ VYNAS AB.

#### Audronė Zemlevičienė

Education: University degree (Economics).

She does not own any shares in Company Group ALITA, AB and ANYKŠČIU VYNAS AB

The General Manager of the company and Chief Accountant are paid a salary in accordance with their employment agreements and they are ensured all social guarantees as prescribed by the Collective Agreement.

The information about estimated average amounts for the Company's one member of the Supervisory Board, the Board and the Administration during the year 2014 and the 1st half of the year 2015

	Average members number during the period		Benefits for carrying out the Supervisory Board or the Board member functions, thousand EUR		Salary and related benefits, thousand EUR		Other benefits, thousand EUR		Average benefits for one member, thousand EUR per month*	
	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015
Supervisory Board members		3	-	_	-		-	-	-	5 <b>=</b> .
Board members	3	3	-	-	24.7	-		-	9.0	
Administration members	2	2	. <del></del>		42.4	24.3	-	-	21.2	12.1

#### 2.10. The Audit committee

On 29 September 2009 the Shareholders of the Company voted for an Audit committee for the term of 4 years.

The Shareholder meeting also approved these main functions of the Audit committee:

- submit to the Board of the Company recommendations concerning the selection, appointment, repeated appointment or dismissal of the external auditor, and the terms of the agreement with an audit firm;
- monitor the external audit process;
- monitor the compliance by the external auditor and the audit firm with the principles of independence and objectivity;
- monitor the financial reporting process;
- forthwith notify the Manager of the Company of the information provided by the audit firm to the Audit Committee on audit-related issues, particularly in case when material deficiencies related to financial statements are established;
- perform other functions prescribed by the relevant legal acts of the Republic of Lithuania and the guidelines contained in the Corporate Governance Code for the companies listed at NASDAQ OMX Vilnius.

On 19 April 2013 the General Shareholders Meeting made a decision to cancel the Company's Audit Committee and all its members, and delegate all its statutory functions to the Supervisory Board.

No Audit Committee is formed in ANYKŠČIŲ VYNAS AB. The role of the Audit Committee, according to the Law of Audit, was performed by the parent company's Company Group ALITA AB Audit Committee till 19 April 2013. From 19 April 2013, according to the decision of the Company's Group ALITA AB General Shareholders Meeting, the role of the Audit Committee was delegated to the Supervisory Board of the Company's Group ALITA AB.

# 2.11. Significant agreements and related party transactions

A related party is a person or entity that is related to the Company. A person or a close member of that person's family is related to the Company if that person has control or joint control over the Company, has significant influence over the Company or is a member of the key management personnel of the Company or of a parent of the Company. An entity is related to the Company if they are members of the same group, the entity is controlled or jointly controlled by a related person, a related person has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) or other cases as described by IAS 24.

The Company and its employees are related by employment relations, on the basis of which the employees of the Company are paid their salaries, are granted annual (or shorter period) and long term incentive bonuses dependant on the achievement of the results.

The Company has signed a distribution agreement with the main shareholder UAB Mineraliniai Vandenys. No other material transactions or deals have been concluded with the shareholders, employees, members of the Board, members of the Supervisory Board or their immediate relatives.

The Company has also concluded a number of agreements with other associated persons that are significant for the operations of the Company and/or those associated persons. The agreements are surety agreements, contracts on the purchase-sale of goods or the service provision transactions.

### Sureties between the companies of the Group

Information about the surety contracts between the Group and also other sureties is presented in Note 9 to the Interim consolidated unaudited financial statements.

#### 2.12. Agreements of the issuer, its bodies, committee members or employees

The Company's collective agreement and/or separate agreements with the company's employees provide for compensations which under certain conditions are paid to the employees upon their leave from work or if they are dismissed without a due reason or in case of termination of their employment due to change in the issuer's control.

#### 2.13. Information about other significant agreements between related parties

The information about significant agreements between related parties and transactions with the related parties of the previous periods and of the period of the 1<sup>st</sup> half of the year 2015 is published in the Interim consolidated unaudited financial statements and in the financial statements for the previous years of the Company Group ALITA, AB, which can be found at <a href="https://www.nasdaqomxbaltic.com">www.nasdaqomxbaltic.com</a> or <a href="https://www.nasdaqomxbaltic.com">www.nasdaqomxbaltic.com</a> or <a href="ht

### 2.14. Data about the publicly disclosed information

The Company, complying with governing legislation regarding the securities market, published the following information at NASDAQ OMX Vilnius website <a href="www.nasdaqomx.com/vilnius">www.nasdaqomx.com/vilnius</a> and at the website of the Company Group ALITA, AB <a href="www.alita.lt/investuotojams">www.alita.lt/investuotojams</a>:

