

AB Vilkyškių Pieninė

Separate financial statements

for 2009

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Company details

AB Vilkyškių Pieninė

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Registered office: LT-99369 Vilkyškiai, Vilkyškių sen., Pagėgių r. sav., Lithuania

Board

Gintaras Bertašius (Chairman)

Sigitas Trilonis

Rimantas Jancevičius

Vilija Milaševičiutė

Andrej Cyba

Linas Strėlis

Management

Gintaras Bertašius, General Director

Sigitas Trilonis, Technical Director

Rimantas Jancevičius, Stock Director

Arvydas Zaranka, Production Director

Arminas Lunia, Sales Director

Vilija Milaševičiutė, Finance Director

Auditor

KPMG Baltics, UAB

Banks

AB SEB Bankas

AB Bankas Snoras

AB Bankas Swedbank

Management's statement on the financial statements

The Management has today discussed and authorized for issue the separate annual financial statements and the annual report and has signed them on behalf of the Company.

The separate annual financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by European Union. We consider that the accounting policies used are appropriate.

We recommend the separate annual financial statements to be approved at the annual General Meeting.

Vilkyškiai, 29 March 2010

Management:

Gintaras Bertašius
General Director

Independent auditor's report to the shareholders of AB Vilkyškių pieninė

We have audited the accompanying separate financial statements of AB Vilkyškių pieninė (“the Company”), which comprise the separate statement of financial position as at 31 December 2009, and the separate income statement, separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, set out on pages 11-52.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Basis for qualified opinion

The Company failed to comply with certain financial ratios required by bank loan agreements and has not classified part of payable loans to current liabilities in order to conform with International Financial Reporting Standards, IAS 1, 'Presentation of financial statements'. If this part of loans payable was classified to current liabilities, the non-current part of interest-bearing loans and leasing liabilities would be decreased by LTL 16,983 thousand and the current portion of interest bearing loans and leasing liabilities would be increased by LTL 16,983 thousand as at 31 December 2009.

Qualified opinion

In our opinion, except for the effect on the financial statements of the matter described in the Basis for qualified opinion paragraph, the separate financial statements give a true and fair view of the unconsolidated financial position of the Company as at 31 December 2009, and of its unconsolidated financial performance and its unconsolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

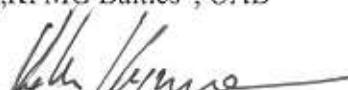
Emphasis of matter

Without further qualifying our opinion we draw your attention to Note 16 to the separate financial statements. As at 31 December 2009 the Company has not complied with certain bank loan covenants. The ability of the Company to continue as a going concern is dependent on negotiations with the bank not to demand earlier repayment of the loans due to breach of covenants. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include any adjustments that might result should the Company not be able to continue as a going concern.

Report on legal and other regulatory requirements

Furthermore, we have read the Annual Report for the year ended 31 December 2009, set out on pages 53-96 of the separate financial statements, and have not noted any material inconsistencies between the financial information included in the Annual Report and the separate financial statements for the year ended 31 December 2009.

Klaipėda, 29 March 2010
„KPMG Baltics“, UAB


Rokas Kasperavičius
Partner
Certified auditor

Separate statement of financial position

For the year ended 31 December 2009

Thousand Litas	Note	2009	2008
Assets			
Property, plant and equipment	8	40,770	43,809
Intangible assets	9	608	299
Investment in subsidiaries	10	31,934	31,443
Long-term receivables	11	1,410	1,702
Total non-current assets		74,722	77,253
Inventories	12	13,591	14,942
Trade and other receivables	13	13,354	15,967
Prepaid income tax		-	1,117
Cash and cash equivalents	14	377	36
Total current assets		27,322	32,062
Total assets		102,044	109,315
Equity			
Share capital		11,943	11,943
Share premium		11,396	11,396
Reserves		8,620	8,520
Retained earnings		6,720	2,177
Total equity	15	38,679	34,036
Liabilities			
Interest-bearing loans and leasing liabilities	16	26,329	35,690
Capital grants	17	3,071	3,339
Deferred tax liabilities	18	2,301	1,591
Total non-current liabilities		31,701	40,620
Interest-bearing loans and leasing liabilities	16	14,557	15,136
Trade and other payable amounts, including derivatives	19	17,107	19,523
Total current liabilities		31,664	34,659
Total liabilities		63,365	75,279
Total equity and liabilities		102,044	109,315

The notes, set out on pages 11 to 52, are an integral part of the separate financial statements.

Separate income statement

For the year ended 31 December 2009

Thousand Litas	Note	2009	2008
Revenue	1	145,744	145,405
Cost of sales	2	-132,259	-145,608
Gross profit (loss)		13,485	-203
Other operating income, net		309	240
Distribution expenses	3	-2,677	-2,077
Administrative expenses	4	-3,507	-6,314
Operating result		7,610	-8,354
Finance income		50	97
Finance costs		-2,307	-2,924
Net finance costs	5	-2,257	-2,827
Profit (loss) before tax		5,353	-11,181
Income tax expense	6	-1,249	1,444
Net profit (loss) for the year		4,104	-9,737
Basic earnings per share (Litas)	7	0.34	-0.86
Diluted earnings per share (Litas)	7	0.34	-0.86

The notes, set out on pages 11 to 52, are an integral part of the separate financial statements.

Separate statement of comprehensive income

For the year ended 31 December 2009

Thousand Litas	Note	2009	2008
Net profit (loss)		4,104	-9,737
Other comprehensive income for the year			
Increase (decrease) of revaluation reserve		-	-
Effect of income tax	539	539	-409
Other comprehensive income for the year, net of income tax		539	-409
Total comprehensive income		4,643	-10,146

The notes, set out on pages 11 to 52, are an integral part of the separate financial statements.

Separate statement of changes in equity

		Note	Share capital	Share premium	Revalu ation reserve	Legal reserve	Retained earnings	Total
Balance at 1 December 2008			9,353	-	8,417	935	13,521	32,226
Loss for the year			-	-	-	-	-9,737	-9,737
Other comprehensive income								
Decrease of revaluation reserve, net of income tax	15		-	-	-409	-	-	-409
Depreciation of revaluated assets			-	-	-423	-	423	-
Total other comprehensive income			-	-	-832	-	423	-409
Contributions by and distributions to owners								
Dividends			-	-	-	-	-2,030	-2,030
Issue of shares			2,590	11,396	-	-	-	13,986
Total contributions by and distributions to owners			2,590	11,396	-	-	-2,030	11,956
Balance at 31 December 2008			11,943	11,396	7,585	935	2,177	34,036
Balance at 1 January 2009			11,943	11,396	7,585	935	2,177	34,036
Profit for the period			-	-	-	-	4,104	4,104
Other comprehensive income								
Increase of revaluation reserve	15		-	-	539	-	-	539
Depreciation of revaluated assets			-	-	-439	-	439	-
Total other comprehensive income			-	-	100	-	439	539
Total contributions by and distributions to owners			-	-	-	-	-	-
Balance at 31 December 2009			<u>11,943</u>	<u>11,396</u>	<u>7,685</u>	<u>935</u>	<u>6,720</u>	<u>38,679</u>

The notes, set out on pages 11 to 52, are an integral part of the separate financial statements.

