

APPROVED BY:  
Decision No. 22 of the Board Meeting

**Draft decisions of AB “Žemaitijos pienas” Board on the issues of the agenda of the Extraordinary General Meeting of Shareholders as of 18-12-2019**

<b>Row No.</b>	<b>Issue of the agenda</b>	<b>Draft decision</b>
1.	Organizational issues for the General Meeting of Shareholders	Decision on the procedure and conditions of holding the General Meeting of Shareholders.
2.	Report of the Chief Executive Officer on material changes in the assets, rights and obligations of the companies under reorganization from the conclusion of the reorganization conditions to the general meetings of shareholders	The report shall be heard, it is not the subject to voting.
3.	Regarding the approval of the Company reorganization by merging Public Limited Liability Company “Baltijos mineralinių vandenu kompanija” to the Company Regarding approval of the Company's participation in the reorganization by way of merging Public Limited Liability Company “Baltijos mineralinių vandenu kompanija” to the Company	To approve the Company reorganization by merging, the Company after reorganisation will continue its activities, and Public Limited Liability Company “Baltijos mineralinių vandenu kompanija”, legal entity code 141763534, will finish its activities as a legal entity.
4.	Regarding approval of terms and conditions for reorganisation of the Company and Public Limited Liability Company “Baltijos mineralinių vandenu kompanija”	To approve the terms and conditions for reorganisation of the Company and Public Limited Liability Company “Baltijos mineralinių vandenu kompanija” (Attachment No. 1)
5.	Regarding approval of new revision of Articles of Association of the Company AB “ŽEMAITIJOS PIENAS”, which will continue its activities after reorganisation	To approve new revision of Articles of Association (Attachment No. 2) of the Company AB “ŽEMAITIJOS PIENAS”, which will continue its activities after reorganisation, and authorise the Chief Executive Officer of the Company Robertas Pažemeckas to sign and register new revision of Articles of Association in the Register of Legal Entities.