Date	Name of the notification
12.01.2015	Ruling of the Supreme Court of Lithuania regarding upholding of the decision of Lithuanian Court of Appeals of 14 March 2014 and dismissal of the claim of minority shareholder Plass Investments Limited was received
13.01.2015	Notification regarding approval of the circular of the mandatory tender offer
15.01.2015	Regarding the announcement of the non-competitive mandatory tender offer circular
15.01.2015	Regarding convocation of Extraordinary General Meeting of Shareholders of Company group ALITA AB
15.01.2015	Regarding the adopted decisions of the Board of Company group ALITA AB, related to the Extraordinary General Meeting of Shareholders, being convened
23.01.2015	Opinion of the board of Company group ALITA AB about the announced mandatory non- competitive official offer to buy shares of the company
05.02.2015	The report on the implementation of mandatory non-competitive tender offer was received
06.02.2015	Decisions of an Extraordinary General Meeting of Shareholders of Company group ALITA, AB
09.02.2015	Regarding revocation of the general manager of the company, appointment of a new general manager and chairman of the supervisory council
17.02.2015	Registration of the new wording of articles of association of the company
27.02.2015	Consolidated non-audited results of Company Group ALITA, AB for the 12 months of 2014 year
31.03.2015	Regarding convocation of Annual General Meeting of Shareholders of Company group ALITA AB
31.03.2015	Regarding the adopted decisions of the Board of Company group ALITA AB, related to the Annual General Meeting of Shareholders, being convened
31.03.2015	Notice on the intent to remove the shares of Company group ALITA AB from AB NASDAQ OMX Vilnius stock exchange secondary list and to suspend public offer of shares
22.04.2015	Decisions of annual general meeting of shareholders of Company group "ALITA", AB
22.04.2015	Company Group ALITA AB annual information for the year 2014

23.04.2015 24.04.2015	Notification on intent to submit official tender offer re shares of Company Group ALITA AB Notification on intent to submit official tender offer re shares of ANYKSCIU VYNAS AB
29.04.2015	Signing of a loan contract
18.05.2015	Notification regarding approval of the circular of the tender offer to buy shares of AB "ANYKŠČIŲ VYNAS"
18.05.2015	Notification regarding approval of the circular of the tender offer
19.05.2015	Notification regarding the announcement of the tender offer circular to buy up the shares of AB "ANYKŠČIŲ VYNAS"
19.05.2015	Regarding the announcement of the tender offer circular to buy up the shares of Company Group ALITA, AB
26.05.2015	Opinion of the board of Company group ALITA AB about the announced official offer to buy shares of the company
29.05.2015	Consolidated non-audited results of Company Group ALITA, AB for the 3 months of 2015 year
05.06.2015	Notification regarding the sale of company's vodka and bitters business part
05.06.2015	Notification regarding the sale of company's vodka and bitters business part (updated information)
09.06.2015	The notification regarding the report on the implementation of tender offer to buy the shares of AB Anykščių vynas
09.06.2015	The report on the implementation of tender offer was received
07.07.2015	Re submission of an request to remove from stock exchange secondary list
13.07.2015	Delisting of Company Group "ALITA", AB shares from Nasdaq OMX Vilnius Secondary list

#### 2.15 The risk factors related with the Issuer's activity

The main risk factors which had an impact on the Company's economic-financial performance during the 1<sup>st</sup> half of the year 2015 and which are significant for its future:

#### Legal risk

The Company's activities and sales both on the local and foreign markets may be affected by the state policy and future decisions concerning the increase in excise duty, customs, product marking, other requirements for the products or production processes, restrictions on advertising and retail trade, and decisions taken by the courts or arbitrations.

Failure to timely adjust to the requirements of new legal acts or decisions, regulating production and trading in alcoholic beverages, e.g. for quality, marking, packaging, may temporarily reduce the production volumes, which, in its turn, may have an effect on the Company's business prospects and cause contingent expenses for the fulfilment of liabilities or payment of penalties.

#### Consumption

Most of the Company's brand names are well known in the local market. The Company's ability to retain competitiveness of its brands depends on its success to offer the consumers the product which they find attractive. But the consumers' preferences toward certain product may change due to social or economic factors.

The general economic situation and a decrease on the income level per person as well as additional taxes influence the consumption habits. Consumers may choose cheaper products produced by the Company or its competitors. Increased competition in the market of alcoholic beverages encourages a decrease in a general price level.

