

### Snaigė AB

## **CONFIRMATION OF RESPONSIBLE PERSONS**

Following the Article No. 22 of the Law on Securities of the Republic of Lithuania and Rules on Preparation and Submission of Periodic and Additional Information of the Lithuanian Securities Commission, we Gediminas Čeika, CEO of Snaigė, AB and Neringa Menčiūnienė, Finance Director of Snaigė AB hereby confirm that, to the best of our knowledge, the attached unaudited interim consolidated Snaigė AB financial statements for the 1st half of year 2012, prepared in accordance to the applied accounting standards, reflects the reality correctly and fairly shows issuer's assets, liabilities, financial position, profit or loss of Snaigė, AB. Responsible persons also confirm that interim report fairly presents the review of issuer's business development and business activities.

Gediminas Čeika

**Managing Director** 

July 31, 2012

Neringa Menčiūnienė

Finance Director



## **SNAIGE AB**

## INTERIM CONSOLIDATED REPORT FOR THE SIX MONTHS OF THE YEAR 2012

Prepared in accordance with the Rules of preparation and submission of periodic and additional information of the Lithuanian Securities Commission



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#### **GENERAL PROVISIONS**

### 1. Accounting period of the interim report

The interim report has been issued as of the six months of 2012.

#### 2. The basic data about the issuer

The name of the company – *SNAIGÉ* PLC (hereinafter referred to as the Company) Authorised capital – LTL 39,622,395
Address - Pramones str. 6, LT-62175 Alytus
Phone - (8-315) 56 206
Fax - (8-315) 56 207
E-mail – snaige@snaige.lt
Internet address - http://www.snaige.lt
Legal organisation status – legal entity, public limited company

Registered as an enterprise on December 1, 1992 in the Municipality Administration of Alytus; registration number AB 92-119; enterprise register code 249664610. The latest Statute of AB "Snaige" was registered on May 24, 2012 in Legal Entities of the Republic of Lithuania.

#### 3. The type of the issuer's main business activities

The main business activity of the Company is manufacture of refrigerators and freezers and other activities, permitted by Lithuanian laws, as indicated in the registered Statute.

4. Information with regard to the location and time provided for introduction of the report and the accompanying documents; name of the mass media

The report is available in the Budget and Accounting Department of AB "Snaige" at Pramones str. 6, Alytus on the days of I-IV from 7.30 to 16.30, and V from 7.30 to 14.00.

The mass media – daily paper "Kauno diena".



## II. INFORMATION ABOUT THE ISSUER'S AUTHORIZED CAPITAL, THE ISSUED SECURITIES, SHAREHOLDERS AND MEMBERS OF THE MANAGEMENT BODIES

#### 5. The issuer's authorized capital

#### 5.1. The authorized capital registered in the enterprise register

Name of the securities	Amount of the securities	Nominal value, LTL	Total nominal value, LTL	Share of the authorized capital, in percentage
Ordinary registered shares	39,622,395	1	39,622,395	100

#### 6. Major shareholders

The total number of the shareholders on 30 June 2012 was 981.

The major shareholders who own or control more than 5 percent of the issuer's authorized capital are listed below:

Names (company names, addresses, enterprise register codes) of the shareholders	Amount of the ordinary registered she available,	Share of the authorized capital and votes available, in percentage.				vailable, in	
		incl. the ones owned	Total		incl. the ordinary registered shares owned by the shareholder		Total incl. the share of the entities
	Total	by the sharehol der	share of the votes	share of the capital	share of the appointed votes	share of the capital	group operating jointly, in percentage
Vaidana UAB – Konstitucijos ave.7, Vilnius, Lithuania, 302473720	36,096,193	91.10	91.10	91.10	91.10	91.10	-

# 7. Securities without a share of the authorized capital, the circulation of which is regulated by the Law on the Securities Market of the Republic of Lithuania

On 18 April 2011 the issue of convertible bonds was subscribed and paid:

- total number of convertible bonds: 30,000 units;
- nominal value of the convertible bond: LTL 100;
- issue price per convertible bond: LTL 100;
- total nominal value: LTL 3,000,000;
- total amount of the issue: LTL 3,000,000;
- the rights granted to holders of convertible bonds: according to the set order to receive interest from the Company; on redemption day to receive a redemption amount or to request to change convertible bonds to the shares at the end of redemption term; also, all other rights set to the creditors of the companies by the laws:
- subscription and payment day: 18 April 2011;
- duration: 725 days;
- interest: 9 % per annum;
- the method of interest calculation: act/365;
- redemption day: 12 April 2013;
- the redemption price per convertible bond: LTL 100;
- payment of interest: once per quarter on the last day of the quarter (if the last day of the quarter is not a



business day – the next business day), also on the redemption day or the day of change to the shares;

