



**UTENOS TRIKOTAŽAS AB**  
**CONSOLIDATED INTERIM REPORT**  
For 6 months period  
Ended 30 June 2020

## 1. Reporting period covered by the Annual Report

The Annual Report covers the period from 1 January 2020 to 30 June 2020

All amounts in the Annual Report presented as at 30 June 2020, unless otherwise stated. Further in this report Utenos Trikotažas AB can be referred to as the Company or the Issuer.

## 2. Issuer and its contact data

Company name	Utenos Trikotažas AB
Legal and organisation form	Legal entity, public company
Date and place of incorporation	Registered with the Register of Legal Entities of Utena District on 6 <sup>st</sup> December 1994; reregistered with the Ministry of Economy of the Republic of Lithuania on 18 <sup>st</sup> September 1998.
Registration code	BĮ 98-257
Code of the Register of Legal Entities	183709468
Authorised share capital	EUR 2 755 870
Address	J.Basanavičiaus g.122, LT-28214, Utena, Lithuania
Name of Register of Legal Entities	Registru centras VĮ
Telephone	+370 389 51445
Fax	+370 389 69358
E-mail	<a href="mailto:utenos.trikotazas@ut.lt">utenos.trikotazas@ut.lt</a>
Website	<a href="http://www.ut.lt">www.ut.lt</a>
Main activities	production of knit-wear and textile articles
Auditors	ERNST&YOUNG BALTIC UAB

## 3. Nature of the Issuer's operations

Utenos Trikotažas AB operates in the field of textile industry. The Company's principal activity is production of knit-wear and textile articles.

The Company's profile of activities:

- production of knit-wear and textile articles;
- production of mass-consumption goods which is closely related to principal activities;
- retail and wholesale trade in own production and production of other companies in local and foreign markets;
- rendering of services to natural and legal persons.

## 4. Agreements with intermediaries of securities' public turnover

On 25 September 2005, the Issuer concluded a service agreement with the Department of Safe Custody Services of SEB Vilniaus Bankas AB, address Gedimino pr. 12, LT-01103 Vilnius. Under this agreement the accounting of the Issuer's securities is handled in Šiaulių bankas AB.

On 25 April 2007, the Issuer concluded an agreement with OMX Exchanges Ltd. on the system of service provision, disclosure and communication of information.

## 5. Overview of the company's activities, uncertainties and risk factors

Sales of Utenos trikotažas AB (hereinafter referred to as the Group), the largest group of textile companies in Central and Eastern Europe, dropped in H1 2020. The main reason of this decline is COVID-19 and its outcomes on economic situation in the main export markets and Lithuania. In 2020 The Group's largest export regions remain the German-speaking countries of Germany, Austria and Switzerland and Scandinavia.

The main risks associated with Utenos trikotažas AB activities are:

- The general economic status of the main export markets;
- The general economic status of the Republic of Lithuania;
- Foreign exchange rate fluctuations;
- Amendment of laws and legal acts of the Republic of Lithuania;
- Changes in accounting and tax regulation

**Economic factors.** The coronavirus (COVID 19) pandemic and the announcement of quarantine in Lithuania and other export markets have affected the performance of the Company and the Group. As the full impact of the coronavirus on the economy of the country and major sales markets is yet unknown, the management is unable to fully assess the impact on the Group's operations and results in 2020. It is expected that sales trends in H2 2020 will remain similar to those in H1 2020.

Having observed the unfolding situation in textile sector and in the main export markets and having assessed the financial situation of certain clients, the management of the Company has formed impairment for inventories and trade receivables in Q2 2020.

Potential risks caused by the COVID 19 on the Company's performance and going concern:

- Decline in retail and wholesale trade, channel redistribution
- Settlement risk
- Liquidity risk
- Supply risks, disruptions in movement of goods
- Business suspension in the framework of an epidemic
- Funding risk

In managing the situation, the management of the Company takes measures to optimize the Company's costs, working capital and to manage cash flows as appropriate. Investments planned by the Company that are considered as not essential are suspended and credit risk of receivables is managed by hedging them.

Management has drafted action plans for a different time and circumstance scenarios. When faced with decline in orders received, the down-scaling of production and reduction of administrative time, as well as avoidable costs may be implemented as appropriate.

The Company's operations are also dependent on state politics, political and economic developments in Lithuania and in the World (which effect Lithuania). The Company and the Group use instruments ensuring that production is sold to reliable customers. The Company's and the Group's policy focuses on maintaining adequate amount of cash and cash equivalents or maintaining funding by keeping adequate credit lines available with the purpose of implementing commitments provided for in their strategic plans.

The Company continues to improve the management system according to EN ISO 9001, EN ISO 14001, SA 8000 and other relevant requirements.

**Social risk factors.** The Company focuses attention on improvement of working conditions, training of personnel, and qualification development.

**Technical and technological risk factors.** The condition of the Company's major facilities is good and does not pose any risk to operations. Utenos Trikotažas AB regularly invests in renovation of facilities and introduction of the latest technologies. In first half of 2020 the Group's investments in production facilities and equipment amounted to EUR 220.0 thousand.

**Ecological risk factors.** The environment management system meeting the requirements of ISO 14001 has been introduced at the Company. Key environmental strategic objectives include:

- Reduction of environmental pollution through efficient and economical use of raw materials and energy resources;
- Reduction in waste volume, improvement of management of waste and chemical materials, reduction of use of dangerous chemical substances in the production process.