#### Market risk. Currency rates

The Company's functional currency starting 1 January, 2015 is EUR. The Company is exposed to the currency risk in respect of procurement and borrowing from banks as well as due to sales and accounts receivable in other currencies than Euro.

#### Procurement

Global changes in the demand and supply, the uncertainty about the natural and weather conditions and (or) government policies may cause price fluctuations of the main raw materials used in the production of alcoholic drinks. Such unpredictable fluctuations in the price for raw materials and packaging may have an adverse effect on the Company's performance results.

Energy resources used by the Company are natural gas, electricity and water. Procurement prices of some of the resources on the domestic market depend on the trends on the global energy markets.

#### Seasonality

The pronounced seasonality affects only products made from apples, which supply directly depends on natural conditions and sales volume depends on the prices in the European market.

#### Credit risk

Due to the specific activity the Company is exposed to a large credit risk: over 86% of its turnover falls to a few major wholesale customers. The Company applies procedures, ensuring assessment and monitoring of the customers' credibility as well as encouragement of more favourable terms of settlement. The Company does not guarantee for the other parties trading obligations.

#### Financial risk

On 30 June 2015 the Group companies had 12.1 million EUR of long-term loans and leasing liabilities and 5.5 million EUR of short-term loans and leasing liabilities. The current level of the Company's financial debt may affect that the additional attraction of the loaned capital to carry out the future financial demands could be relatively complicated and/or relatively expensive.

More information about the Company's loans and interest rates during the 1<sup>st</sup> half of the year 2015 is presented in Note 9 to the Interim consolidated unaudited financial statements.

# Top management and high qualification employees

The ability of both the Company and its subsidiary to keep up in the competitive environment and implement a long-term strategy depends mostly on the experience, knowledge, personal qualities of the top management and the high qualification employees. The Company's ability to attract and hire managers and employees of supreme qualification is part of the success. Under the conditions of a constant fierce competition for the high quality staff there is a possibility that the Company's managers and main employees may decide to change jobs. A loss of such employees or the Company's inability to hire new managers with adequate know-how and qualifications or a shortage of such persons on the market may have an adverse effect on the prospects, financial status and performance of all companies of the Group.

### Environmental protection

In their activities the companies of the Group must comply with various rules of the environmental protection, regulating the use, marking and storage of various harmful substances used in the activities of the Group. These rules obligate the companies to implement procedures and technologies that allow proper management of any hazardous substances, provides for the liability of management and elimination of the pollution of the environment. Besides the liability for the current activities, the companies of the Group may have to cover the damages brought by its past activities if it were proved that it was detrimental to the environment. Also, any changes in the regulations in the area of the environment, both on the national and international level, may obligate the companies of the Group to take measures to comply with the newly set standards. These activities may also have a negative effect on the activities, financial status and performance of the companies of the Group.

#### Quality of the Products

Real or hypothetical risks related to the quality and safety of the products or their effects on health may result in the liability of the companies of the Group and adversely affect their activities and reputation. Despite all control mechanisms applied in the activities of the companies of the Group, there are no warranties or guarantees that one or other product thereof may be recognised as failing to meet high quality standards or not suitable for further processing and consumption. Therefore, the companies may be forced to cancel production of such products or destroy them where such products would be hazardous to consumers' health. In the case of cancelation of a large part of the products or any claims for compensation of the damage due to the consumption of such products may result in long-term restrictions on appearance of such products on the market and a loss of confidence in the Group companies and their products. Even after it is ascertained that suspicions concerning the safety of the products are not grounded, the negative public opinion may have a strong adverse effect on the reputation, image and name of the companies of the Group.

#### Intellectual property

The Company devotes much effort to the protection of its intellectual property rights, including registration of brand names, patents and website addresses. The Company also employs security measures and signs contracts with relevant service providers in order to protect its confidential information. Yet, the Company may not be sure that the measures taken so far will be sufficient or that the third parties will not violate or unlawfully abuse the Company's intellectual property rights. Due to the popularity of the Company's products among consumers there may be attempts to counterfeit its brand names. In the event substandard or even health hazardous product imitations appeared on the market, the Company might suffer losses. The failure of the Company to protect its intellectual property rights against abuse or unlawful takeover may also affect the Company's performance and business development.

Other social, technical, technological and ecological factors are deemed to have no major impact on the Company's business and financial activities in 2015.

# 2.16. Halts or reductions of production that have exercised or exercise material impact on the results of the Issuer during the last two financial (business) years

During the last two years there were no halts of the production process.

