



**DRAFT DECISIONS
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AB „GRIGEO
GRIGIŠKĖS“ TO BE HELD ON 29 APRIL, 2016**

6th April, 2016, Grigiškės, municipality of Vilnius city

Draft decisions on the agenda of the Annual General Meeting of Shareholders of AB „Grigeo Grigiškės“ (hereinafter referred to as the Company) to be held on 29 April, 2016 suggested by the Board of the Company:

1. Consolidated annual report of the Company for the year 2015.

The Annual General Meeting of Shareholders states that the consolidated annual report for the year 2015 was taken for information.

2. Company's Auditor's report.

The Annual General Meeting of Shareholders states that the Company's auditor's report was taken for information.

3. Approval of the set of consolidated and separate financial statements of the Company for the year 2015.

Draft decision

To approve the set of consolidated and separate financial statements of the Company for the year 2015.

4. Formation of the reserve for acquisition of own shares.

Draft decision

To form the reserve for the acquisition of own shares in the amount of EUR 1,000,000 (one million euro).

5. The appropriation of the Company's profit for the year 2015.

Draft decision

To approve the appropriation of the Company's profit for the year 2015 according to the draft of profit appropriation presented for the Annual General Meeting of Shareholders.

6. Acquisition of own shares.

Draft decision

6.1. To acquire own shares EUR 0.29 (twenty-nine cents) par value each the total number of which may be up to 793,650 (seven hundred ninety-three thousand, six hundred fifty).

6.2. The purpose of the acquisition of own shares is to maintain and increase the price of the Company's shares.

6.3. The period during which the Company may purchase its own shares is 18 months from the day of the adoption of this decision.

6.4. The maximum one share acquisition price is 20 per cent higher than the market price of the shares of the Company on the day of the adoption of the decision of the Board of the Company on the start of acquisition of own shares. The minimum one share acquisition price is 10 per cent lower than the market price of the shares of the Company calculated on the day of the adoption of the decision of the Board of the Company on the start of acquisition of own shares.

6.5. To set the minimum sale price of the acquired own shares equal to the purchase price of own shares. The procedure for selling the shares must ensure equal opportunities for all shareholders to acquire the shares of the Company.

6.6. The acquired own shares can be cancelled.

6.7. To instruct the Board of the Company to organize the acquisition and sale of own shares, to establish the procedure for acquiring and selling of own shares, the amount and price of the shares, the start and the period of the acquisition of own shares, as well as with regard to the provisions of this decision and requirements of the Law on Companies of the Republic of Lithuania to perform all other actions related to the purchase and sale procedure of own shares.

7. Selection of the firm of auditors and setting the conditions for auditor remuneration.

Draft decision

7.1. To select the firm of auditors „KPMG Baltics“, UAB, legal entity code: 111494971, address: Konstitucijos ave. 29, Vilnius, Lithuania to perform the audit of the consolidated and separate financial statements of the Company for the year 2016 and 2017.

7.2. To authorize the president of the Company to conclude the agreement for audit services, establishing the payment for services as agreed between the parties but in any case not more than EUR 13,000 (thirteen thousand euro) (VAT excluded) for the audit of the consolidated and separate financial statements of the Company for one financial year.