Separate statement of cash flows

For the year ended 31 December 2009

Thousand Litas	Note	2009	2008
Cash flows from operating activities			
Net profit (loss)		4,104	-9,737
Adjustments:			
Depreciation of property, plant and equipment	8	4,307	4,396
Amortisation of intangible assets	9	141	25
Amortisation of grants	17	-268	-269
(Profit) loss of disposal of property, plant and equipment		120	-94
Income tax expense	6	1,249	-1,444
Interest expenses, net		2,068	2,827
		11,721	-4,296
Change in inventories		1,351	1,414
Change in long-term receivables		-197	-283
Change in trade and other receivables		3,730	-3,804
Change in trade and other payables		-2,416	8,620
		14,189	1,651
Paid interest		-2,068	-2,851
Paid income tax		-	-2,292
Net cash flows from (used in) operating activities		12,121	-3,492
Cash flows from investing activities			
Interest received		-	72
Proceeds on sale of property, plant and equipment		57	331
Acquisition of subsidiary, net of cash acquired		-2	-30,062
Acquisition of property, plant and equipment		-1,445	-5,765
Acquisition of intangible assets		-450	-282
Net cash flow used in investing activities		-1,840	-35,706

Separate statement of cash flows (continued)

For the year ended 31 December 2009

Thousand Litas	Note	2009	2008
Cash flows from financing activities			
Loans received		350	36,881
Repayment of borrowings		-10,290	-10,625
Proceeds from issue of share capital		-	13,986
Dividends paid		-	-2,030
Net cash from (used in) financing activities		-9,940	38,212
Increase (decrease) in cash and cash equivalents			
Cash and cash equivalents at 1 January		36	1,022
Cash and cash equivalents at 31 December	14	377	36

The notes, set out on pages 11 to 52, are an integral part of the separate financial statements.

Notes to the financial statements

1. Background information

AB Vilkyskių Pieninė (hereinafter – the Company) was established in 1993. The Company does not have any branches or representative offices.

AB Vilkyskių Pieninė is listed on the Vilnius Stock Exchange. The Company's shares are owned by the following shareholders as at 31 December 2009:

Shareholder	Shares	Nominal value, in Litas	Total value, in Litas
Gintaras Bertašius	6,016,506	1	6,016,506
SEB clients	2,483,577	1	2,483,577
UAB FMĮ Orion Securities clients	1,747,644	1	1,747,644
Linas Strėlis	1,015,000	1	1,015,000
Other	680,273	1	680,273
Total capital	11,943,000	1	11,943,000

The Company is engaged in production and sales of different types of cheese. Also, the Company produces and sells whey, raw milk, cream and butter.

Operations are carried out in the main production facilities, located in Vilkyskiai, Pagėgiai region. The Company also has a milk purchase and processing centre in Eržvilkas, Jurbarkas region.

As at 31 December 2009 the Company had 430 employees (2008 : 427).

The Company has a subsidiary AB Modest, which is engaged in milk processing and production of dairy products. The Company holds 97,2% voting rights of the subsidiary. AB Modest specialises in production of cheese, cottage cheese and other cheese products.

In 2008 the Company acquired one more subsidiary - AB Kelmės Pieninė, which is engaged in milk processing and production of dairy products. The Company holds 99% voting rights of AB Kelmės Pieninė. AB Kelmės Pieninė specialises in production of fresh dairy products.

Notes to the financial statements

2. Significant accounting policies

Statement of compliance

These are the separate financial statements (financial statements) of AB Vilkyškių Pieninė, which have been prepared in accordance with International Financial Reporting Standards (IFRSs) as endorsed by the European Union.

The management of the Company is authorised to issue the separate financial statements of the Company after they are approved by the general shareholders meeting, which must be convened by 1 May 2010 as prescribed by the Companies Law of the Republic of Lithuania.

Basis of preparation

The financial statements are presented in thousands Litas (tLTL). Litas (LTL) is the legal currency of Lithuania and considered to be the functional currency of the Company. Financial statements are prepared on the historical cost basis except for:

- derivative financial instruments which are measured at fair value;
- buildings that are a part of property, plant and equipment and are measured at fair value at the date of revaluation less any subsequent accumulated depreciation and impairment losses.

Accounting records are maintained in accordance with Lithuanian laws and regulations.

The preparation of financial statements in conformity with IFRS, as adopted by the EU, requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The accounting policies of the Company, set out below, have been applied consistently to all periods presented in these financial statements, except for those which changed due to the changes in previously valid IFRS and the new IFRSs effective as of 1 January 2009.

Foreign currency transactions

Transactions in foreign currencies are translated into Litas at the foreign currency exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated into Litas at the exchange rate ruling at that date. All transactions made in EURO have been converted in Litas at 1 Euro=3.4528 Litas as fixed by the Central Bank of Lithuania.

Foreign currency exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into Litas at foreign exchange rates ruling at the dates the values were determined.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position

Property, plant and equipment

Items of property, plant and equipment, including assets under finance lease terms, are stated at cost less accumulated depreciation and impairment losses. The cost of self-constructed assets includes the cost of materials, direct labour costs and an appropriate proportion of production overheads.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The Company recognizes in the carrying amount of an item of tangible non-current assets the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the Company and the costs of the item can be measured reliably. All other costs are recognized in the income statement as an expense as incurred.

Buildings are recorded at revalued amounts, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are made with sufficient regularity such that the carrying amount does not differ materially from that which is determined using fair value at the statement of financial position date. The fair value of the buildings is determined by appraisals undertaken by certified independent appraisers. The depreciation of buildings is calculated on a straight-line basis over the estimated useful economic lives of assets. The revaluation reserve for buildings is being reduced in conformity with depreciation of certain assets.

In the case of revaluation, when the estimated fair value of an asset is lower than its carrying amount, the carrying amount of this asset is immediately reduced to the amount of fair value and such impairment is recognised as an expense. However, such impairment is deducted from the amount of increase of the previous revaluation of this asset accounted for in the revaluation reserve, to the extent it does not exceed the amount of such increase.