- shares, for which the convertible bonds shall be changed: ordinary registered shares of LTL 1 nominal value, granting its holders property and non-property rights set by the laws and Articles of Association of the Company;
- the conditions of change of convertible bonds to shares: convertible bonds shall be changed to shares accordingly to the request of the holder submitted to the Company in written no later than 10 business days before the redemption day of convertible bonds;
- the term of exchange: convertible bonds shall be changed to shares on the redemption day;
- the ratio of change to shares: 1:100 (one convertible bond shall be changed to 100 shares);
- inclusion into trading in the regulated market: the issue will not be involved into trading in the regulated market.

During private placement all convertible bonds of the issue were subscribed and paid by Šiaulių banko turto fondas, UAB.

On 2 May 2011 was signed and paid AB Snaige unadvertised convertible 43,000 bonds issue with nominal value of LTL 100 and 9 percent annual interest rate. Nominal value of the issue is LTL 4,300,000. Redemption of bonds is on 2 May 2013.

#### 8. The secondary turnover of the issuer's securities

The securities issued by the Company have been listed in the Official Trading List of NASDAQ OMX Villnius since April 9, 1998. Trade of the Company's ordinary registered shares in the securities stock exchange was started on August 11, 1995. The VP ISIN number is LT0000109274.

Name of the securities – the ordinary registered shares of AB "Snaige".

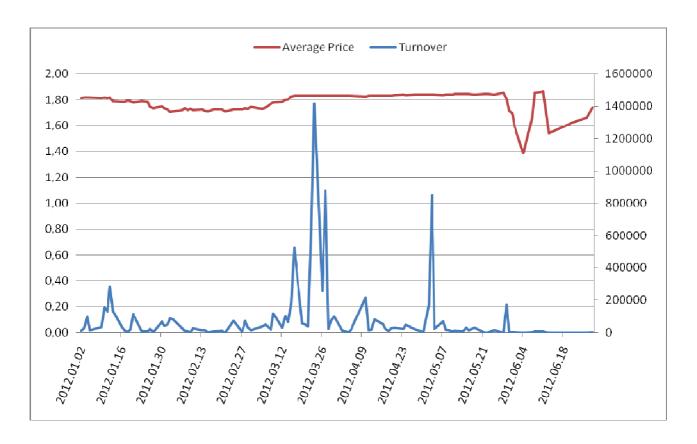
Amount of the securities: 39,622,395 units. The nominal value of a share: 1 (one) LTL.

Based on June 1, 2009 AB "Snaige" request the Company's shares from NASDAQ OMX Vilnius Baltic main list were moved to NASDAQ OMX Vilnius Baltic secondary list.

#### Trade in securities

Accounting period		Price (LTL)		Turnover (LTL)		Date of last session min.	Total turnover		
from	to	Max.	Min.	As of last sessi on	from	Max.		As of last session	from
2012.01.01	2012.03.31	1.837	1.692	1.830	1,416,693.09	100,996.82	2012.03.30	3,512,198	6,360,740.70
2012.04.01	2012.06.30	2.072	1.385	1.854	849,446.84	904.12	2012.06.28	1,115,949	2,047,057.29





### 9. Agreements with the stakeholders of public circulation of securities

On February 17. 2011 AB "Snaige" entered into agreement with Siauliu bankas AB Ltd. (Tilzes str.149. 76348. Siauliai) for management of accounts of the Company's issued securities and management of accounts of personal securities.