## 6. Key performance indicators of the Group

### Trade

Revenue (EUR '000)	Group			Company		
	2020 I H	2019 I H	Change %	2020 I H	2019 I H	Change %
Products manufactured on demand of other clients	9,618	11,965	(19.6)	9,618	11,965	(19.6)
Own brands (ABOUT, UTENOS)	2,904	1,852	56.8	2,863	1,787	60.3
Services of functional-technical garments manufacture	1,729	1,913	(9.6)	-	-	-
	<b>14,251</b>	<b>15,730</b>	<b>(9.4)</b>	<b>12,481</b>	<b>13,752</b>	<b>(9.2)</b>

Revenue (EUR '000)	Group			Company		
	2020 II Q	2019 II Q	Change %	2020 II Q	2019 II Q	Change %
Products manufactured on demand of other clients	4,238	6,099	(30.5)	4,238	6,099	(30.5)
Own brands (ABOUT, UTENOS)	1,642	944	73.9	1,564	916	70.7
Services of functional-technical garments manufacture	917	961	(4.6)	-	-	-
	<b>6,797</b>	<b>8,004</b>	<b>(15.1)</b>	<b>5,802</b>	<b>7,015</b>	<b>(17.3)</b>

### Sales by regions

Revenue (EUR '000)	Group			Company		
	2020 I H	2019 I H	Change %	2020 I H	2019 I H	Change %
Export	10,377	12,523	(17.1)	9,342	11,289	(17.3)
<i>DACH (Germany, Austria, Switzerland)</i>	7,633	8,078	(5.5)	6,948	7,324	(5.1)
<i>Scandinavia (Sweden, Norway, Denmark, Finland)</i>	1,374	3,226	(57.4)	1,374	3,155	(56.5)
<i>Other regions</i>	1,370	1,219	12.4	1,020	810	25.9
Domestic	3,874	3,207	20.8	3,140	2,463	27.5
	<b>14,251</b>	<b>15,730</b>	<b>(9.4)</b>	<b>12,482</b>	<b>13,752</b>	<b>(9.2)</b>

Revenue (EUR '000)	Group			Company		
	2020 II Q	2019 II Q	Change %	2020 II Q	2019 II Q	Change %
Export	4,577	6,378	(28.2)	4,004	5,684	(29.6)
<i>DACH (Germany, Austria, Switzerland)</i>	3,376	3,666	(7.9)	2,923	3,235	(9.7)
<i>Scandinavia (Sweden, Norway, Denmark, Finland)</i>	577	1 917	(69.9)	577	1,862	(69.0)
<i>Other regions</i>	624	795	(21.5)	504	587	(14.2)
Domestic	2,220	1,626	36.5	1,798	1,331	35.1
	<b>6,797</b>	<b>8,004</b>	<b>(15.1)</b>	<b>5,802</b>	<b>7,015</b>	<b>(17.3)</b>

During the first six months of 2020, the company Utenos trikotažas sold products and provided services for EUR 12,5 million. The sales volume, compared with the first half of 2019, which is less 1,27 million 9.2 per cent. The company's export sales reached 74.8 per cent, in Lithuania sold 25.2 per cent of products.

In first half of 2020 year, the Utenos trikotažas AB group of companies (hereinafter „the Group“) sold products and provided services for EUR 14,3 million, The group exported 72.8 per cent, in Lithuania sold 27.2 per cent of total production.

In first half of 2020 year, the Group's sales in Lithuania amounted to EUR 3,9 million, which is more by EUR 0,7 million as compared to 2019 the same period.

In first half of 2020 year, the Group's exports to Western Europe and other regions amounted to EUR 10,4 million, which is less by EUR 2,1 million compared to 2019 year the same period.

### Operating figures

	Group			Company		
	2020 I H	2019 I H	Change %	2020 I H	2019 I H	Change %
Manufactured items units	1,926	1,529	26.0	1,797	1,460	23.1
Average number of employees	980	1,062	(7.7)	663	730	(9.2)

	Group			Company		
	2020 II Q	2019 II Q	Change %	2020 II Q	2019 II Q	Change %
Manufactured items units	837	837	0.0	747	802	(6.9)
Average number of employees	930	1,064	(12.6)	615	730	(15.8)

### Production (units '000)

	Group			Company		
	2020 I H	2019 I H	Change %	2020 II Q	2019 II Q	Change %
Utenos trikotažas AB	1,797	1,460	23.1	747	802	(6.9)
Šatrija AB	61	64	(4.7)	31	30	3.3
MTF Mrija PAT	68	5	----	59	5	----
Gotija UAB	-	-	-	-	-	-
SIA Utenas trikotaža	-	-	-	-	-	-
	<b>1,926</b>	<b>1,529</b>	<b>26.0</b>	<b>837</b>	<b>837</b>	<b>0.0</b>

**Financial ratios**

	Group			Company		
	2020 I H	2019 I H	Change	2020 I H	2019 I H	Change
Revenue (EUR'000)	14,251	15,730	(9.4) %	12,481	13,752	(9.2) %
Operating profit (loss) (EUR'000)	(1,040)	(37)	----	(1,096)	(71)	----
Operating profit (loss) margin (%)	(7.3)	(0.2)	(7.1) p.p	(8.8)	(0.5)	(8.3) p.p
EBITDA (EUR'000)	(509)	471	----	(709)	285	----
EBITDA margin (%)	(3.6)	3	(6.6) p.p	(5.7)	2.1	(7.8) p.p
Profit (loss) before tax (EUR'000)	(1,285)	(22)	----	(1,074)	(64)	----
Profit (loss) before tax, margin (%)	(9.0)	(0.1)	(8.9) p.p	(9)	(0.5)	(8.1) p.p
Net profit (loss) for the year (EUR'000)	(1,304)	1	----	(1,099)	(48)	----
Net profit (loss) for the year margin (%)	(9.2)	0.0	(9.2) p.p	(8.8)	(0.3)	(8.5) p.p
Number of shares, (thousand)	9,503	9,503	-	9,503	9,503	-

