

AB „PRAMPROJEKTAS BOARD OPINION ON THE ANNOUNCED OFFER

AB PRAMPROJEKTAS (company number 133873358, VAT number LT338733515, head office address Donelaičio 60, Kaunas, company data compiled and stored with the Register of Legal Persons) (hereinafter - the "Issuer") hereby informs, that on 19 May 2010 shareholder Angelė Dementavičiūtė is starting the implementation of the takeover bid with the aim of having AB Pramprojektas shares removed from the trading lists of the regulated market and of having public offering of the shares of AB Pramprojektas cancelled. During the takeover bid it is intended to buy up all the remaining 311 146 (three hundred eleven thousand one hundred and forty six) ordinary registered shares of AB Pramprojektas with the par value of LTL 2.00 (two) (securities ISIN code LT0000103210). The takeover bid purchase price is LTL 1.57 (one litas and fifty seven cents) for one ordinary registered share of the Issuer with the par value of LTL 2.00 (two) each. The takeover bid is valid for 14 (fourteen) calendar days.

The Board of AB Pramprojektas, having reviewed the material submitted by the Offeror Angelė Dementavičiūtė (hereinafter the "Offeror"), on the meeting hold **on 17 May 2010** has passed the following decision:

1. The opinion of the Board on the takeover bid

The Board is of a positive opinion concerning the takeover bid submitted by the Offeror seeking to have the Issuer's shares removed from the trading lists in the regulated market, as it enables the Issuer's shareholders to sell the shares owned thereby for a fair price. In the Board's opinion, the implementation of the takeover bid will have no negative effect on the Company's interests, employment conditions or the number of employees.

2. The opinion of the Board on the plans and intentions of the Offeror in respect of the Issuer:

2.1. Possible effect of the takeover bid implementation on the company's interests;

The Offeror intends to continue the activities performed by the Issuer; therefore in the opinion of the Board, the implementation of the takeover bid will have no negative effect on the Issuer's interests.

2.2. Effect on the conditions of employment;

The Offeror has no plans to change the Issuer's current staff policy; therefore in the opinion of the Board, the implementation of the takeover bid will have no negative effect on the employment conditions.

2.3. Effect on the number of employees;

The Offeror has no plans to change the Issuer's current staff policy; therefore in the opinion of the Board, the implementation of the takeover bid will have no negative effect on the number of employees.

2.4. Opinion about the Offeror's strategic plans and their effect on the number of employees and business locations.

The Board is of a positive opinion concerning the Offeror's strategic plans indicated in the circular of the takeover bid and believes that the plans will have no negative effect on the number of employees and business locations.

3. The opinion of the Board on the purchase price for the Issuer's securities.

In pursuance of Part 4 Article 38 of the Law on Securities of the Republic of Lithuania, the purchase price offered in the takeover bid is not lower than the average weighted market price of the Issuer's shares during the last 6 months prior to the first public announcement of the intention to

have the Issuer's shares removed from Vilnius Stock Exchange. The first public announcement of the intention to have the Issuer's shares removed from Vilnius Stock Exchange was made on 10 March 2010. The Issuer's Board is of the opinion that the offered purchase price is fair and it conforms to the market price.

4. Recommendation of the Board to the holders of the Issuer's securities: reasons for accepting or rejecting the takeover bid. In case no recommendations are provided, give reasons.

Considering the fact that the offered purchase price for the Issuer's shares is not lower than the average weighted market price of the shares at Vilnius Stock Exchange during the last 6 months prior to the Offeror's first public announcement of the intention to have the Issuer's shares removed from Vilnius Stock Exchange on 10 March 2010, the Issuer's Board recommends the holders of the Issuer's shares to accept the takeover bid.

5. Information of whether there is a written agreement between the Issuer's Board / its members and the Offeror concerning the execution of the takeover bid.

There is no such agreement between the Issuer's Board / its members and the Offeror.

6. Information of whether there is a written agreement between the Board / its members of the Issuer and the Offeror concerning a joint management policy.

There is no such agreement between the Issuer's Board / its members and the Offeror.

7. Information about the number of voting shares and/or votes of the Offeror, which give the voting right in the general meeting of the shareholders, owned by the Issuer.

N/A.

8. Information about the number of voting shares and/or votes of the Offeror, which give the voting right in the general meeting of the shareholders, owned by the members of the managing bodies of the Issuer.

N/A.

9. Total number of Board Members and their voting results:

9.1. as provided in the Articles of Association of the Issuer:

The Articles of Association of the Issuer provide that the Board of the Issuer consists of 3 members.

9.2. number of the Board Members, who participated at the meeting:

3 (three) members of the Board of the Issuer participated at the meeting.

9.3. voting for the opinion of the Board:

All the members of the Board who attended the meeting agreed with the opinion of the Board.

9.4. voting against the opinion of the Board:

No votes against.

10. Other information at the discretion of the Board.

None submitted.

Board Chairman of the Company



Marius Vaivada