#### 2.17. The main lawsuits and arbitrations

The information about the main lawsuit and arbitrations during the 1<sup>st</sup> half of the year 2015 is included in Note 13 of the Interim consolidated unaudited financial statements.

# 2.18 Information regarding compliance with the Corporate Governance Code

During the 1<sup>st</sup> half of the year 2015, there were no essential changes related to Company annual report for the year 2014 concerning the compliance with the Governance Code for the companies listed on the regulated market.

#### 3. DATA ABOUT ISSUER'S ACTIVITIES

#### 3.1. The short history of the Issuer and the review of the main products

The Company Group ALITA, AB was established on 7 October after the spin-off from AB Alita (subsequent name – AB ALT Investicijos). Based on the terms and conditions of the spin-off, the production activities (including activities related to the shares of Anykščių vynas, AB and Alita Distribution, UAB) and the related assets, rights and duties were transferred to the Company Group ALITA, AB.

The Company Group ALITA, AB and Anykščių vynas AB are two Lithuanian companies having the old wine production traditions and the Company Group ALITA, AB is the only company in Lithuania producing the drink "Samanė" according to the production traditions of our antecedents, and the only cognac having a Lithuanian name "Alita". The main rules of these companies are to produce a qualitative product, to strive for the professional heights, to evoke major and major aims. The Lithuanian consumer is the priority of the companies. It is pleasant to hear that despite the negative changes in the market the Lithuanian consumers estimate the efforts to propose the drinks of the highest quality.

The most popular trademark is the sparkling wine "Alita". The sparkling wine is one of the most important and representative product of the Company. The production of this wine is close to the classical production technology of champagne, because the same biochemical processes are taking place in the tanks during the fermentation as when you ferment champagne in the classical method in the bottles. During these processes the wine is saturated with carbonic acid naturally. The sparkling wine "Alita", sweet few years in the row in the competition of Lithuanian Association of Trade Companies and the biggest trade networks was recognized as the most popular item in its category. In 2013 two new product was presented to consumers – rose sparkling wine "Alita Rosé" and quality red sparkling wine "Alita Cabernet Sauvignon." In 2014 the range was extended by introducing one more sparkling wine "Alita Riesling", which received positive evaluation right from the start. Also in 2014 the consumers were presented with another novelty – especially light and fresh tasting semi sparkling wine Alita Ruby", sweet and semi dry. It is synthesis of new trade mark and new semi sparkling wine technologies developed at the factory.

The consumers also appreciate brandies "Alita", "Alita XO", "Alita Reserva". In 2011 the white brandy "Pure" with no analogue in the Lithuanian market was presented to consumers and it received very favourable valuation from consumers. It was awarded the Silver medal in the competition "Prodexpo 2012" in Moscow in 2012. Because of the great success of this white brandy the Company released classic taste brandy "Pure Black". Brandy "Pure Black" in Moscow at the international Exhibition Prodexpo 2013 it was awarded by Silver medal.

The other popular product is the natural cranberry kind of bitter "Bobelinė". It is made from the natural juice of the picked up cranberry late in autumn, it is of luxuriant colour and aroma, of enduring taste. The kind of bitter is 20% and 35% alc. vol. In 2012 the range of bitters were successfully extended and the new bitter "Božolinė" was presented to the consumers.

The subsidiary company Anykščių vynas AB, established in 1926, has the biggest experience in the production of the natural fruit-and berry wine. The Company began to produce the berry wine in 1927. The range was adjusted by the constant changing taste of the consumer, but the natural black currant wine remained one of the most popular. In 2007 the black currant wine was named after the Mindaugas castle Voruta, which, according to predictions of researchers, was near Anykščiai. Being popular several years ago the traditional Lithuanian drinks – natural wines – find their consumer and a team of admirers again. This was proved in December 2009, when the black currant wine Voruta was awarded the name of the Nation Heritage by the Ministry of Agriculture of Lithuania. The natural currant wine Voruta was awarded the gold medal in the competition "The Lithuanian Year Product 2010". It was already the second award of this product. In 2009 Voruta was also awarded the gold medal in the competition of the alcoholic drinks "Zolotoj Grifon" in Yalta. Natural chokeberry wine "Voruta" in the competition "Lithuanian Product of the Year 2011" was awarded by gold medal. In 2013 the new taste in Voruta product range has been provided to the customers – natural apple wine Voruta. In 2014 another taste was added – garden fruit. This product had been successfully integrated into Voruta natural wines family.