	Group			Company		
	2020 II Q	2019 II Q	Change	2020 II Q	2019 II Q	Change
Revenue (EUR'000)	6,796	8,004	(15.1) %	5,802	7,015	(17.3) %
Operating profit (loss) (EUR'000)	(1,094)	(92)	----	(1,145)	(110)	----
Operating profit (loss) margin (%)	(16.1)	(1.1)	(14.9)p.p	(19.7)	(1.6)	(18.2) p.p
EBITDA (EUR'000)	(829)	171	----	(949)	75	----
EBITDA margin (%)	(12.3)	2.1	(14.3)p.p	(16.4)	1.1	(17.4) p.p
Profit (loss) before tax (EUR'000)	(1,085)	(80)	----	(1,150)	(86)	----
Profit (loss) before tax, margin (%)	(16.0)	(1.0)	15.0) p.p	(19.8)	(1.2)	(18.6) p.p
Net profit (loss) for the year (EUR'000)	(1,078)	(62)	----	(1,147)	(68)	----
Net profit (loss) for the year margin (%)	(15.9)	(0.8)	(15.1)p.p	(19.8)	(1.0)	(18.8) p.p
Number of shares, (thousand)	9,503	9,503	-	9,503	9,503	-

**Relative ratios**

	Group			Company		
	2020 I H	2019 I H	Change p.p	2020 I H	2019 I H	Change p.p.
Return on capital employed (%)	(20.7)	21.0	(41.7)	7.8	4.5	3,3
Return on assets (%)	(2.7)	2.6	(5.3)	3.8	0.6	3,2
Return on shareholders' equity (%)	(5.9)	5.7	(11.6)	8.2	1.5	6,7
Debt ratio (%)	55.2	55.1	0.1	54.1	60.5	(6.4)
Debt-to-equity ratio (%)	123.2	122.9	0.3	118.0	152.9	(34.9)
Liquidity ratio (%)	135.3	136.5	(1.2)	138.9	139.8	(0.9)
Equity to assets ratio (%)	44.8	44.9	(0.1)	45.9	39.5	6.4

### Ratios related with the share price

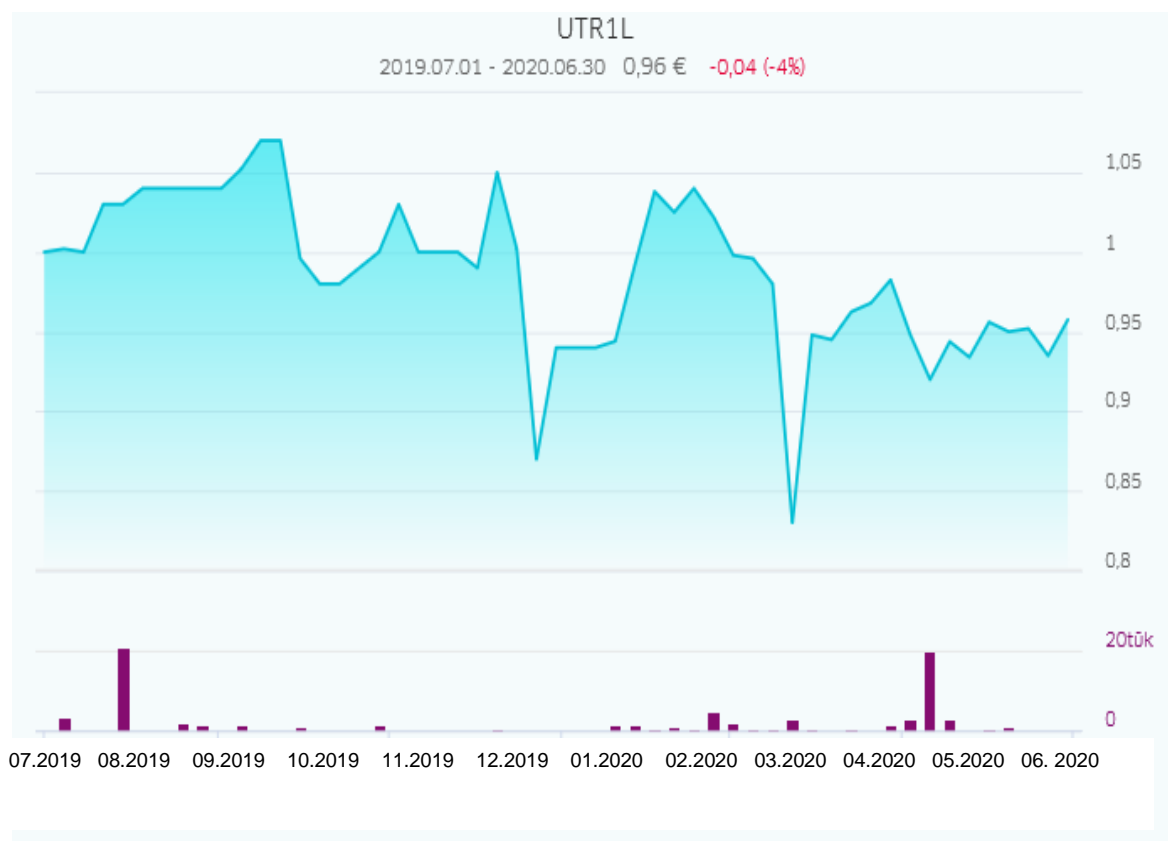
	2020 I H	2019 I H	changes
P/E	(16,00)	17,57	(33.57)
EPS	(0,06)	0,06	(0.12)
EV/EBITDA	12,47	8,34	4.13