#### 10. Members of the Management Bodies

10.1 Position. names and data with regard to the share of the issuer's authorized capital available

Name. surname	Position	Amount of shares available . in units	Share of the capital available. in percentag e	Share of votes. in percent age
BOARD				
Aleksey Kovalchuk	Chairman of the Board of Snaige AB	-	-	-
Andrei Dribny	Member of the Board of Snaige AB	-	-	-
Mikhail Stukalo	Member of the Board of Snaige AB	-	-	-
Robin Peter Walker	Member of the Board of Snaige AB	-	-	-
Martynas Česnavičius	Member of the Board of Snaige AB	15	0.00	0.00
Robertas Beržinskas	Member of the Board of Snaige AB	-	-	-



ADMINISTRATION (Administrative Manager. Chief Accountant)					
Gediminas Čeika	Managing Director of Snaige AB	-	-	-	
Neringa Menčiūnienė	Finance Director of Snaige AB	-	-	-	

10.2 Information about start date and end date of the office term of each member or the management body

Name	Start date of the Office term	End date of the Office term				
BOARD	·					
Aleksey Kovalchuk	2011 12 14	till 2015 GMS				
Andrei Dribny	2011 12 14	till 2015 GMS				
Mikhail Stukalo	2011 12 14	till 2015 GMS				
Robin Peter Walker	2011 12 14	till 2015 GMS				
Martynas Česnavičius	2006 05 02	till 2015 GMS				
Robertas Beržinskas	2008 04 23	till 2015 GMS				
ADMINISTRACIJON (Managing Director and Chief / accountant)						
Gediminas Čeika	2008 01 03	Term less agreement				
Neringa Menčiūnienė	2008 06 02	Term less agreement				

10.3. Information about benefits and loans granted to the members of the management bodies.

No loans or benefits were granted to the members of the management bodies during this period.

#### III. INFORMATION ABOUT THE ISSUER'S BUSINESS

#### 11. Overview of Company's business activities during the reporting period

During the first half of 2012 turnover reached nearly 67m. Lt (unaudited, unconsolidated results) which is almost 19% more than in the same period last year. Also the company generated 419k Lt unaudited, unconsolidated profit which is 16% more than the same period last year. Unaudited unconsolidated EBITDA in the first half exceeded the 4,9 mln. Lt i.e. 16% more than during the same period last year.

According to Gediminas Čeika, these results were achieved by a focus in the main on the more profitable markets with particular success in Ukraine where sales were ahead by 62% compared with the previous year for the same period. "This development was caused by a number of factors ",-says G. Čeika," the first is the national advertising campaign on Ukrainian TV, Internet and outdoor advertising. We not only remind the user about ourselves, but also we enhance our customers 'confidence in us in Ukraine

The successful marketing campaign in Ukraine has not only grown the sales, but also significantly strengthened AB Snaige's brand position in this market. We now hold 6,2% of the refrigerators category in the Ukrainian market and are now one of the market leaders.

AB Snaige also found additional clients in Asian markets. During the first 6 months of this year to export sales to Uzbekistan, Tajikistan and Kazakhstan exceeded 8000 PCs. of refrigerators, which is 35% more



than last year. Users in these countries, in particular, value the quality of the Lithuanian refrigerators and the European origin.

"We also achieved strong results in Germany, during the first half of this year. The company has exported over 14 000 refrigerators, 16% above with the same period last year.- said G. Čeika. –, Part of this growth was due to the trade with a new client "Bomann".

According to G. Čeika the trade with Russia is also recovering. "Compared with the previous year to Russia we sold more than six times as many refrigerators. Of course, the majority of refrigerators were sold with the help of our partner company Russian industrial refrigeration equipment manufacturer "Polair".

AB Snaige CEO G. Čeika welcomes the results of the H1. "19% sales growth is a great result", - said G. Čeika. "However we are going ahead. The cultivation of profitable sales is one of the most important objectives of the company of the year.

#### 12. Information about Company's employees

The main information about the employees of AB "Snaige" and its subsidiaries' employees is presented in the table below:

	January – June of 2012				
Employees group	Average number of employees	Average monthly salary. LTL			
Administrative employees (with executive officers)	171	3,266			
Factory workers	593	1,579			
In total	764	1,955			

## 13. Information about the subsidiary companies of the issuer

On 30 June 2011 the AB "Snaige" group consisted of the following companies: the parent company of the group AB "Snaige". subsidiary companies "Techprominvest". "Moroz trade". "Liga servis". "Snaige- Ukraine". "Almecha". The main information about the Group's subsidiary companies is presented in the table below:

	TECHPROMINVEST	MOROZ TRADE	LIGA SERVIS	SNAIGE – UKRAINE	ALMECHA
Head-office address	Russia	Russia	Russia	Ukraine	Alytus. Lithuania
Type of activities	Manufacture of refrigerators and freezers	Sales and marketing services	Sales and marketing services	Sales . consult and service	Manufacture of equipment
Share of the authorized capital available to Snaige.AB. %	100 %	100%	100%	99 %	100 %
The authorized capital (LTL)	89.197.287	837	837	56.805	1.375.785
Share of the authorized capital unpaid by the issuer	Completely paid	Completely paid	Completely paid	Completely paid	Completely paid