At the end of 2014 new product was provided to the market – originally bottled sweet apple and sweet cherry Wine Voruta, which straight received very favourable valuation from consumers.

#### 3.2. Quality and environment managing systems

The Company Group ALITA, AB is continuously improving its quality management system in accordance with the requirements of EN ISO 9001:2008. The quality concept means not only the high quality of the final product, but also the market presentation of the product, fast and proper response to the consumers' feedback.

The activity of each organization has an influence not only on the production quality but also on the environment, people and workers' health. In order to manage its activity, product influence upon the environment, the Company operates in conformity with the requirements of the standards of the Environment Management System EN ISO 14001:2004. In 2014 the recertification audits of the Management Quality System were performed in the Company Group ALITA, AB according to EN ISO 9001:2008 standard and Anti-pollution Management System according to EN ISO 14001:2004 standard. During the audit no discrepancies were detected and the above mention certificates (issued in 2011) were left in force until 25 August 2017.

During the 1<sup>st</sup> half of the year 2015 the Company Group ALITA, AB carried out the environmental objectives and targets. The main source of pollution is the boiler room but pollution ration into atmosphere had not been exceeded during the accounting period. The Company had no fines or restrictions or halts of production activities because of the environmental damage. There were no other risk factors or accidents.

The Company has the agreement with packaging waste recycler.

The special attention is paid to the quality of production. The quality of production is controlled by the manufacturing technology laboratory workers, who are working in accordance with ISO 9001 and MS RVASVT Quality Management System procedure. The manufacturing technology laboratory workers continuously evolve their knowledge by learning new local and EU legal requirements for production of beverages, examine new inspection methods of alcohol drinks, and apply technological changes and changes to control methods.

On 4 October 2012 the Company's laboratory was certified for the wine, fermented beverages, ciders, fruit wines, spirit drinks, alcohol cocktails, ethyl alcohol physical and chemical parameters analysis. The certification is valid until 4 October 2015.

#### 3.3. Belonging to the associated organizations

The Company Group ALITA, AB belongs to these associated structures:

- Association GS1 Lithuania:
- The National Governors Association's power grid;
- Legal Business Alliance;
- Vilnius Chamber of Commerce, industry and crafts

The Company does not take part in the capital of the above mentioned structures but it is a member and pays the membership fees.

#### 3.4. Short review of Issuer's activities

The Company Group ALITA, AB is the biggest producer of naturally fermented sparkling wine in the Baltic States. The Company produces naturally fermented sparkling wines and several kinds of spirits: alcohol cocktails, vodka, brandy, cognac, bitters and strong grain drinks. The Company's products are highly popular in the Lithuanian market and also exported to other countries – Latvia, Estonia, United Kingdom, Ireland, Russia, Poland, USA, Finland, Germany, China and other countries.

The information about the Company's sales volumes is included in Note 11 to the Interim consolidated unaudited financial statements.

In 2014 the Company applied for European Union structural assistance and received approval for the new project "Company Group Alita, AB export markets development" which is expected to help to increase sales in Western and Eastern Europe and China markets. Due to this project, Company participated in these exhibitions: PRODEXPO-2014 in Moscow, PROWEIN-2014 in Dusseldorf, VINEXPO-2014 in Hon Kong, Polagra-2014 in Poland. During the 1<sup>st</sup> half of the year 2015 Company participated in PRODEXPO-2015 in Moscow, PROWEIN-2015 in Dusseldorf.

Much attention is paid to the development of new products and their quality. 14 new products, including outsourced products, were presented to the consumers during the 1<sup>st</sup> half of the year 2015.

# 4. FINANCE

The 1st half of year 2015 was profitable for the Group. The improvement of financial results was influenced by successful marketing strategy.

Company group ALITA, AB consolidated non-audited activity results for the 1<sup>st</sup> half of the year 2015 according to the International Financial reporting standards—0.5 million of EUR profit before taxes. In comparison with the same period in 2014 the result before taxes has increased by 0.8 million of EUR. The positive financial results were influenced by successful marketing strategy.

The consolidated non-audited sales revenue for the 1st half of the year 2015 amounted to 13.9 million of EUR. At the same period of 2014 the sales revenues were 17.5 million of EUR.

Other financial information is presented in the Interim consolidated financial statements for the 1st half of the year 2015 period ended on 30 June 2015.

The consolidated and separate financial statements of the Company Group ALITA, AB can be found at NASDAQ OMX Vilnius website www.nasdaqomx.com/vilnius and at the Company Group ALITA, AB website

www.alita.lt/investuotojams.

General Director

Česlovas Matulevičius