In the case of revaluation, when the estimated fair value of an asset is higher than its carrying amount, the carrying amount of this asset is increased to the amount of fair value and such increase is recorded in the revaluation reserve of property, plant and equipment under the capital caption. However such an increase in value is recognised as income to the extent it does not exceed the decrease of previous revaluation recorded under capital. Depreciation is calculated on the amount which is equal to the acquisition cost net of residual value of the asset.

The cost of replacing part of an item of property or equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred. Borrowing costs are recognised in the income statement.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Property, plant and equipment (continued)

Depreciation is recognised in profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives are as follows.:

Land and buildings	10-40 years
Machinery and equipment	5-15 years
Other non-current assets	3-7 years

The useful lives, residual values and depreciation method are reviewed annually to ensure that the period of depreciation and other estimates are consistent with the expected pattern of economic benefits from items in property, plant and equipment.

Leased assets

Leases under the terms of which the Company assumes substantially all the risks and rewards of the ownership are classified as finance leases. The owner-occupied property acquired by way of finance lease is stated at the present value of the minimum lease payments at inception of the lease less accumulated depreciation and impairment losses.

Intangible assets

Intangible assets that are acquired by the company are stated at cost less accumulated amortization and impairment losses. Amortization is charged to the income statement on a straight-line basis over the estimated useful life of 3 years.

Investment in subsidiaries

Investment in subsidiaries is measured at cost less impairment losses, if any.

Inventories

Inventories are stated at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The cost of inventories is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Financial assets and liabilities

According to IAS 39 Financial Instruments: Recognition and Measurement financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivables, and available-for-sale financial assets, as appropriate. All purchases and sales of financial assets are recognised on the trade date, except loans, receivables and deposits which are recognised at the date they are originated. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Financial assets and liabilities (continued)

Financial assets or financial liabilities at fair value through profit or loss

Financial assets and financial liabilities classified in this category are designated by management on initial recognition when the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis; or
- the assets and liabilities are part of a group of financial assets, financial liabilities or both which are managed and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy; or
- the financial instrument contains an embedded derivative, unless the economic characteristics and risks of the embedded derivative are closely related to the risk of the host contract or the the embedded derivative has been serarately accounted from the host financial instrument.

Financial assets and financial liabilities at fair value through profit or loss are recorded in the balance sheet at fair value. Related profit or loss on revaluation is charged directly to the income statement. Interest income and expense and dividends on such investments are recognised as interest income and dividend income or interest expenses, respectively.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Company has the positive intention and ability to hold to maturity. Investments that are intended to be held-to-maturity are subsequently measured at amortised cost using the effective interest method less any impairment losses. Gains and losses are recognised in the income statement when the investments are derecognised or impaired.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method less any impairment losses. Gains and losses are recognised in income when the loans and receivables are derecognised or impaired.

Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories. After initial recognition available-for-sale financial assets are measured at fair value with gains or losses, except impairment losses, being recognised as a separate component of equity until the investment is derecognised at which time the cumulative gain or loss previously reported in equity is included in the income statement.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Financial assets and liabilities (continued)

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the statements of financial position date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument, which is substantially the same; discounted cash flow analysis or other valuation models.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at cost, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings using the effective interest rate method.

Borrowing costs

Borrowing costs on loans used for acquisition of property, plant and equipment are recognised as part of the asset acquisition costs and are accordingly added to the cost of property, plant and equipment.

Trade and other payables

Trade and other payables are recognised initially at fair value plus any directly attributable transaction costs and subsequently measured at amortised cost using the effective interest rate method. The carrying value of trade and other payables approximate their fair values due to their short maturity. A trade and other payable is removed from the statement of financial position when the obligation specified in the contract is discharged or cancelled or expires.

Derivative financial instruments

The company holds derivative financial instruments to hedge its interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of the derivative, and the combined instrument is not measured at fair value through profit and loss.

Derivatives are recognised initially at fair value: attributable transaction costs are recognised in profit and loss when incurred. Subsequently to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Derivative financial instruments (continued)

Cash flow hedges

When a derivative is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and presented in the hedging reserve in equity. The amount recognised in other comprehensive income is removed and included in profit or loss in the same period as the hedged cash flows affect profit or loss under the same line item in the statement of comprehensive income as the hedged item. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in other comprehensive income and presented in the hedging reserve in equity remains there until the forecast transaction affects profit or loss. When the hedged item is a non-financial asset, the amount recognised in other comprehensive income is transferred to the carrying amount of the asset when the asset is recognised. If the forecast transaction is no longer expected to occur, then the balance in other comprehensive income is recognised immediately in profit or loss. In other cases the amount recognised in other comprehensive income is transferred to profit or loss in the same period that the hedged item affects profit or loss.

Separable embedded derivatives

Changes in the fair value of separable embedded derivatives are recognised immediately in profit or loss.

Other non-trading derivatives

When a derivative financial instrument is not held for trading, and is not designated in a qualifying hedge relationship, all changes in its fair value are recognised immediately in profit or loss.

Derecognition of financial assets and financial liabilities

Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred their rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Derecognition of financial assets and financial liabilities (continued)

Where the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Cash and cash equivalents

Cash includes cash on hand and cash with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, and other short-term highly liquid investments.

Impairment

Financial assets

Financial assets not carried at fair value through profit or loss are reviewed for impairment at each statement of financial position date. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

For financial assets carried at amortised cost, whenever it is probable that the Company will not collect all amounts due according to the contractual terms of loans or receivables, an impairment or bad debt loss is recognised in the income statement. The reversal of impairment losses previously recognised is recorded when the decrease in impairment loss can be justified by an event occurring after the write-down. Such reversal is recorded in the income statement. However, the increased carrying amount is only recognised to the extent it does not exceed the amortised cost that would have been had the impairment not been recognised.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Impairment (continued)

Financial assets (continued)

In relation to trade and other receivables impairment loss is recognised when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

Calculation of recoverable amount

The recoverable amount of the Company's receivables carried at amortised cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e., the effective interest rate computed at initial recognition of these financial assets). Receivables with a short duration are not discounted.

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Reversal of impairment losses

An impairment loss in respect of receivables carried at amortised cost is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

Non-financial assets

Non-financial assets, except for inventories and deferred tax assets, are reviewed for possible indicators of impairment at each balance sheet date or whenever events or changes in circumstances indicate possible impairment. If any such indication exists, then the assets recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU").

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Reversal of impairment losses (continued)

Non-financial assets (continued)

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased. The reversal is accounted in the same caption of the income statement as the impairment loss.