#### 14. Transactions with the related parties

The parties are considered related when one party has the possibility to control the other one or have significant influence over the other party in making financial and operating decisions. The related parties of the Group and the transactions with related parties during the 1<sup>st</sup> half of 2012 and 2011 were:

Amber Trust II" S.C.A. (shareholder)

OAO Polair (related shareholders);

VAIDANA UAB (shareholder).

#### 15. The risk

#### Credit risk

The maximum exposures of the credit as of 30 June 2012 and as of 31 December 2011 comprise the carrying values of receivables, cash and cash equivalents.

Concentration of trading counterparties of the Group is average. As of 30 June 2012 amounts receivable from the main 10 customers of the Group accounted for approximately 66.57 % (58.64 % as of 31 December 2011) of the total Group's trade receivables.

The credit policy implemented by the Group and credit risk is constantly controlled. Credit risk assessment is applied to all clients willing to get a payment deferral.

At 2012 30th of June the Group's trade receivables, after elimination of reserves, was 28.668 thousand LTL, 5.304 thousand LTL was insured by credit insurance in "Atradius Sweden Kreditförsäkring" Lithuania Branch (at 2011 31st of December trade receivables was 13.191 thousand LTL insured 4.157 thousand LTL.

In accordance with the policy of receivables recognition as doubtful, the payments variations from agreement terms are monitored and preventive actions are taken in order to avoid overdue receivables in accordance with the standard of the Group entitled "Trade Credits Risk Management Procedure".

According to the policy of the Group, receivables are considered to be doubtful if they meet the following criteria:

- the client is late with settlement for 60 and more days, receivable amount is not covered by insurance and it does not come from subsidiaries;
- factorised clients late with settlement for 30 and more days;
- client is unable to fulfil the obligations assumed;
- reluctant to communicate with the seller;
- turnover of management is observed;
- reorganisation process is observed;
- information about tax penalties, judicial operation and restrictions of the use of assets is observed;
- bankruptcy case;
- inconsistency and variation in payments;
- other criteria.

The Group's management believes that its maximum exposure is equal to the trade receivables netted with allowance losses recognized as at the balance sheet date.

#### Interest rate risk

The part of the Group's borrowings is with variable rates, related to VILIBOR and EURIBOR, which creates an interest rate risk. As of 30 June 2012 and 2011 the Group did not use any financial instruments to manage interest rate risk.



#### Liquidity risk

The Group's policy is to maintain sufficient cash and cash equivalents by using cash flows statements with liquidity forecasting for future periods. The statement comprises predictable cash flows of monetary operations and effective planning of cash investment if it is necessary.

The purpose of the Group's liquidity risk management policy is to maintain the ratio between continuous financing and flexibility in using overdrafts, bank loans, bonds, financial and operating lease agreements.

The Group seeks to maintain sufficient financing to meet the financial liabilities on time. Additionally, in 2012 the restructuring of maturity terms of some financial obligations and the additional monetary funds to finance the operations of the Company have been implemented.

#### Foreign exchange risk

The Company significantly reduced income earned in US dollars, in this way receivable incomes became very close to the commitments in USD. Liabilities in US dollars as of 30 June 2012 were only 56 thousand US dollars (as of 31 December 2011 were only 166 thousand US dollars). Consequently, foreign exchange risk decreased because most of income is earned in euros, Litas is pegged to euro at the rate of 3.4528 litas for 1 euro.

#### IV. UPDATE AND ESSENTIAL EVENTS OF THE ISSUER'S ACTIVITIES

#### 16. Essential events of the issuer's activities

#### 25-07-2012

#### **Convocation of the Extraordinary General Meeting of Shareholders**

On 16 August 2012 the Extraordinary General Meeting of Shareholders of Snaigė AB, the address of head office Pramonės str. 6, Alytus, the company code 249664610 (hereinafter, the "Company") is convened (hereinafter, the "Meeting").

The place of the meeting – the meeting hall of the Company, at the address Kareiviu str. 6 (fifth flour), Vilnius, Lithuania.

The Meeting commences – at 10 a.m. (registration starts at 9.45 a.m.).

