

**DECISIONS AND VOTING RESULTS  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS WHICH WAS HELD ON  
26 APRIL, 2013**

The Annual General Meeting of Shareholders (hereinafter referred to as the Meeting) of AB "GRIGIŠKĖS" (hereinafter referred to as the Company) was held on 26 April, 2013.

The authorised capital of the Company is equal to LTL 60 000 000 (sixty million litas). The authorised capital of the Company is divided into 60 000 000 (sixty million) ordinary registered shares with a par value of LTL 1 (one litas) each. One ordinary registered share of the Company gives one vote at the General Meeting of Shareholders. The total number of votes carried by the shares issued by the Company on the day of the Meeting was 60 000 000 (sixty million). No general ballot papers were filled-in and submitted in advance; one valid proxy was submitted; there were not submitted any invalid proxies, agreements on the disposal of voting rights.

The number of voting shares represented at the Meeting was 40 616 139 (11 343 911 - in person, 29 272 228 - through proxies). The Meeting was attended by the shareholders who hold 40 616 139 ordinary registered shares issued by the Company carrying 40 616 139 votes, which amounted to 67,694 percent of the total number of the Company's vote-carrying shares. The Meeting had a quorum and the Meeting could adopt decisions.

The Meeting adopted the following decisions:

- **To approve the set of consolidated annual financial statements and annual financial statements of the Company for the year 2012.**

*Voting results:*

67,694 percent of the authorised capital of the Company was represented by voting,

It was voted by 40 616 139 shares,

The total number of votes of shareholders who voted - 40 616 139,

Votes for - 40 616 139,

Votes against – 0.

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- **To approve the appropriation of Company's profit for the year 2012 as follows: to allocate LTL 1,200,000 (347,544 EUR) for the payment of dividends for the year 2012 or LTL 0.02 (0.006 EUR) dividend per one ordinary registered share, to appropriate LTL 424,093 (122,825 EUR) to the mandatory reserve and to appropriate LTL 230,000 (66,613 EUR) for annual payments (tantiemes) to the members of the Board and Supervisory board.**

*Voting results:*

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It was voted by 40 616 139 shares,

The total number of votes of shareholders who voted - 40 616 139,

Votes for - 40 616 139,

Votes against – 0.

- To increase the authorised capital of the Company with additional contributions from LTL 60,000,000 (sixty million litas) to LTL 65,700,000 (sixty five million seven thousand hundred litas), by issuing no more than 5,700,000 (five million seven hundred thousand) ordinary registered shares LTL 1 (one litas) par value each (hereinafter, the “New Shares”).

The minimal issue price of each newly issued ordinary registered share of the Company, the total number of which may be up to 5,700,000, is LTL 1 (one litas). The total minimal issue price of the New Shares is up to LTL 5,700,000 (five million seven hundred thousand), depending on the final number of the issued New Shares.

If not all the New Shares are subscribed for within the period intended for subscription for the shares, the authorised capital of the Company will be able to be increased by the total par value of the newly subscribed shares. In this case, the Board of the Company will have the discretion to decide whether, in case not all the New Shares are subscribed for, the increase of the authorised capital of the Company is to be regarded as having taken place and (if yes) the authorised capital of the Company must be increased by the total par value of the newly subscribed shares.

To instruct the Board of the Company to draft and establish the detailed conditions and procedure of subscription and payment for the New Shares which will have to indicate that the shares of the Company will be offered to acquire to persons who shall be shareholders of the Company at the close of 22 May, 2013 or at the close of other date established by the Board of the Company in proportion to the number of the shares owned by them as well as to other investors and to determine other conditions of offering the new share issue that have not been discussed in the resolution of the general meeting of shareholders (including, without limitation, the final issue price of the New Shares, the final number of the issued New Shares, etc.).

To initiate the admission of all the newly issued shares to the Main List of AB NASDAQ OMX Vilnius and to authorise the Board of the Company to perform any and all related actions, including, without limitation, to approve and to present to the Bank of Lithuania the prospectus for placement of the shares of the Company and admission of the New Shares to the regulated market (the Main List of AB NASDAQ OMX Vilnius) for approval.

*Draft decision proposed by the Board of the Company:*

To increase the authorised capital of the Company with additional contributions from LTL 60,000,000 (sixty million litas) to LTL 65,700,000 (sixty five million seven thousand hundred litas), by issuing no more than 5,700,000 (five million seven hundred thousand) ordinary registered shares LTL 1 (one litas) par value each (hereinafter, the “New Shares”).

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To instruct the Board of the Company to draft and establish the detailed conditions and procedure of subscription and payment for the New Shares which will have to indicate that the shares of the Company will be offered to acquire to persons who shall be shareholders of the Company before the start of the placement in proportion to the number of the shares owned by them as well as to other investors and to determine other conditions of offering the new share issue that have not been discussed in the resolution of the general meeting of shareholders (including, without limitation, the final issue price of the New Shares, the final number of the issued New Shares, etc.).

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Voting results:

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It was voted by 40 616 139 shares,

The total number of votes of shareholders who voted - 40 616 139,

Votes for - 0,

Votes against – 40 616 139.

Draft decision proposed by the shareholder of the Company, holding 48,79 % of shares and votes:

To increase the authorised capital of the Company with additional contributions from LTL 60,000,000 (sixty million litas) to LTL 65,700,000 (sixty five million seven thousand hundred litas), by issuing no more than 5,700,000 (five million seven hundred thousand) ordinary registered shares LTL 1 (one litas) par value each (hereinafter, the “New Shares”).