Provisions

A provision is recognized in the statement of financial position when the company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Employee benefits

Short-term employee benefits are recognised as a current expense in the period when employees render the services. These include salaries and wages, social security contributions, bonuses, paid holidays and other benefits. There are no long-term employee benefits.

Finance and operating leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfilment of the arrangement is dependent on the use of specific asset or assets or the arrangement conveys a right to use the asset.

The Company as a lessee

Financial lease, which transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant period rate of interest on the remaining balance of the liability. Finance charges are reflected in profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term.

Operating lease payments are recognised as expenses in profit or loss on a straight line basis over the lease term.

Notes to the financial statements

Significant accounting policies (continued)

Statement of financial position (continued)

Dividends

Dividends are recognised as a liability for the period in which they are declared.

Government grants

Grants that compensate the Company for expenses incurred are recognised as revenue in the income statement on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Company for the cost of an asset are amortised over the same period as the asset for which the grant has been received. Amortisation costs are included in production cost or administrative costs as well as in depreciation of property, plant and equipment for which the grant has been received.

Income statement

Revenue

Revenue from sales of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods. Transfer of risks and rewards vary depending on the individual terms of the contract of sale.

Cost of sales

Cost of production comprises direct and indirect costs including depreciation and wages incurred in order to obtain the turnover for the year.

Selling and administrative expenses

Selling and administrative expenses comprise expenses of transportation, administrative staff, management, office expenses, etc. including depreciation and amortization.

Other operating income and costs

Other operating income and charges comprise gain or loss from disposal of non-current assets, gain or loss from intercompany transactions as well as other income and costs not related to the primary activity.

Notes to the financial statements

Significant accounting policies (continued)

Income statement (continued)

Financial income and expenses

Financial income and expenses comprise interest receivable and payable, realised and unrealised exchange gains and losses regarding debtors and creditors denominated in foreign currencies.

Interest income is recognised in the income statement as it accrues. The interest expense component of finance lease payments is recognised in the income statement using the effective interest rate method.

Income tax

Income tax on the profit or loss for the period comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Standard profit tax rate applied to the companies in the Republic of Lithuania in 2009 is 20%, in 2008 - 15%. After the amendments of Income Tax Law of Republic of Lithuania had come into force, 15% tax rate has been established for an indefinite period starting 1 January 2010. Tax losses can be carried forward for indefinite period if the Company does not change its activities due to which these losses incurred, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. The losses from disposal of securities and/or derivative financial instruments can be carried forward for 5 consecutive years and only be used to reduce the taxable income earned from the transactions of the same nature.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the statement of financial position date.

Deferred tax assets have been recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Earnings per share

The Company provides information on basic earnings per share and diluted earnings per share. Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the company by the weighted number of ordinary shares outstanding during the year. Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. During the financial year the Company did not issue any potential ordinary shares.

Notes to the financial statements

Significant accounting policies (continued)

Income statement (continued)

Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's General director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Effect on financial statements of application of new standards and amendments and new interpretations to standards

The accounting policies applied by the Company coincide with the accounting policies of the previous year, except that the Company has implemented those new/revised standards and their interpretations, which are mandatory for financial periods starting on or after 1 January 2009 and which are relevant to the Company's activity:

The Company applies the revised IAS 1 *Presentation of Financial Statements* (2007), effective as of 1 January 2009. Due to this, all owner-related changes in equity are presented in the statement of changes in equity, whereas not owner related changes in equity are presented in the statement of comprehensive income. The comparative information was restated to comply with the amendment of the Standard. As the change in the accounting principle affects only the presentation aspect, there is no influence to the earnings per share.

Amendments to IFRS 4 *Insurance Contracts* and IFRS 7 *Financial instruments: Disclosures* (effective for annual periods beginning on or after 1 January 2009) aim at requiring enhanced disclosures about fair value measurements and liquidity risk associated with financial instruments. These amendments have been adopted by the Company to the extent applicable to the Company's operations. Comparative information has been re-presented so that it also is in conformity with the revised standard.

The revised IAS 23 *Borrowing Costs* (mandatory for financial years starting 1 January 2009) has been applied as of the date stated in the Standard. The Standard does not have any influence as during 2008 and 2009 the Company did not incur any borrowing costs which should be capitalised.

IFRS 8 "Operating segments" is applicable for annual periods starting on or after 1 January 2009. The new Standard requires disclosing more information on segments based on internal reports which are reviewed by key management on a regular basis seeking to evaluate information about each segment considering whether it is a business or a geographical segment. The Company applies IFRS 8 as of the date stated in the Standard. There is no influence to earnings per share.

Approved, but not effective standards yet

Several new and revised International Financial Reporting Standards and interpretations have been issued, which shall be subject to application in financial reporting starting from 1 January 2010 and subsequent years. The Company has decided not to apply earlier the new standards and interpretations. Estimates of the possible effect of the new and revised standards applied for the first time, as presented by the Company's management, are stated below:

Notes to the financial statements

Significant accounting policies (continued)

Approved, but not effective standards yet (continued)

- *Amended IFRS 3 "Business Combinations"*

Amendment to IFRS 3 is effective for annual periods beginning on or after 1 July 2009. The Standard's scope of application was amended and the description of the purpose was expanded. The management has not yet estimated the effect of the amended IFRS 3 on the financial statements.

- *Amended IAS 27 "Consolidated and separate Financial Statements"*

Amendment to IAS 27 is effective for annual periods beginning on or after 1 July 2009. In the revised Standard the term minority interest has been replaced by non-controlling interest, and is defined as "the equity in a subsidiary not attributable, directly or indirectly, to a parent". The revised Standard also amends the accounting for non-controlling interest, the loss of control of a subsidiary, and the allocation of profit or loss and other comprehensive income between the controlling and non-controlling interest. The management has not yet estimated the effect of the amended IAS 27 on the financial statements.

- *Amended IAS 32 "Financial Instruments: Presentation – Classification of Rights issues"*

Amendment to IAS 32 is effective for annual periods beginning on or after 1 July 2009. The amendment requires that rights, options or warrants to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency, are equity instruments if the entity offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. The amendments to IAS 32 are not relevant to the Company's financial statements as the Company has not issued such instruments.

- *Amended IAS 39 "Financial Instruments: Recognition and Measurement – Eligible Hedged Items"*

The amended Standard clarifies the application of existing principles that determine whether specific risks or portions of cash flows are eligible for designation in a hedging relationship. In designating a hedging relationship the risks or portions must be separately identifiable and reliably measurable; however inflation cannot be designated, except in limited circumstances. Amended IAS 39 is effective for annual periods beginning on or after 1 July 2009. Management has not yet evaluated an impact of the amendments to IAS 39 on the Company's financial statements.