The Meeting's accounting day – 8 August 2012 (the persons who are shareholders of the Company at the end of accounting day of the General Meeting of Shareholders or authorized persons by them, or the persons with whom shareholders concluded the agreements on the disposal of voting right, shall have the right to attend and vote at the General Meeting of Shareholders).

The Board of directors of the Company initiates and convenes the meeting.

Agenda of the Meeting:

1 agenda question: The revocation of the Board members of the Company

2 agenda question: The appointment of the new Board members of the Company

#### 2012-06-06

## On the implementation of mandatory non-competitive tender offer report

On 6 June 2012 Snaigė AB received a report from its shareholder VAIDANA, UAB on the implementation of the mandatory non-competitive tender offer.

Through the implementation period of the tender offer, VAIDANA, UAB bought-up 12,379,525 ordinary registered shares of Snaigė AB, with nominal value of LTL 1 each (ISIN code LT0000109274), which represent 31.24 percent voting rights at the general meeting of shareholders of the company. 2012-06-04

Notification about acquisition of voting rights

Snaige, AB received a notification from VAIDANA, UAB about crossing the threshold of 75 per cent of votes at the General Meeting of the Company's shareholders.

#### 2012-06-01

#### **Notification on transaction**

Snaige AB has received notification on the transaction in issuer's securities concluded by the person closely associated with the manager of the issuer.



#### 2012-05-30

#### Notification on transaction by manager of the company

Snaige AB has received notification on the transaction in issuer's securities concluded by the manager of the issuer.

#### 2012-05-29

#### Registered the Articles of Association of Snaige AB

On 24th of May, 2012 the Articles of Association of Snaige AB (which was approved by shareholders on 30 April, 2012 shareholders meeting) was registered on Register of Legal Entities.

#### 2012-05-11

#### AB "Snaigė" delivers strong sales Q1 in a declining market

In Q1 2012 AB Snaige has had a strong overall sales performance well ahead of their key markets and has matched 2011 sales value with revenues of 22m LTL (unaudited, unconsolidated results). "With some of our key markets affected in the short term by the economic downturn this has been an excellent result" - said CEO Gediminas Čeika.

According to Gediminas Čeika these results was achieved by a focus in the main on the more profitable Baltic and Eastern markets with particular success in Ukraine where sales were ahead by 36% compared with the previous year for the same period. "However, the company also had a successful result from selected western markets and in particular in Germany where sales increased by 30%, partly helped by sales to a new customer "Bomann", which is famous home appliance brand in Germany",- said G. Čeika. Also in Q1 AB "Snaigė" gained the first benefits of the link with Russian industrial refrigerators producer "Polair". With the help of "Polair" the company produced and sold 3600 units of commercial refrigerators, which is double compared at the same period last year. Additionally the two companies are working closely together using their corporate procurement specialists to focus on optimization of corporate procurement to save on raw materials and on parts for the production process.

Gediminas Čeika said,- "We are satisfied with the results of Q1 and have delivered against the sales targets we set for the quarter. Additionally we focused on developing new products and preparation for the summer season."

In the second and third quarter of this year, AB Snaige is preparing to deliver updated series of "Snaigė Ice Logic" refrigerators to maximize its results. These new products have a refreshed internal design and new technologies such as dynamic cooling system, zero zone, and the electronic control which company believes it will delight its consumers.

In order to further strengthen the delivery of these products in Ukraine, the company is going to launch a national advertising campaign on TV, Internet and outdoor media channels.

Finally during Q1 AB "Snaigė" refinanced it's short term loan portfolio onto long-term loans with the aim of maximizing the benefits from the loan portfolio.

Unaudited unconsolidated EBITDA profit of the company in the first quarter of 2012 exceeded the LTL 583 thousand.

#### 2012-04-30

#### Decisions of annual general meeting of shareholders of Snaigė AB

The General Meeting of shareholders of Snaige AB was held on 30 April 2012. The meeting heard the consolidated annual report of the Company for the year 2011 and the Auditor's report for the year 2011. At the meeting was made following resolutions:

1. THE AGENDA QUESTION: Consolidated annual report of "Snaige" AB on the company's activity for 2011.

In the meeting taken for information the consolidated annual report of "Snaige" AB on the company's activity for 2011.

