

Decisions of the General Meeting of AB "Žemaitijos pienas" shareholders held on 9 April 2020

Row No	Agenda issue	Decision																																													
1.	Auditors Report and Consolidated Annual Report for the year 2019 was presented .	The Auditor`s Report and the Consolidated Annual Report, the Governance and Social Liability Reports and the Report on Compliance with the Corporate Governance Code are presented and heard. The Auditor`s Report and the Consolidated Annual Report, the Governance and Social Liability Reports and the Report on Compliance with the Corporate Governance Code are attached.																																													
2.	Consolidated Annual Report for the year 2019 was approved .	Consolidated Annual Financial Statements for the year 2019 (package) of the Company are presented and heard. Consolidated Annual Financial Statements for the year 2019 (package) of the Company are approved with attachments. Financial Statements attached.																																													
3.	Distribution of the Company profit (loss) for the year 2019 was approved .	<table border="1" data-bbox="671 864 1533 1693"> <thead> <tr> <th data-bbox="671 864 794 920">Row No</th> <th data-bbox="794 864 1353 920">Profit distribution items</th> <th data-bbox="1353 864 1533 920">Thousand EUR</th> </tr> </thead> <tbody> <tr> <td data-bbox="671 920 794 987">1</td> <td data-bbox="794 920 1353 987">Retained profit (loss) of the previous financial year at the end of the reporting financial year</td> <td data-bbox="1353 920 1533 987">43.490</td> </tr> <tr> <td data-bbox="671 987 794 1014">2</td> <td data-bbox="794 987 1353 1014">Net profit (loss) for the reporting financial year</td> <td data-bbox="1353 987 1533 1014">13.527</td> </tr> <tr> <td data-bbox="671 1014 794 1088">3</td> <td data-bbox="794 1014 1353 1088">Profit (loss) not recognized in the Income Statement for the reporting financial year</td> <td data-bbox="1353 1014 1533 1088">0</td> </tr> <tr> <td data-bbox="671 1088 794 1211">4</td> <td data-bbox="794 1088 1353 1211">Regarding business combinations - during the period from 01/10/2019 to 31/12/2019 net result (loss) of AB BMVK is accounted in ŽP retained earnings in equity (Statement of Changes in Equity)</td> <td data-bbox="1353 1088 1533 1211">(179)</td> </tr> <tr> <td data-bbox="671 1211 794 1238">5</td> <td data-bbox="794 1211 1353 1238">Transfers from reserves</td> <td data-bbox="1353 1211 1533 1238">10.274</td> </tr> <tr> <td data-bbox="671 1238 794 1328">6</td> <td data-bbox="794 1238 1353 1328">Contributions of shareholders to cover the company's losses (if shareholders have decided to cover all or part of the losses)</td> <td data-bbox="1353 1238 1533 1328">0</td> </tr> <tr> <td data-bbox="671 1328 794 1355">7</td> <td data-bbox="794 1328 1353 1355">Total distributable profit (loss)</td> <td data-bbox="1353 1328 1533 1355">67.112</td> </tr> <tr> <td data-bbox="671 1355 794 1382">8</td> <td data-bbox="794 1355 1353 1382">Profit part referred to the legal reserve</td> <td data-bbox="1353 1355 1533 1382">2</td> </tr> <tr> <td data-bbox="671 1382 794 1449">9</td> <td data-bbox="794 1382 1353 1449">Profit part referred to reserve for acquisition of own shares</td> <td data-bbox="1353 1382 1533 1449">10.000</td> </tr> <tr> <td data-bbox="671 1449 794 1507">10</td> <td data-bbox="794 1449 1353 1507">Profit part referred to reserve for issuing of own shares</td> <td data-bbox="1353 1449 1533 1507">0</td> </tr> <tr> <td data-bbox="671 1507 794 1534">11</td> <td data-bbox="794 1507 1353 1534">Profit part referred to other reserves</td> <td data-bbox="1353 1507 1533 1534">0</td> </tr> <tr> <td data-bbox="671 1534 794 1561">12</td> <td data-bbox="794 1534 1353 1561">Profit part referred for payment of dividends</td> <td data-bbox="1353 1534 1533 1561">0</td> </tr> <tr> <td data-bbox="671 1561 794 1628">13</td> <td data-bbox="794 1561 1353 1628">Profit part referred for annual bonuses for suppliers of raw milk</td> <td data-bbox="1353 1561 1533 1628">2.350</td> </tr> <tr> <td data-bbox="671 1628 794 1686">14</td> <td data-bbox="794 1628 1353 1686">Retained profit (loss) at the end of the financial year, moved forward to the next financial year</td> <td data-bbox="1353 1628 1533 1686">54.760</td> </tr> </tbody> </table> <p data-bbox="655 1693 1557 1760">** 1.000.000 euros for premiums of employees and 1.350.000 euros for annual bonuses for raw material suppliers.</p>	Row No	Profit distribution items	Thousand EUR	1	Retained profit (loss) of the previous financial year at the end of the reporting financial year	43.490	2	Net profit (loss) for the reporting financial year	13.527	3	Profit (loss) not recognized in the Income Statement for the reporting financial year	0	4	Regarding business combinations - during the period from 01/10/2019 to 31/12/2019 net result (loss) of AB BMVK is accounted in ŽP retained earnings in equity (Statement of Changes in Equity)	(179)	5	Transfers from reserves	10.274	6	Contributions of shareholders to cover the company's losses (if shareholders have decided to cover all or part of the losses)	0	7	Total distributable profit (loss)	67.112	8	Profit part referred to the legal reserve	2	9	Profit part referred to reserve for acquisition of own shares	10.000	10	Profit part referred to reserve for issuing of own shares	0	11	Profit part referred to other reserves	0	12	Profit part referred for payment of dividends	0	13	Profit part referred for annual bonuses for suppliers of raw milk	2.350	14	Retained profit (loss) at the end of the financial year, moved forward to the next financial year	54.760
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4.	The budget for the establishment of the Company`s collegial bodies for the activities of the company was approved .	To the members of the collegial bodies of the company for their activities in the company during the period from adoption of the decision of the Ordinary General Meeting of Shareholders for 2020 until the decision of the Ordinary General Meeting of Shareholders for 2021 approve the budget of EUR 200.000 (two hundred thousand euros).																																													