- *IFRIC 12 "Service concession arrangements"*

The Interpretation provides guidance to private sector entities on certain recognition and measurement issues.

IFRIC 12 is effective for first annual periods beginning on or after 1 April 2009. As the Interpretation is applicable only from the date of application, it will not impact on the financial statements for periods prior to the date of adoption of the interpretation.

Notes to the financial statements

Significant accounting policies (continued)

Approved, but not effective standards yet (continued)

- IFRIC 15 "Arrangements for the construction of Real Estate"

IFRIC 15 clarifies that revenue arising from agreements for the construction of real estate is recognised by reference to the stage of completion of the contract activity.

IFRIC 15 is effective for annual periods beginning on or after 1 January 2010. IFRIC 15 is not relevant to the Company's financial statements as the Company does not provide real estate construction services or develop real estate for sale.

- IFRIC 16 "Hedges of a Net Investment in Foreign Operation"

The Interpretation explains the type of exposure that may be hedged. It explains where in the group the hedged item may be held, whether the method of consolidation affects hedge effectiveness, the form the hedged instrument may take and which amounts are reclassified from equity to profit or loss on disposal of the foreign operation. IFRIC 16 is not relevant to the Company's financial statements as the Company does not have any investments in a foreign operation.

- IFRIC 17 "Distributions of Non-cash Assets to Owners"

The Interpretation applies to non-reciprocal distributions of non-cash assets to owners acting in their capacity as owners. In accordance with the Interpretation a liability to pay a dividend shall be recognised when the dividend is appropriately authorised and is no longer at the discretion of the entity and shall be measured at the fair value of the assets to be distributed. The carrying amount of the dividend payable shall be remeasured at each reporting date, with any changes in the carrying amount recognised in equity as adjustments to the amount of the distribution. When the dividend payable is settled the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the dividend payable shall be recognised in profit or loss.

IFRIC 17 is effective for annual periods beginning on or after 15 July 2009. As the Interpretation is applicable only from the date of application, it will not impact on the financial statements for periods prior to the date of adoption of the interpretation. Further, since it relates to future dividends that will be at the discretion of the board of directors/shareholders it is not possible to determine the effects of application in advance.

- IFRIC 18 "Transfers of Assets from Customers"

IFRIC 18 is effective prospectively for transfers of assets from customers received on or after 1 July 2009. The Interpretation applies to the accounting by entities that receive contributions of property, plant and equipment from their customers. The Interpretation requires an entity that receives a contribution in the scope of the Interpretation to recognize the item as an asset at its fair value if the contributed item meets the criteria for property, plant and equipment in IAS 16, *Property, Plant and Equipment*. The Interpretation also requires the entity to recognize the amount as revenue; the timing of the revenue recognition will depend on the facts and circumstances of the particular agreement. The Interpretation is not relevant to the Company's financial statements as the Company does not receive in scope asset contributions from its customers.

Notes to the financial statements

Significant accounting policies (continued)

Contingencies

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognised in the financial statements but disclosed when an inflow or economic benefits is probable.

Subsequent events

Post-balance sheet events that provide additional information about the Company's position at the balance sheet date (adjusting events) are reflected in the financial statements. Post-balance sheet events that are not adjusting events are disclosed in the notes when material.

Critical accounting estimates and assumptions

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year are discussed below.

Impairment losses on property, plant and equipment

The carrying amounts of the Company's property, plant and equipment are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable value.

Notes to the financial statements

Significant accounting policies (continued)

Impairment losses on receivables

The Company reviews its receivables to assess impairment at least on a quarterly basis. In determining whether an impairment loss should be recorded in the income statement, the Company makes judgments as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of receivables before the decrease can be identified with an individual receivable in that portfolio. This evidence may include observable data indicating that there has been an adverse change in the payment status of debtors, national or local economic conditions that influence the Company of the receivables.

The management evaluates probable cash flows from the debtors based on historical loss experience related to the debtors with a similar credit risk. Methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

Useful lives for property, plant and equipment

Asset useful lives are assessed annually and changed when necessary to reflect current thinking on their remaining lives in light of technological change, prospective economic utilisation and physical condition of the assets concerned.

Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- credit risk,
- liquidity risk,
- market risk,
- operational risk,
- capital management risk.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The note "Financial instruments and risk management" presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are also included throughout these annual financial statements.

Notes to the financial statements

1 Segment reporting

The Company has three reportable segments, as discussed below. The segments are different product groups, which are managed separately because they require different technology and marketing strategy. For each of the product groups, the general director reviews internal management reports on at least monthly basis.

The following summary describes the products in each of the Company's reportable segments:

- *Cheese and cheese products.* Includes cheese and cheese products produced by the Company;
- *Other products.* Includes other products (except cheese) produced by the Company;
- *Raw milk.* Includes raw milk supplied mainly to Company's subsidiaries;
- *Other dairy products.* Includes other dairy products acquired for resale.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment gross profit, as included in the internal management reports that are reviewed by the General director. Segment gross profit is used to measure performance as management believes that such information is the most relevant in evaluating the results.

Segments results for the year ended 31 December 2009 are as follows:

Thousand Litas	Cheese and cheese products produced by the Company	Other products	Raw milk	Other dairy products acquired for resale	Total
Sales	66,764	29,645	29,803	19,532	145,744
Cost of sales	-60,412	-23,039	-29,912	-18,896	-132,259
Gross profit	<u>6,352</u>	<u>6,606</u>	<u>-109</u>	<u>636</u>	<u>13,485</u>

Segments results for the year ended 31 December 2008 are as follows:

Thousand Litas	Cheese and cheese products produced by the Company	Other products	Raw milk	Other dairy products acquired for resale	Total
Sales	93,434	29,066	21,835	1,070	145,405
Cost of sales	-90,462	-32,442	-21,640	-1,064	-145,608
Gross profit	<u>2,972</u>	<u>-3,376</u>	<u>195</u>	<u>6</u>	<u>-203</u>

Management's opinion is that it is not expedient to allocate general and administrative costs, finance income and costs, assets and liabilities to separate reportable segments.

Company has only one customer of raw milk, for which sales for the year comprised more than 10% from total sales.

Notes to the financial statements

1 Segment reporting (continued)

Geographical information

When presenting information on the basis of geographical segments, income from segments is recognised according to a geographical location of a client. Assets of segments are allocated as geographical location of clients.