- 2. THE AGENDA QUESTION: Auditor's conclusion on the company's financial statements for 2011. In the meeting taken for information with the auditor's conclusion on the company's financial statements for 2011.
- 3. THE AGENDA QUESTION: Approval of the set of financial statements of the company for 2011. THE DECISION: To approve the set of financial statements of the company for 2011 (enclosed Snaige AB and consolidated statements).
- 4. THE AGENDA QUESTION: Approval of distribution of profit (loss) of "Snaige" AB for 2011. THE DECISION:

To approve the distribution of profit (loss) of "Snaigė" AB for 2011:

Non-distributed profit (loss) at the end of the last financial year: LTL 0 (EUR 0)

Net result - profit (loss) of financial year: LTL 908,126 (EUR 263,011.47)

Distributable result- profit (loss) of financial year: LTL 908,126 (EUR 263,011.47)



Contributions of shareholders to cover loss: LTL 0 (EUR 0)

Share premium for covering of loss LTL 0 (EUR 0)

Transfers from reserves: LTL 1,188,483 (EUR 344,208.47)

Distributable profit: LTL 2,096,609 (EUR 607,219.94)

Distribution of profit:

Portion of profit allocated to reserves foreseen by law: LTL 45,410 (EUR 13,151.65)

Portion of profit allocated to other reserves: LTL 30,000 (EUR 8,688.60)

- for support and charity LTL 0 (EUR 0)
- for social and cultural needs LTL 30,000 (8,688.6 EUR)

Portion of profit allocated for payment of dividends: LTL 0 (EUR 0)

Portion of profit allocated for payment of premiums: LTL 0 (EUR 0)

Portion of profit allocated for payment of tantiemes: LTL 0 (EUR 0)

Other: LTL 2,021,199 (EUR 585,379.69)

- portion of profit allocated to reserve for acquisition of own shares: LTL 0 (EUR 0)
- portion of profit allocated to reserve for investments: LTL 2,021,199 (EUR 585,379.69)

Non-distributed result - profit (loss) at the end of financial year: LTL 0 (EUR 0)

5. THE AGENDA QUESTION: Election of the audit firm for auditing purposes of financial statements and establishment of terms regarding the payment for audit services.

THE DECISION: For 2012 auditing purposes of annual financial statements to elect UAB "Ernst & Young Baltic". To authorize (with the right to delegate) the General Director of the company to sign the agreement with the audit firm by establishing the terms of payment for the audit services and other terms. 6. THE AGENDA QUESTION: Election of members of Audit Committee

THE DECISION: Until the end of term of the Company's Board To elect the chairman of audit committee Anton Kudryashov, as the members of Audit Committee Virginijus Dumbliauskas and Rasa Balčiūnaitė Kaminskienė.

- 7. THE AGENDA QUESTION: Amending the Articles of Association of the Company THE DECISION:
- 1) To amend Clauses 6.2 and 6.3 of the Articles of Association of the Company to be read as follows:
- 6.2. The convening and the powers of the General Meeting of Shareholders shall conform to the procedures of convening and the powers of the General Meeting of Shareholders stipulated in the Law on Companies, except where these Articles of Association provide otherwise.
- 6.3. The General Meeting of Shareholders shall elect and remove the Board of the Company in compliance with the procedure prescribed by the Law on Companies. The Board of the Company shall have the right to adopt a decision on issuing debentures, as well as, following the procedure approved by the General Meeting of Shareholders, to resolve the matters related to the establishment of remuneration to the Board members. The Board's powers with regard to other matters shall conform to the powers stipulated in the Law on Companies. The working procedure of the Board shall be laid down in the rules of procedure of the Board.

To supplement the Articles of Association of the Company with Clause 6.5 to be read as follows: 6.5. The members of the Board of the Company shall enter into agreements on their activity within the Board. Remuneration may be paid to the Board members of the Company for their activity within the Board of the Company. The General Meeting of Shareholders of the Company shall approve the form of the agreement with the Board members of the Company and the procedure for payment of remuneration

by the Company for the activity of the Board members.

2) In the light of the said amendments of the Articles of Association of the Company, to approve the new wording of the Articles of Association of the Company (enclosed). To authorize (with the right to subdelegate) the head of the Company to sign the new wording of the Articles of Association of the Company and to submit it for registration with the Register of Legal Entities.