### 7. Information about trade in the Issuer's securities in regulated markets

The Company's shares are listed on the additional List of the National Stock Exchange, as well on the Baltic List of the Lithuanian, Latvian and Estonian stock market. 9 503 000 of ordinary registered shares have been registered for public turnover of securities. A nominal value of one share is EUR 0.29.

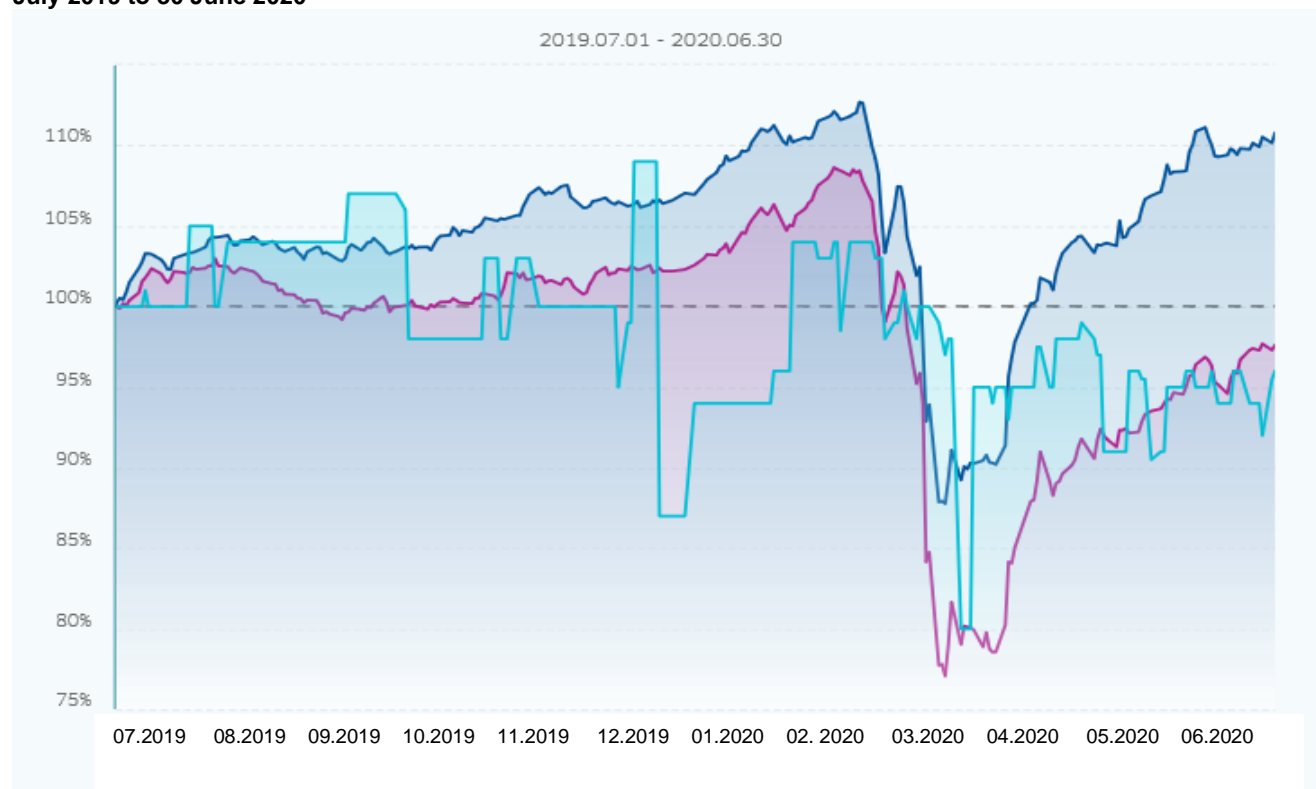
### 8. Information regarding the price of shares and their dynamics

Utenos Trikotažas AB share price dynamics, during 12 months period from 1 July 2019 to 30 June 2020.



#### Price ratios

	2020 I H	2019 I H
Open price, EUR	0.94	0.82
High price, EUR	1.04	1.20
Low price, EUR	0.8	0.81
Last price, EUR	0.96	1.00
Traded volume	46,345	50,380
Turnover, million EUR	0.04	0.05
Capitalisation, million EUR	9.12	9.50

**Utenos Trikotažas AB, OMX Baltic Benchmark GI and OMX Vilnius Index dynamics during 12 months period from 1 July 2019 to 30 June 2020**


Index/ Equity	2020.06.30	2019.06.30	2020.06.30 /2019.06.30 Change, %
—OMX Baltic Benchmark GI	737.71	665.87	10.79
—OMX Vilnius	887.11	908.85	(2.39)
—UTR1L	0.96 EUR	1 EUR	(4)

**9. Dividend policy**

The dividend decision adopted by the General Meeting of Shareholders, based on the proposal of the Board.  
2019 April At the General Meeting of Shareholders it was decided by the decision of the shareholders to pay dividends of 10 cents each. per share.