Segment results for 2009 by geographical segments are as follows:

Thousand Litas	Countries of European Union except Lithuania	Lithuania	Russia	Other countries	Total
Revenue	59,780	68,476	15,775	1,713	145,744
Segment result	7,015	4,349	1,924	197	13,485
Not allocated costs					-5,875
Operating result					7,610
Financial items, net					-2,257
Result before tax					5,353
Income tax expenses					-1,249
Net result for the year					4,104
Segment receivables	2,690	9,283	1,309	72	13,354
Not allocated assets		88,690			88,690
Total assets	2,690	97,973	1,309	72	102,044
Not allocated liabilities					63,365
Not allocated cash flows from ordinary activities					12,121
Not allocated cash flows from investing activities					-1,840
Not allocated cash flows from financing activities					-9,940
Net cash flows					341
Not allocated acquisitions of non-current assets					-1,895

Notes to the financial statements

1 Segment reporting (continued)

Segment results for 2008 by geographical segments are as follows:

Thousand Litas	Countries of European Union except Lithuania				Other countries	Total
	Lithuania	Russia				
Revenue	60,746	62,854		20,630	1,175	145,405
Segment result	-2,944	2,574		106	61	-203
Not allocated costs						-8,391
Operating result						-8,354
Financial items, net						-2,827
Result before tax						-11,181
Income tax expenses						1,444
Net result for the year						-9,737
Segment receivables	3,089	11,342		1,535	1	15,967
Not allocated assets		93,348				93,348
Total assets	3,089	106,333		1,535	1	109,315
Not allocated liabilities						75,279
Not allocated cash flows from ordinary activities						-3,492
Not allocated cash flows from investing activities						-35,706
Not allocated cash flows from financing activities						38,212
Net cash flows						-986
Not allocated acquisitions of non-current assets						-6,047

Notes to the financial statements

	Thousand Litas	2009	2008
2 Cost of sales			
Raw materials		-96,752	-116,530
Cost of resold items		-18,890	-1,064
Other costs		-17,479	-27,152
Reversal (write down) due to net realizable value adjustments		862	-862
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		-132,259	-145,608
3 Distribution costs			
Staff costs		-648	-485
Transportation		-984	-791
Logistics		-316	-330
Marketing and advertising		-318	-173
Other sales costs		-411	-298
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		-2,677	-2,077
4 Administrative costs			
Staff costs		-1,784	-1,945
Depreciation and amortization		-471	-257
Taxes except for income tax		-316	-240
Bank charges		-258	-346
Consulting cost		-218	-229
(Impairment) and reversal of impairment of the receivable from UAB Kelmės Pieno Centras		154	-1,750
Repair		-58	-156
Insurance		-53	-185
Other		-503	-1,206
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		-3,507	-6,314
5 Net financing costs			
<i>Finance income</i>			
Penalties and fines		20	3
Interest		30	94
Total finance income		50	97
<i>Finance costs</i>			
Interest		-2,035	-2,833
Loss from foreign exchange		-146	-66
Other		-126	-25
Total finance costs		-2,307	-2,924
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		-2,257	-2,827

Notes to the financial statements

6 Income tax expense

The Company did not incur any current income tax expenses for the periods ended 31 December 2009 and 2008 as it did not have any taxable profit for the mentioned periods.

Thousand Litas	2009	2008
<i>Recognised in the income statement</i>		
Current income tax expense		
Current period	-	-
Deferred tax		
Change in deferred tax	-1,249	1,444
	<u>-1,249</u>	<u>1,444</u>

Deferred tax liability, recognised in equity, amounts to 1,356 tLTL as at 31 December 2009 (2008: 1,896 tLTL).

Reconciliation of effective tax rate

Thousand Litas	2009	2008
Profit (loss) before tax	5,353	-11,181
Income tax expense	-1,249	1,444
Net profit (loss)	4,104	-9,737
Income tax applying the effective tax rate	20%	-15%
Non-deductible expenses	4,05%	7,45%
Non-taxable income	-5,04%	-4,23%
Tax loss carried forward from the previous year	-32,37%	-1,733
Change in tax rate	36,24%	-1,14%
Income tax expense	<u>22,88%</u>	<u>-12,92%</u>
	<u>1,249</u>	<u>-1,444</u>

7 Earnings per share

	2009	2008
Number of issued shares calculated based on weighted average method, in thousand	11,943	11,296
Net profit, attributable to ordinary share holders, in thousand Litas	<u>4,104</u>	<u>-9,737</u>
Basic earnings per share, in Litas	<u>0.34</u>	<u>-0.86</u>

The diluted earnings per share are the same as basic earnings per share.

Notes to the financial statements

8 Property, plant and equipment

Thousand Litas	Land and buildings	Machinery and equipment	Other	Construction in progress	Total
Cost					
Balance as at 1 January 2008	18,429	32,493	10,220	1,426	62,568
Acquisitions	1,077	2,582	348	1,758	5,765
Disposals	-	-421	-432	-	-853
Reclassification	560	-	-	-560	-
Balance as at 31 December 2008	<u>20,066</u>	<u>34,654</u>	<u>10,136</u>	<u>2,624</u>	<u>67,480</u>
Balance as at 1 January 2009	20,066	34,654	10,136	2,624	67,480
Acquisitions	48	744	2	651	1,445
Disposals	-8	-1,057	-70	-	-1,135
Reclassification	98	51	-	-149	-
Balance as at 31 December 2009	<u>20,204</u>	<u>34,392</u>	<u>10,068</u>	<u>3,126</u>	<u>67,790</u>
Depreciation and impairment					
Balance as at 1 January 2008	619	13,385	5,838	-	19,842
Depreciation for the year	1,117	2,280	999	-	4,396
Disposals	-	-254	-313	-	-567
Reclassification	-	-	-	-	-
Balance as at 31 December 2008	<u>1,736</u>	<u>15,411</u>	<u>6,524</u>	<u>-</u>	<u>23,671</u>
Balance as at 1 January 2009	1,736	15,411	6,524	-	23,671
Depreciation for the year	2,202	1,932	173	-	4,307
Disposals	-5	-778	-175	-	-958
Reclassification	-	-	-	-	-
Balance as at 31 December 2009	<u>3,933</u>	<u>16,565</u>	<u>6,522</u>	<u>-</u>	<u>27,020</u>
Carrying amounts					
1 January 2008	17,810	19,108	4,382	1,426	42,726
31 December 2008	<u>18,330</u>	<u>19,243</u>	<u>3,612</u>	<u>2,624</u>	<u>43,809</u>
1 January 2009	18,330	19,243	3,612	2,624	43,809
31 December 2009	<u>16,271</u>	<u>17,827</u>	<u>3,546</u>	<u>3,126</u>	<u>40,770</u>

Amount of 3,977 thousand Litas (2008: 4,164 thousand Litas) of depreciation of property, plant and equipment was allocated to the cost of inventory and is recognised in the cost of sales as inventory is sold. The rest part of 330 thousand Litas (2008: 232 thousand Litas) is included in administrative costs.

