

**The Draft Decisions, prepared by the Board of AB Linas Agro Group  
(hereinafter – the Company), to the Annual General Meeting  
of the Company’s Shareholders to be held on 27 October, 2016**

**1. PRESENTATION OF THE COMPANY’S AUDIT COMMITTEE ACTIVITY REPORT.**

*Draft decision:* Presented (enclosed). No voting.

**2. PRESENTATION OF THE INDEPENDENT AUDITORS’ REPORT.**

*Draft decision:* Presented (enclosed). No voting.

**3. PRESENTATION OF THE CONSOLIDATED ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL YEAR  
2015/16.**

*Draft decision:* Presented (enclosed). No voting.

**4. APPROVAL OF THE CONSOLIDATED AND THE COMPANY’S SET OF FINANCIAL STATEMENTS FOR THE  
FINANCIAL YEAR ENDED 30 JUNE, 2016.**

*Draft decision:* Approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2016 (enclosed).

**5. APPROVAL OF THE PAYMENT OF BONUSES TO THE MEMBERS OF THE BOARD OF THE COMPANY.**

*Draft decision:*

- 5.1. Allocate EUR 245,000.00 (two hundred forty five thousand euro) of the net profit of the Company as bonuses for the members of the Board of the Company for the financial year 2015/16, and pay EUR 35,000.00 (thirty five thousand euro) to each member of the Board of the Company;
- 5.2. Instruct the Finance Division of the Company, having deducted the taxes due, to pay the bonuses to the members of the Board of the Company by 30 November 2016.

**6. APPROVAL OF THE DISTRIBUTION OF THE COMPANY’S PROFIT.**

*Draft decision:* Approve the Distribution of the Company’s Profit:

|                                                                                                                                |                |
|--------------------------------------------------------------------------------------------------------------------------------|----------------|
| Retained earnings – profit (loss) of the previous financial year at the end of                                                 |                |
| 1) the accounting financial year                                                                                               | EUR 27,169,093 |
| 2) Net profit (loss) of the financial year                                                                                     | EUR 4,993,774  |
| 3) The profit (loss) of the accounting financial year not recognized in the profit (loss) account                              | (EUR 62,131)   |
| 4) The transfers from the reserves                                                                                             | EUR 105,000    |
| 5) The shareholder’s contributions to cover the losses of the Company (if shareholders decided to cover all or part of losses) | –              |

|     |                                                                                                           |                |
|-----|-----------------------------------------------------------------------------------------------------------|----------------|
| 6)  | The total profit (loss) available for appropriation                                                       | EUR 32,205,736 |
| 7)  | The part of the profit allocated to the legal reserve                                                     | EUR 250,000    |
| 8)  | The part of the profit allocated to the reserve of the own share acquisition                              | –              |
| 9)  | The part of the profit allocated to the other reserves                                                    | –              |
| 10) | The part of the profit allocated for the payment of dividends*                                            | EUR 1,201,996  |
| 11) | The part of the profit allocated for payment of annual bonuses to the Board, employees and other purposes | EUR 245,000    |
| 12) | Retained earnings – profit at the end of the financial year carried forward to the next financial year    | EUR 30,508,740 |

\* allocate EUR 1,201,996 for the dividend payment for the financial year ended on 30 June, 2016, which consist EUR 0.0076 with taxes per one share of the Company (calculated without own shares acquired by the Company).

#### **7. ELECTION OF THE COMPANY'S AUDITOR FOR THE FINANCIAL YEAR 2015/16 OF THE COMPANY AND ESTABLISHMENT OF THE PAYMENT FOR THE SERVICES.**

*Draft decision:*

- 7.1. Elect Auditor of the Company "ERNST & YOUNG BALTIC" (code 110878442, address Subačiaus St. 7, Vilnius, Lithuania);
- 7.2. Establish the payment for services not more than EUR 30,000.00 (thirty thousand euro) (VAT excluded) for the audit of the Company's and consolidated financial statements for the financial year 2016/2017;
- 7.3. Entrust the Managing Director of the Company to conclude and sign the agreement with elected Auditor.

#### **8. ELECTION OF THE COMPANY'S BOARD MEMBERS.**

*Draft decision:* Taking into consideration that the term of the current Company's Board expired on 24 October 2016, to elect to the Board of the Company for the four-year term of the Board: [seven Board members].

Akola ApS, the main shareholder of the Company, holding 63.09 percent of the Company's shares, proposed for the four-year term of the Board to re-elect Andrius Pranckevičius, Artūras Pribušauskas, Arūnas Zubas, Dainius Pilkauskas, Darius Zubas, Tomas Tumėnas and Vytautas Šidlauskas.

There are no independent members between candidates.