**10. References to and additional explanations of data presented in the financial statements**

All first half year of 2020 and 2019 financial data presented in this Annual Report is calculated based on the financial information presented in the Group's financial statements for the first half 2020, prepared in accordance with the International Financial Reporting Standards as adopted by the EU. These financial statements were audited by the auditor assigned under established procedure.



## 11. Main features of the Group's internal control and risk management systems related to the preparation of the consolidated financial statements

The consolidated financial statements of Utenos Trikotažas Group are prepared according to International Financial Reporting Standards (IFRS) as adopted by the EU. The principles of internal control organisation and accounting are consistently applied to all companies of Utenos Trikotažas Group. In preparing the consolidated financial statements all inter-company transactions and balances are eliminated.

Internal controls in Utenos Trikotažas AB includes control procedures over processes related to sales and manufacturing of production, supply, financial reports preparation.

## 12. Social responsibility

Utenos Trikotažas AB in order to implement the development of corporate social responsibility in partnership with business, social and international partners was recertified the international standard of social responsibility SA 8000 on 01 May 2019. 28 May 2019 the subsidiary PAT MTF Mrija was granted the SA 8000 standard of social responsibility .

SA 8000 standard objectives:

- Ensure social welfare of workers and employees;
- Improve social responsibility not only inside the Company, but also encourage subcontractors;
- Demonstrate to the Western partners that Utenos Trikotažas AB managers of all levels treat their workers civilized and the Company had implemented core human rights conventions and directives.

Utenos Trikotažas AB management ensured that wages paid shall be sufficient to meet the basic needs of personnel and to provide some discretionary income.

Social responsibility (SA 8000) standard demands:

- The work for children under 16 years must not be practiced;
- Forced labor, verbal abuse or physical punishment must be avoided; working conditions must be healthy and safe;
- Discrimination based on nationality, race, religion, sex, sexual orientation, membership in organizations or political affiliation, age or disability must be prevented; employing, dismissing or retiring must not become a cause to work successfully, feel happy and needed.
- Equal pay for equal work and same opportunities for learning and promotions for men and women;
- People should work under well-defined working time schedules (work start, work end, lunch break and rest breaks); overtime work or work on rest days or holidays must be provided in the collective agreement or harmonized with workers' representatives – Council of Trade Unions.
- Payment and additions for work done must be clear to employees and all this must be harmonized in the collective agreement or with workers' representatives – Council of Trade Unions.

## 13. Information about the Company's own share acquisitions

No own shares were acquired by Company during the current accounting period.

## 14. Significant events subsequent to the end of the previous financial year

On 06 January 2020 Regarding changes in management of AB "UTENOS TRIKOTAŽAS"

On 07 January 2020 UAB koncernas "SBA" acquired 10% of AB "UTENOS TRIKOTAŽAS" shares

On 08 January 2020 Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them in AB "Utenos trikotažas"

On 08 January 2020 Notification on the disposal of voting rights

On 12 January 2020 Reporting dates in 2020

On 24 February 2020 Greenpeace : Utenos trikotažas becomes the first producer in the world to fully comply with organization's environmental standards

On 28 February 2020, announcement of unaudited interim consolidated financial statements of Utenos Trikotažas AB of 2019

On 06 April 2020, the general meeting of shareholders of Utenos Trikotažas AB was convened. Draft decisions of the Annual General Meeting of Shareholders

On 28 April 2020, annual information 2019

On 28 April 2020, decisions of the general shareholder meeting were announced.

On 30 April 2020, announcement of the performance results for the first quarter of 2020.

## 15. The Company's operating plans and objectives

In 2020, sales in the II- half of the year are planned to be maintained at I-half-year level. The creation and production of new and innovative materials will remain one of the company's key priorities. In addition, Utenos Trikotažas joined Greenpeace's Detox campaign in 2018, thus confirming its commitment to carrying out clean, eco-friendly production and eliminating raw materials which may have adverse effects on humans and the environment from all stages of production by 2020. The strengthening of environmentally-friendly production is one of the priority directions in the company's strategy. It is expected that due to impact of COVID-19 sales trends in H2 2020 will remain similar to those in H1 2020

## 16. Structure of the Issuer's authorised share capital

As at 30 June 2020, the Company's authorised share capital was comprised of 9 503 000 ordinary registered shares with a nominal value of EUR 0.29 each.

Utenos Trikotažas AB authorised share capital according to types of shares:

Type of shares	Number of shares	Nominal value (EUR)	Total nominal value (EUR)	Percentage in the authorised share capital (%)
Ordinary registered shares	9 503 000	0.29	2 755 870	100.00

All shares of Utenos Trikotažas AB are fully paid.

All shares of the Company are ordinary registered shares of one class granting equal rights to their holders (shareholders).