Prepayments for Property, Plant and Equipment are classified as acquisitions of Property, Plant and Equipment.

Pledges

To secure bank loans, the Company has pledged its non-current assets with a book value of 33,001 thousand Litas as at 31 December 2009 (2008: 39,836 thousand Litas) (note 16).

Acquisition cost of depreciated non-current assets in use amounts to 8,163 thousand Litas as at 31 December 2009 (2008: 7,965 thousand Litas)

Notes to the financial statements

8 Property, plant and equipment (continued)

Leased property, plant and equipment

The Company has acquired transport vehicles and equipment by way of finance lease. The carrying amount of the leased assets amounted to 2,860 thousand Litas as at 31 December 2009 (2008: 3,433 thousand Litas). The leasing liabilities are secured by pledging the leased assets (note 16).

Revaluation

Buildings are stated at revalued amounts less subsequent accumulated depreciation. Last revaluation was performed in 2006 by independent valuer and fair values were determined and fair values were determined by reference to observable prices in an active market. Based on the management's analysis, fair values determined in the year 2006 less accumulated depreciation are not significantly different from those determined in the year 2009. If the buildings were carried at cost model, the carrying amount recognized as at 31 December 2009 would be 7,229 thousand Litas (31 December 2008: 8,849 thousand Litas).

Depreciation

Depreciation is recorded in the following items:

Thousand Litas	2009	2008
Cost of finished goods	3,977	4,164
Distribution and administrative expenses	330	232
	<hr/> <hr/> 4,307	<hr/> <hr/> 4,396

Notes to the financial statements

9 Intangible assets

Thousand Litas	Software	Total
Cost		
Balance as at 1 January 2008	627	627
Acquisitions	283	283
Balance as at 31 December 2008	910	910
Balance as at 1 January 2009	910	910
Acquisitions	450	450
Balance as at 31 December 2009	1,360	1,360
Amortisation and impairment		
Balance as at 1 January 2008	586	586
Amortisation for the year	25	25
Balance as at 31 December 2008	611	611
Balance as at 1 January 2009	611	611
Amortisation for the year	141	141
Balance as at 31 December 2009	752	752
Carrying amounts		
1 January 2008	41	41
31 December 2008	299	299
1 January 2009	299	299
31 December 2009	608	608

Amortisation charge is included in administrative costs.

Notes to the financial statements

10 Investments in subsidiaries

Thousand Litas	2009	2008
Cost of shares of AB Modest	1,872	1,381
Cost of shares of AB Kelmės Pieninė	30,062	30,062
	<hr/>	<hr/>
	31,934	31,443
	<hr/>	<hr/>

In 2006 the Company in several steps acquired an 89% shareholding of AB Modest. The control was taken over on 3 January 2006, when a shareholding of 80% was acquired.

In 2009 AB Vilkyškių pieninė converted a loan receivable from AB Modest to investment and percentage owned by the Company increased to 97.2%.

On 30 April 2008, based on the agreement of purchase-sale of shares the Company acquired a 99% shareholding of AB Kelmės Pieninė.

The key financial figures of AB Modest as at 31 December 2009 are as follows:

Thousand Litas	2009	2008
Total assets	8,616	13,612
Equity	-2,745	-1,982
Net profit (loss)	-977	-2,612

Allocation of the acquisition price of AB Modest shares:

Net assets acquired	348	348
Goodwill	1,033	1,033
Increase of share capital	481	-
Cost of acquisition	<hr/>	<hr/>
	1,872	1,381

The key financial figures of AB Kelmės Pieninė as at 31 December 2009 (including UAB Kelmės Pieno Centras, the subsidiary of AB Kelmės Pieninė):

Total assets	34,065	31,316
Equity	9,672	6,047
Net profit (loss)	<hr/>	<hr/>
	3,608	1,644

Allocation of the acquisition price of AB Kelmės Pieninė shares:

Net assets acquired	7,220	7,220
Goodwill	22,842	22,842
Cost of acquisition	<hr/>	<hr/>
	30,062	30,062

Goodwill resulting from business combination is attributable mainly to synergy, which is expected to be reached after integration of the company in the Group's activity related to production of dairy products.

Notes to the financial statements

11 Long-term receivables

Thousand Litas

Note

2009

2008

Prepayments to related parties	22	842	842
Loans issued to related parties		351	840
Long-term receivables from customers		217	-
Long-term receivables from farmers		-	20
		<hr/>	<hr/>
		1,410	1,702
		<hr/>	<hr/>

A prepayment (842 thousand Litas) is made to a related company ŪKB Šilgaliai. An agreement was drawn up in 2007, based on which the prepayment shall be fully covered until 31 December 2012. Starting from 2009, the prepayment will be covered by milk supplied by ŪKB Šilgaliai. The outstanding balance of the prepayment bears an annual interest of 5%.

A loan of 351 thousand Litas, issued to a related party ŪKB Šilgaliai, matures on 31 December 2012. The outstanding balance of the prepayment bears an annual interest of 5%.

Credit and foreign currency risks, encountered by the Company, and impairment losses related to trade and other receivable amounts are disclosed in note 23.

12 Inventories

Finished production		12,310	13,748
Write down to net realizable value		-	-862
		<hr/>	<hr/>
		12,310	12,886
Raw materials		75	277
Other auxiliary materials		1,206	1,779
		<hr/>	<hr/>
		13,591	14,942
		<hr/>	<hr/>

Raw materials comprise raw milk and other materials used in production.

As at 31 December 2009 there was no write down of inventories (2008 : 862 tLTL). Write down of inventories to net realisable value and reversal of impairment are included in the cost of sales.

In 2009 changes in raw materials, auxiliaries and finished goods as well as construction in progress are recognised in the cost of sales at an amount of 117,158 tLTL (2008 : 129,252 tLTL).

As at 31 December 2009 the inventories, the carrying amount of which amounts up to 15 million LTL (2008 : up to 15 million LTL), have been pledged to financial institutions (note 16).

Notes to the financial statements

13 Trade and other receivables

Thousand Litas	Note	2009	2008
Trade receivables		7,225	7,259
Trade receivables due from related parties	22	4,090	5,013
Receivable capital grants		-	2,169
Prepayments	a)	341	177
Receivable export compensations	b)	100	-
Receivable taxes		626	-
Other receivable amounts		972	1,349
		<hr/> 13,354	<hr/> 15,967

Credit and foreign currency risks, encountered by the Company, and impairment losses related to trade and other receivable amounts are disclosed in note 23.

a) Prepayments mainly include advance payments to farmers for milk.

b) Receivable export compensation for export of production to Russia.

Trade and other receivable amounts are interest free and their settlement term is up to 30 days.