5.	<p>The reserve for acquisition of own shares and procedure of acquisition of own shares were established.</p>	<ol style="list-style-type: none"> 1. To purchase the shares of AB "Žemaitijos pienas" through the official offering market of the AB NASDAQ Vilnius Stock Exchange in accordance with the rules regulating this market. 2. To establish (form) a reserve for acquisition of own shares and to acquire up to 10 per cent of own shares of the Company (including the number of shares managed by the Company before the adoption of this decision). 3. To set the conditions for acquisition of own shares: <ol style="list-style-type: none"> 3.1. use the reserve formed for acquisition of own shares for settlement of accounts for acquisition of own shares; 3.2. maximum number of ordinary registered shares of the Company to be acquired - up to 10 per cent (total) of shares of the Company; 3.3. the term during which the Company may acquire its own shares - 18 months from the date of the decision; 3.4. minimum price per share to be acquired is EUR 1.00, and maximum purchase price per share is EUR 1.95; 3.5. purposes of acquisition of shares: <ol style="list-style-type: none"> 3.5.1. ensure the opportunity for the shareholders to sell the shares in order to increase, maintain and / or stabilize the liquidity of the Company's shares; 3.5.2. increase, maintain and / or stabilize the market price of the Company's shares; 3.5.3. ensure the opportunity to allocate own shares to encourage the Company's employees in order to contribute to the Company's better results and to sell them to the Company's employees, except for the employees who are members of the Company's Supervisory Board or the Company's Board or the Company's Manager, and as well as the employees who are shareholders of the Company; 3.5.4. be able to use own shares in possible exchange processes when the Company acquires shares of other companies or sells them; 3.5.5. in order to have a reserve of own shares, which, if necessary, could be used for the purposes specified in clauses 3.5.1 - 3.5.4 (or one or more of them) by the decision of the Board of the Company. 3.6. set the minimum sale price of own shares - not lower than the average purchase price of own shares; 3.7. establish that the Company's shares may be transferred to the Company's shareholders or employees, except for the employees who are members of the Company's Supervisory Board or Board or the Company's Manager, as well as the employees who are shareholders of the Company, or transferred by exchanging shares and acquiring shares of other companies; 3.8. in accordance with the conditions established in this decision and the provisions of the Law on Companies of the Republic of Lithuania, instruct the Board to organize acquisition of own shares for the purposes specified in this decision (one or more of them), establish detailed procedure for acquisition of own shares, execution term, number of shares, price, as well as establish the detailed procedure of sale (transfer) of own shares, execution term, number of shares to be transferred for the purposes specified in this decision (one or several of them) and final sale (transfer) price and to take all and any actions related to acquisition and transfer of own shares.
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6.	Remuneration Policy of the Manager, members of the Board Members and members of the Supervisory Board of AB "Žemaitijos pienas" was approved .	Approved Remuneration Policy of the Manager, members of the Board Members and members of the Supervisory Board of AB "Žemaitijos pienas" (attached).
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