8. THE AGENDA QUESTION: Approving the procedure for payment of remuneration by the Company for the activity of the members of the Board and the form of the agreement with members of the Board of the Company

THE DECISION:

- 1) To establish that according to the respective decision of the Board of the Company remuneration may be paid to the Board members of the Company for their activity within the Board.
- 2) To approve the form of the agreement with members of the Board of the Company (enclosed).
- 3) To approve the procedure for payment of remuneration by the Company for the activity of the members of the Board (enclosed).

To establish that the adopted decisions referred to in Clauses 1), 2) and 3) hereof, relating to the establishment of the remuneration to the Board members of the Company for their activity within the



Board, shall come into force and shall be applied after the registration of the new wording of the Articles of Association of the Company as approved by this General Meeting of Shareholders with the Register of Legal Entities.

2012-04-25

Approval additions of the draft decisions of the 5th and 6th questions of the meeting agenda
The Board of Snaigė AB on 25 April 2012 adopted the decision to approve April 30<sup>th</sup> 2012 the ordinary
general meeting of Company's shareholders additions of the draft decisions of the 5th and 6th questions of
the meeting agenda:

The decision project of the 5th agenda question: "For 2012 auditing purposes of financial statements to elect UAB "Ernst & Young Baltic". To authorize (with the right to delegate) the General Director of the company to sign the agreement with the audit firm by establishing the terms of payment for the audit services and other terms".

The decision project of the 6th agenda question: "Until the end of term of the Company's Board to elect Virginijus Dumbliauskas and Rasa Balciunaite Kaminskiene. Anton Kudryashov to elect the chairman of the audit committee".

#### 2012-04-19

## The addition of agenda of the ordinary General Meeting of Shareholders

AB Snaige Board by its decision, adopted on 16 April 2012, decided to supplement agenda of the Ordinary General Shareholders Meeting of the Company by item No. 7 and No. 8:

7 guestion of agenda: Amending the Articles of Association of the Company.

8 question of agenda: Approving the procedure for payment of remuneration by the Company for the activity of the members of the Board and the form of the agreement with members of the Board of the Company. Drafts of decisions of additional agenda questions of the Ordinary General Meeting of Shareholders are attached.

The ordinary General Meeting of Shareholders of Snaigė AB, the address of head office Pramonės str. 6, Alytus, the company code 249664610 (hereinafter, the "Company") is convened (hereinafter, the "Meeting") on 30 April 2012.

The place of the meeting – main meeting hall of the Company, at the address Pramonės str. 6, Alytus, Lithuania.

The Meeting commences – at 10.00 a.m. (registration starts at 9.45 a.m.).

The Meeting's accounting day -23 April 2012 (the persons who are shareholders of the Company at the end of accounting day of the General Meeting of Shareholders or authorized persons by them, or the persons with whom shareholders concluded the agreements on the disposal of voting right, shall have the right to attend and vote at the General Meeting of Shareholders).

The Board of directors of the Company initiates and convenes the meeting. Agenda of the Meeting:

- 1. Consolidated Annual report of "Snaige" AB on the company's activity for 2011.
- 2. Auditor's conclusion on the company's financial statements for 2011.
- 3. Approval of the set of financial statements of the company for 2011.
- 4. Approval of distribution of profit (loss) of "Snaige" AB for 2011.
- 5. Election of the audit firm for auditing purposes of financial statements and establishment of terms regarding the payment for audit services.
- 6. Election of members of Audit Committee.
- 7. Amending the Articles of Association of the Company.
- 8. Approving the procedure for payment of remuneration by the Company for the activity of the members of the Board and the form of the agreement with members of the Board of the Company.

#### 2012-04-10

#### **Convocation of the ordinary General Meeting of Shareholders**

On 30 April 2012 the ordinary General Meeting of Shareholders of Snaigė AB, the address of head office Pramonės str. 6, Alytus, the company code 249664610 (hereinafter, the "Company") is convened (hereinafter, the "Meeting").

The place of the meeting – main meeting hall of the Company, at the address Pramonės str. 6, Alytus, Lithuania.

The Meeting commences – at 10.00 a.m. (registration starts at 9.45 a.m.).

The Meeting's accounting day -23 April 2012 (the persons who are shareholders of the Company at the end of accounting day of the General Meeting of Shareholders or authorized persons by them, or the persons with whom shareholders concluded the agreements on the disposal of voting right, shall have the right to attend and vote at the General Meeting of Shareholders).

The Board of directors of the Company initiates and convenes the meeting.