An ordinary registered share grants the following property rights to its holder (shareholder):

1. to receive a part of the Company's profit (dividend);
2. to receive a part of assets of the Company in liquidation;
3. to receive shares without payment if the authorised capital is increased out of the Company's funds, except in cases specified in the Law on Companies of the Republic of Lithuania;
4. to have the pre-emption right in acquiring shares or convertible debentures issued by the Company, except in cases when the General Meeting of Shareholders decides to withdraw the pre-emption right in the manner prescribed by the Lithuanian Law on Companies in acquiring the Company's newly issued shares or convertible debentures for all the shareholders;
5. to lend to the Company in the manner prescribed by law; however, when borrowing from its shareholders, the Company may not pledge its assets to the shareholders. When the Company borrows from a shareholder, the interest may not be higher than the average interest rate offered by commercial banks of the locality where the lender has his place of residence or business, which was in effect on the day of conclusion of the loan agreement. In such a case the Company and shareholders shall be prohibited from negotiating a higher interest rate;
6. to transfer all or part of the shares into the ownership of other persons;
7. to force other shareholders to sell their shares to them or to force other shareholders to buy their shares from them in cases and manner prescribed by the Law on the Law on Securities Market;
8. other property rights established by laws.

An ordinary registered share grants the following non-property rights to its holder (shareholder):

1. to attend the General Meetings of Shareholders;
2. to vote at General Meetings of Shareholders according to voting rights carried by their shares; One ordinary registered share carries one vote;
3. to receive information on the Company specified by laws;
4. to file a claim with the court for reparation of damage resulting from nonfeasance or malfeasance by the company manager and Board members of their obligations prescribed by laws or these Articles of Association as well as in other cases laid down by laws;
5. other non-property rights established by laws.

## 17. Restrictions on disposal of securities

There are no restrictions.

## 18. Shareholders

As at 30 June 2020, the total number of shareholders of Utenos Trikotažas AB was 1 188.

The table below indicates shareholders owning or holding more than 5 per cent of the Issuer's authorised share capital as at 30 June 2020.

Names of shareholders	Company codes	Registration address	Number of ordinary registered shares held	Share in the authorised capital, (%)	Share of votes held, (%)
Koncernas SBA UAB	132206739	Laisvės pr.3, Vilnius, Lithuania	8 772	92.31	92.31
Other shareholders	-	-	731	7.69	7.69

## 19. Shareholders holding special control rights and descriptions of these rights

There are no such shareholders.

## 20. All restrictions regarding voting rights

There are no restrictions.

## 21. All mutual agreements between shareholders of which the Issuer is aware and due to which restrictions on transfer of securities and/or voting rights may be imposed

There are no such agreements.

## 22. Management of the Group companies

Company name	Managers
Utenos Trikotažas AB	Petras Jašinskas
Šatrija AB	Giedrius Grondskis
MTF Mrija PAT	Tatjana Roshchina
Gotija UAB	Kristina Šašilaitė
SI A Utenas Trikotaža	Toma Šedytė

## 23. Management incentives

Management incentives are assigned by the decision of the Board taking into account the objectives met.

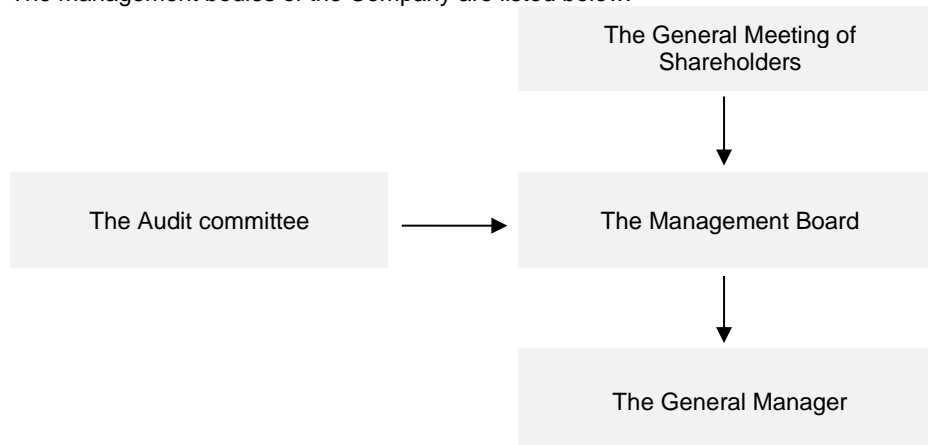
## 24. Amendment procedure of the Issuer's Articles of Association

The Articles of Association of the Company shall be amended by the decision of the General Meeting of Shareholders adopted in the manner prescribed by laws, except in cases specified in the Lithuanian Law on Companies. Following the decision by the General Meeting of Shareholders to amend the Company's Articles of Association, the full text of the amended Articles of Association shall be drawn up and signed by the person authorised by the General Meeting of Shareholders.

On the Company's Articles of Association is equal to EUR 2 755.9 thousand and is divided into 9 503 000 ordinary registered shares with a nominal value of EUR 0.29 each.

## 25. Issuer's management bodies

The management bodies of the Company are listed below:



The Articles of Association of Utenos Trikotažas AB stipulate that the Company shall have the following bodies: the General Meeting of Shareholders, the Board and the General Manager. The Supervisory Board shall not be set up at the Company.

**The Company's Board** shall be granted all powers stipulated in the Company's Articles of Association including powers assigned to it by laws. The Board shall deal with deliberation of collegial issues and decision making.

The Board shall deliberate and approve the Company's operating strategy, management structure and job descriptions of employees. The Board shall elect and remove from office the Company Manager, fix his salary and set other terms of the employment contract. The Board shall specify information classified as the Company's commercial secret. The Board shall analyse and assess the Company's draft annual and consolidated financial statements and proposed profit (loss) appropriation and shall submit them to the General Meeting of Shareholders. The Board shall pass other decisions assigned within its powers by legal acts, by the Company's Articles of Association and by the decisions of the General Meeting of Shareholders. The Board shall have a responsibility of convening and arranging the General Meetings of Shareholders in due time. The Board of Utenos Trikotažas AB shall be composed of 4 members elected for the period of 4 years.