The minimal issue price of each newly issued ordinary registered share of the Company, the total number of which may be up to 5,700,000, is LTL 1 (one litas). The total minimal issue price of the New Shares is up to LTL 5,700,000 (five million seven hundred thousand), depending on the final number of the issued New Shares.

If not all the New Shares are subscribed for within the period intended for subscription for the shares, the authorised capital of the Company will be able to be increased by the total par value of the newly subscribed shares. In this case, the Board of the Company will have the discretion to decide whether, in case not all the New Shares are subscribed for, the increase of the authorised capital of the Company is to be regarded as having taken place and (if yes) the authorised capital of the Company must be increased by the total par value of the newly subscribed shares.

To instruct the Board of the Company to draft and establish the detailed conditions and procedure of subscription and payment for the New Shares which will have to indicate that the shares of the Company will be offered to acquire to persons who shall be shareholders of the Company at the close of 22 May, 2013 or at the close of other date established by the Board of the Company in proportion to the number of the shares owned by them as well as to other investors and to determine other conditions of offering the new share issue that have not been discussed in the resolution of the general meeting of shareholders (including, without limitation, the final issue price of the New Shares, the final number of the issued New Shares, etc.).

To initiate the admission of all the newly issued shares to the Main List of AB NASDAQ OMX Vilnius and to authorise the Board of the Company to perform any and all related actions, including, without limitation, to approve and to present to the Bank of Lithuania the prospectus for placement of the shares of the Company and admission of the New Shares to the regulated market (the Main List of AB NASDAQ OMX Vilnius) for approval.

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- Following paragraph 1(15) of Article 20 and paragraph 5 of Article 57 of the Law of the Republic of Lithuania on Companies, also referring to the announcement of the Board of the Company regarding the withdrawal of the pre-emptive right of the Company's shareholders to acquire newly issued shares of the Company and granting of the right to acquire the shares, to withdraw the pre-emptive right of all the shareholders of the Company to acquire up to 5,700,000 (five million seven hundred thousand) ordinary registered shares issued by the Company.

The Company is considering raising additional equity capital via a public placement to current shareholders as well as other investors to finance expansion of its operations, to strengthen its shareholders' base and to increase the liquidity of the shares of the Company in the secondary market. To accomplish this goal, the Company proposes the increase of the authorised capital of the Company as well as withdrawal of the pre-emptive right of its current shareholders.

To analyse the available options and to secure the required assistance in placing the shares, the Company has retained UAB FMI "Orion securities", a private limited liability company, legal entity code 122033915, the address of the registered office at Tumėno g. 4, Vilnius (hereinafter, "Orion"), to act as an Arranger and a Lead Manager of the potential transaction.

The Company is proposing to undertake a public placing to current shareholders (by withdrawal of the pre-emptive right) as well as other investors, which it considers to be a practical decision for raising additional equity and securing the possibility of the current shareholders' of the Company participation in the placement. Furthermore, the indicated structuring of the transaction (including withdrawal of the pre-emptive right) would ensure that the Company is flexible with its timing as well as with its length, as such transaction would not be subject to any certain restrictions on the earliest date of starting the offering and the shortest period of subscription for shares.

Due to the nature of the envisaged transaction, Orion may need to borrow a certain amount of existing shares from one of the current shareholders to facilitate settlement of the transaction. It is intended that such borrowed shares will be used for settlement with investors, whilst the Arranger will use the proceeds to subscribe for the new issue shares and return the shares to the lender.

For the reasons indicated above and as a technical measure, it is sought to withdraw the pre-emptive right of the current shareholders of the Company to acquire the shares to be newly issued and to grant the right to acquire such shares to Orion. It is hereby suggested to grant Orion the right to subscribe for and acquire newly issued shares of the Company (up to 5,700,000) in its contemplated role of the Arranger.

Furthermore, for the purpose of the aforementioned potential transactions, a current shareholder of the Company UAB "GINVILDOS INVESTICIJA", legal entity code 125436533, the address of the registered office at Turniškių st. 10A-2, Vilnius, consented to lend a relevant amount of the outstanding and paid shares of the Company, equal to the maximum number of the New Shares to be issued during this increase of the authorised capital of the Company (i.e. up to 5,700,000 shares), to Orion in its contemplated role of the Arranger.

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The total number of votes of shareholders who voted - 40 616 139,  
Votes for - 40 616 139,  
Votes against – 0.

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- With regard to the adopted resolution to increase the authorised capital of the Company, to amend paragraphs 3.1 and 4.1 of the Articles of Association of AB "GRIGIŠKĖS" and to read them as follows:

"3.1. The authorised capital of the Company shall be equal to LTL 65,700,000 (sixty five million seven hundred thousand litas)."

**“4.1. The authorised capital of the Company shall be divided into 65,700,000 (sixty five million seven hundred thousand) ordinary registered shares. The par value of one share shall be equal to LTL 1 (one litas).”**

**If not all the New Shares are subscribed for during the intended share subscription period and the Board of the Company decides to hold that the increase of the authorised capital of the Company has still taken place, the Board of the Company will amend the amount of the authorised capital and the number of shares indicated in the Articles of Association of the Company accordingly.**

**With regard to the resolution above, to amend the Articles of Association of AB “GRIGIŠKĖS”, approving their new wording, and to authorise the President of the Company Gintautas Pangonis to sign the Articles of Association.**

**Voting results:**

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