Agenda of the Meeting:

- 1. Consolidated Annual report of "Snaige" AB on the company's activity for 2011.
- 2. Auditor's conclusion on the company's financial statements for 2011.
- 3. Approval of the set of financial statements of the company for 2011.
- 4. Approval of distribution of profit (loss) of "Snaige" AB for 2011.
- 5. Election of the audit firm for auditing purposes of financial statements and establishment of terms regarding the payment for audit services.
- 6. Election of members of Audit Committee.

#### 2012-03-22

## The Board of Snaige AB approved the opinion about the submitted mandatory non-competitive tender offer to buy shares of the company

The Board of Snaige AB having familiarised itself with the mandatory non-competitive tender offer material presented to it by the offeror UAB "Vaidana", in its meeting held on 21 March 2012 approved the opinion about the submitted mandatory non-competitive tender offer to buy shares of the company. 2012-03-16

Regarding the approval of the circular of the non-competitive mandatory tender offer

On 15 March 2012, Snaige AB received an announcement from the shareholder UAB "VAIDANA" about 15 March, 2012 the decision of the Bank of Lithuania to approve the circular of a non-competitive mandatory tender offer to buy up the remaining ordinary registered voting shares of Snaige AB.

The tender offer price is EUR 0.54 (fifty four euro cents) per 1 (one) ordinary registered share of Snaigė AB, LTL 1 (one litas) par value (ISIN code LT0000109274) each. Commencement of the implementation of the tender offer is on 21 March 2012, termination – on 29 May 2012. 2012-03-05

Notification on transactions concluded by managers of the companies

On 5 March, 2012 Snaige AB has received notifications on the transactions in issuer's securities concluded by the person closely associated with the manager of the issuer. 2012-03-02

Unconsolidated unaudited EBITDA of "Snaigė" for 2011 achieved LTL 9.3 million

For AB "Snaigė" 2011 became a year of significant achievement and great opportunities. Last year Company sold over 175k refrigerators. The largest proportion was exported to 30 countries in Europe and Asia. Key sales were in Germany, Ukraine, France and Portugal.

The Company significantly stepped up its sales positions in Ukraine started trading with one of the most important Ukrainian household appliances retailers – "Eldorado". Also after a few years break "Snaigė" refrigerators again were exported to Russia and Belarus.

According to CEO Gediminas Čeika in 2011 the Company also has several positive achievements which will have a positive effect on the future of the business. The most important one was introduction of strategic investor. "Polair" a Russian manufacturer of industrial refrigeration equipment acting indirectly through the "Vaidana" UAB, acquired 23,716,668 ordinary shares amounting 59,86% of all shares and votes given by the general meeting of shareholders of the Company.

According to CEO Gediminas Čeika, 2011 the company put a lot of effort into creating new products and improving existing ones. "In June, we manufactured a new premium class refrigerator with glass doors - Snaigė Glassy", said G. Čeika. "These refrigerators have received a lot of attention both from Lithuanian consumers and from consumers in Western Europe, and at the end of the year they were awarded by golden medal in the annual "Lithuanian product of the Year" Competition said G. Čeika., We have created a new refrigerator RF35 with increased freezer section, which within a short time became one the best selling product of AB "Snaigė" in Baltic and Eastern markets.

The company participated in one of the most important household appliances exhibitions in Europe - the IFA 2011, where there was an extremely positive assessment by customers and partners."

Unconsolidated unaudited EBITDA of the Company for 2011 totaled LTL 9.3 million which is clearly a positive performance for the Company. AB "Snaige" incurred a consolidated unaudited loss of LTL 0.53 million.

According to Gediminas Čeika, "Snaigė" AB CEO, due to foreign currency exchange fluctuations, "Snaigė" AB had revaluated debts from the closed factory in Kaliningrad. For these reasons the Company lost LTL 5,6 million. "However, this revaluation of the paper debt is unrelated to the activities of the Company and should be eliminated in assessing the annual results of the company."- said G. Čeika. Due to damage and repair of the factory roof, the Company wasn't able to sell the Kaliningrad plant last year. Currently, the Company is actively negotiating with potential buyers of factory in Kaliningrad and in 2012 expects revenue from this sale.



AB "Snaigė" during the 2011 reached 111,1 million. Lt unaudited consolidated turnover and suffered a consolidated unaudited loss of 5 million.

## 17. Court and arbitrage processes

The information about court and arbitrage processe is revealed in the 26 note of explanatory notes.