**The Audit committee** consists of 2 (two) independent members. The Audit committee members by the submission of the Board are being appointed and withdrawn by the General Meeting of Shareholders. The members of the Committee are elected for the term of 4 (four) years.

### **Genadijus Makušėvas (b. 1959)**

Utenos Trikotažas AB independent auditor from 26 April 2017, re-elected for four years term.

#### Education:

- Vilnius University, Financial Accounting 1980.
- Ministry of Finance of the Republic of Lithuania, Certified Auditor, Certificate No. 000162, 1996;
- Various E&Y, ACCA, Grant Thornton, Mazars, Praxity International Accounting and Audit Standards, Audit Methodology and Management Professional Training Courses.

#### Workingplace:

- Grant Thornton Baltic UAB General Manager, auditor.
- Renovacija, UAB General Manager

#### Participation in the management of other companies:

- Chairman of the Board of Grant Thornton Baltic UAB;
- Member of the Board of Association of Lithuanian accounting companies,

**Arvydas Dalikas (b. 1954)**

AB Utenos trikotažas has an independent auditor since 2017. April 26, for a four-year term.

## Education:

- Vilnius University, 1982, Financial Accounting
- Kaunas Polytechnic, technologist, 1972;
- Vilnius University Vocational Improvement Center, basics of audit profession 1994-1995;
- Ministry of Finance of the Republic of Lithuania, certified auditor, certificate Nr. 000052. 1996;
- Institute of Certified Public Accountants of Ireland, improvement courses, 2010;

## Workplace:

- MGI In salvo UAB audit company General Manager

## Participation in the management of other companies:

- Member of the international audit network "MGI Worldwide" UAB MGI In salvo since 2004;
- Member of the Lithuanian Audit Chamber's Quality Control Committee since 2009;
- Member of the Court of Auditors of the Republic of Lithuania, President 2009-2015;
- JSC "ADKF", general Manager, owner since 1991;
- Kaunas Construction Repair Trust, Restoration Board, Senior Accountant, Centralized Accounting, 1984-1992

## The Duties of the Audit Committee:

1. To observe the process of preparation of the Company's financial reports;
2. To review the systems of internal control, risk management and internal audit, if it exists in the Company;
3. To observe the process of external audit;
4. To observe how the external auditor or audit company follows the principles of independence and objectivity;
5. To provide the Board of the Company with written recommendations regarding the selection, appointment and recall of an external audit company.
6. To immediately inform the Managing Director of the company about information provided by the audit company to audit committee about audit related problematic issues especially when significant control defects related to financial statements occur.

## Audit committee rights:

- To get complete information and (or) documents (their copies) needed for the audit committee to perform their duties. On the audit committee request Administration of the Company must provide the information and (or) documents (their copies) to the Audit committee per 3 working days.
- To get complete information on details of accounting, financial and other operations of the company. On the audit committee request Administration of the Company as well as on its own initiative must inform the audit committee of the methods used to account for significant and (or) unusual transactions where the accounting treatment may be open to different approaches. In such case a special consideration should be given to company's operations in off shores and (or) activities carried out through special purpose vehicles (organizations), for the purpose to clarify the justification of such operations.

Audit committee members may be remunerated for their operations. Remunerations and the payment terms are determined by the submission of the board by the General shareholders meeting.

## 26. Members of the collegial bodies, the Company Manager, the Finance Manager

As at 30 June 2020:

Position	Name, surname	Number of the Issuer's shares held	Beginning of the term of office	End of the term of office
<b>Board</b>				
Chairman of the Board	Arūnas Martinkevičius	-	2020.04.28	2021.04.30
Member of the Board	Dovilė Tamoševičienė	-	2020.04.28	2021.04.30
Member of the Board	Vytautas Vaškys	3	2013.04.30	2021.04.30
Member of the Board	Giedrius Grondskis	-	2017.04.26	2021.04.30
<b>Head of Administration and the Chief Financial Officer</b>				
General Manager	Petras Jašinskas	-	2020.01.07	-
Finance Director	Živilė Jonaitytė	-	2020.03.02	-
<b>The Audit committee</b>				
The independent auditor	Genadijus Makušėvas	-	2013.04.30	2021.04.30
Member of the audit committee	Arvydas Dalikas	-	2017.04.26	2021.04.30

Chairman of the Board Arūnas Martinkevičius holds 90 % stake in UAB Koncernas "SBA"

During the whole practice of the Company no remunerations to the members of a collegial body (Members of the Board, Members of the audit committee) for their work and participation in the meetings of the collegial body were paid.

### Information about board members:

#### Arūnas Martinkevičius (b. 1962)

Utenos trikotažas AB board member from 28 April 2020 to 30 April 2021

Education:

- Kaunas University of Technology, bachelor in Management

Working place:

- President of Koncernas SBA, UAB

Participation in the management of other companies:

- Koncernas SBA UAB the chairman of the board
- SBA Modular UAB, the chairman of the board
- SBA Baldų Kompanija UAB, the board member

#### Dovilė Tamoševičienė (b. 1978)

Utenos trikotažas AB board member from 28 April 2020 to 30 April 2021

Education:

- Vilnius University Master's degree in Economics

Working place:

- Business Control Director UAB Koncernas "SBA"

Participation in the management of other companies:

- Kauno baldai, AB the board member
- Šatrija AB, the board member
- SBA Competence and Service Center UAB the board member
- Robotex UAB the board member
- Klaipėdos Baldai, AB supervisory board member

**Vytautas Vaškys (b. 1967)**

Utenos Trikotažas AB board member from 29 April 2009, re-elected for four years term on 26 April 2017.

Education:

Kaunas University of technology, Master degree in International Management and Business Administration (EMBA).

Working place:

- Koncernas SBA UAB, business risks director.

Participation in the management of other companies:

- Enteco Baltic UAB, the chairman of the board
- Kauno baldai AB the chairman of the board
- Euromodus UAB, the board member
- Šatrija AB, the board member
- Urban Inventors UAB, the board member
- SBA Baldų Kompanija UAB, the board member
- MTF Mrija PAT, the chairman of supervisory board
- SBA Competence and Service Center, UAB the board member

**Giedrius Grondskis (b. 1973)**

Member of the board of Utenos trikotažas AB from 26 April 2017, for a four-year term..

Education:

- Doctor of the KTU Social Sciences (Administration and Management).

Workplace:

- Šatrija AB, general manager

Participation in the management of other companies:

- Kauno Baldai UAB Member of the Board

During the first half 2020, no loans, guarantees, sponsorships were issued and no assets were disposed to members of the Company's Board and Administration

**27. Information about significant agreements**

The Company has concluded no significant agreements in which the Company is a party to and which would come into effect, change or terminate as a result of the change in the control of the Company.

**28. Information about the compliance with the Governance Code**

Utenos Trikotažas AB confirms its substantial compliance with the principles of the Governance Code approved by the Vilnius Stock Exchange for the companies listed on the regulated market.

**29. Data on publicly announced information**

The Company announces information on significant events (as well as other information required by laws) through the system of information disclosure and communication Globe Newswire. Publicly announced information is also available on the Company's website at [www.ut.lt](http://www.ut.lt) and on the website of the Vilnius Stock Exchange at [www.baltic.omxgroup.com](http://www.baltic.omxgroup.com).

### 30. Company's auditor

The Company concluded a contract for audit of the financial statements for 2019 and 2020 y. (with the possibility of extending the contract in 2021 y) with ERNST & YOUNG BALTIC UAB (identification code 110878442, the registered address: Subačiaus str. 7, Vilnius). The annual remuneration for the audit services EUR is 23 000 (twenty three thousand euros) plus VAT.

### 31. General information on the Group of companies

#### 31.1. Companies that constitute the Group, their contact data and principle activities

Company name	<b>Šatrija AB</b>
Legal form	Public company
Date and place of incorporation	1955 m. Šatrijos g. 3, 4400 Raseiniai
Company code	172285032
Address	Šatrijos g. 3, 4400 Raseiniai
Telephone	8 (428) 70611
Fax	8 (428) 70611
E-mail	<a href="mailto:raseiniai@satrija.lt">raseiniai@satrija.lt</a>
Website	<a href="http://www.satrija.lt">www.satrija.lt</a>
Principal activities	Sewing of clothes
Company name	<b>Mukačevska Trikotažnaja Fabrika Mrija PAT</b>
Legal form	Open public company
Date and place of incorporation	1971 m. Matrosova 13, 89600 Mukačevo, Ukraine
Company code	307253
Address	Matrosova 13, 89600 Mukačevo, Ukraine
Telephone	+ 380 (3131) 52780
Fax	+380 (3131) 52780
E-mail	<a href="mailto:mriya@mk.ukrtel.net">mriya@mk.ukrtel.net</a>
Website	<a href="http://www.mriyamukachevo.com">www.mriyamukachevo.com</a>
Principal activities	Production of knit-wear articles
Company name	<b>Gotija UAB</b>
Legal form	Private company
Date and place of incorporation	1994 m. Laisvės al. 33, Kaunas
Company code	134181619
Address	Laisvės al. 33, Kaunas
Telephone	8 (37) 205879
Fax	8 (37) 205879
E-mail	<a href="mailto:gotija@ut.lt">gotija@ut.lt</a>
Website	None
Principal activities	Retail trade in clothes
Company name	<b>Utenas Trikotaža SIA</b>
Legal form	Private company
Date and place of incorporation	2019 m. Cietokšna iela 60, Daugavpils, Latvija
Company code	40203234380
Address	Cietokšna iela 60, Daugavpils
Telephone	+ 371 (656) 37547
Fax	-
E-mail	<a href="mailto:OutletDaugavpils@ut.lt">OutletDaugavpils@ut.lt</a>
Website	None
Principal activities	Retail trade in clothes



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### **31.2. Trade in securities of the Group companies in regulated markets**

Subsidiaries Šatrija AB, PAT MTF Mrija, Gotija UAB and SIA Utenas trikotaža do not trade in securities in regulated markets.

### **32. Information on harmful transactions in which the issuer is a party.**

There were no harmful transactions (those that are not in line with issuer's goals, not under usual market terms, harmful to the shareholders' or stakeholders' interests, etc.) made in the name of the issuer that had or potentially could have negative effects in the future on the issuer's activities or business results. There were also no transactions where a conflict of interest was present between issuer's management's, controlling shareholders 'or other related parties' obligations to the issuer and their private interests.

General Manager Petras Jašinskas

31 July 2020