14 Cash and cash equivalents

Cash at bank	199	4
Cash in hand	178	32
	<hr/> 377	<hr/> 36

All account balances as at 31 December 2009 have been pledged to secure bank loans (note 16). Furthermore, cash inflows in the bank accounts are pledged to secure bank loans (note 16).

The interest rate risk, encountered by the Company, is related to cash and cash equivalents and is disclosed in note 23.

15 Capital and reserves

Authorised capital of the parent company as at 31 December 2009 comprised 11,943,000 ordinary shares at par value of 1 LTL each. All shares are paid in.

According to the Companies Law holders of ordinary shares have at the shareholders meeting one voting right for one share and the right to dividends, which are announced from time to time, and to participate in capital on a winding up.

Share premium

Share premium is the difference between issue price and nominal value of the shares.

Notes to the financial statements

15 Capital and reserves (continued)

Legal reserve

Following the legislation, annual allocation to the legal reserve should amount to at least 5% of the net profit until the reserve makes up 10% of the share capital. The reserve can be used only for coverage of retained losses.

Revaluation reserve

Revaluation reserve is related to revaluation of buildings and is stated net of deferred tax liability.

The reserve is decreased in proportion to depreciation and disposal of revaluated assets. The decrease is recognised directly in equity.

When depreciating the revaluated buildings, a transfer is made from the revaluation reserve to retained earnings. The amount for transfer is determined as a difference between depreciation, calculated from the restated value, and depreciation, calculated from the initial cost of the buildings.

The revaluation reserve can be used for an increase of authorised capital.

16 Interest bearing loans and borrowings

The Company's interest bearing loans and leasing liabilities are as follows:

Credit institution	Ref.	Currency	Loan amount, tLTL	Balance at 31-12-2009	Balance at 31-12-2008
AB SEB Bankas	a)	EUR	18,283	10,270	12,315
AB Snoro Bankas	b)	EUR	2,072	418	832
AB Snoro Bankas	b)	EUR	8,386	8,001	8,386
AB Snoro Bankas	b)	EUR	1,554	1,208	1,554
AB Snoro Bankas	b)	LTL	350	350	-
AB SEB Bankas	c)	EUR	3,459	3,459	3,459
AB SEB Bankas Faktoringas	d)	EUR	2,141	-	995
Swedbank AB	e)	EUR	6,300	5,681	6,290
AB SEB Bankas	f)	EUR	7,078	2,389	4,536
AB SEB Bankas Kredito Linija	g)	EUR	7,506	4,723	7,007
AB Kelmės Pieninė	h) 22	LTL	2,600	2,600	2,600
Finance lease liabilities	j)	EUR		1,787	2,852
Total liabilities				40,886	50,826
Less: current part				-14,557	-15,136
Loans and borrowings payable after one year				26,329	35,690

Notes to the financial statements

16 Interest bearing loans and borrowings (continued)

a) The loan (3,475 tEUR) was used to re-finance the previously received loans from AB SEB Bankas and AB Bankas Snoras as well as for working capital needs. The loan is repayable in equal monthly instalments, except for January and February. The loan matures on 26 December 2011. The second part (1,820 thousand EUR) was granted on 28-04-2008 for acquisition of AB Kelmės Pieninė. Repayment of the second part (1,820 thousand EUR) started on 30-06-2008, and is in equal quarterly installments. The loan shall be repaid by 27-04-2015. The determined interest rate is related to 6 months EURIBOR + margin. The Company obligated to the bank to maintain EBITDA of 13 million Litas and interest coverage ratio of 1,2 at the end of the financial year. The loan is secured by pledging property, plant and equipment (note 8), inventories (note 12), bank account balances, trademarks and shares (nominal value of 6,016,506 LTL).

b) AB Vilkyškių Pieninė was granted credit facilities (in total amounting to 3,855 thousand EUR) for working capital needs. The maturity date is 24 January 2011 with interim payment of 350 thousand LTL in June 2010. The liability is secured by the primary and secondary pledge of non-current assets, the land rent rights and cash at bank. The credit facility bears interest of 6 months EURIBOR + margin, except for 350 thousand Litas loan which carries fixed interest rate.

c) The loan (1,002 thousand EUR) was issued to AB Vilkyškių Pieninė on 21-04-2008 for financing the project of EU Structural Funds for the period 2007-2013. Repayment of the loan starts as of 31-03-2010, in equal quarterly instalments and ends on 31-03-2015. The loan is secured by pledging buildings and equipment by secondary pledge and equipment by primary pledge. The effective interest rate is 6 months EURIBOR + margin.

d) A factoring agreement was signed by AB Vilkyškių Pieninė on 05-06-2008 for the purpose of factorising several foreign clients and UAB Palink. The interest rate of the factoring agreements is related to 12 months Euribor + margin. The factoring was settled as at 31 December 2009.

e) The loan was granted to AB Vilkyškių Pieninė (1,825 thousand EUR) on 28-04-2008 for acquisition of AB Kelmės Pieninė. Repayment of the loan starts as of 30-09-2008 in equal annual instalments until 28-04-2013. The loan is secured by pledging inventories, equipment, current and future cash inflows on account at AB Swedbank, as well as 50 per cent of the shares of AB Kelmės Pieninė. The effective interest rate is 6 months EURIBOR + margin. The Company obligated to the bank to maintain debt service coverage ratio of 1.2 at the end of the financial year, equity ratio not less than 0.2 and net financial debt / EBITDA not more than 6.

f) The loan agreement was concluded on 11 February 2006. The funds received are used for acquisition of new equipment used in whey processing, production of cheese, expansion of capacities of the workshop for acceptance of milk. It is expected to receive a grant from the Structural Funds of EU, amounting to 2,189 tLTL, which will be used for partial repayment of the loan. To secure the loan the Company pledged its movable and not movable assets. The loan is repayable in equal parts and matures on 20 December 2012. The Company took an obligation to maintain the annual EBITDA ratio not less than 9 million Litas. The effective interest rate is 6 months EURIBOR + margin.

g) According to the agreement, dated 14 June 2006, the Company was granted a credit facility of 1,160 tEUR for working capital needs. The credit limit for a day is increased up to 2,174 tEUR. The liability matures on July 2010. To secure the liability the Company has pledged its real estate and equipment by secondary pledge. The effective interest rate is 6 months EURIBOR + margin.

Notes to the financial statements

16 Interest bearing loans and borrowings (continued)

h) In 2008 the Company concluded a long-term loan agreement with AB Kelmės Pienine for an amount of 2,600 thousand Litas. The loan, which bears fixed interest rate, matures on 28-05-2018.

j) Finance lease agreements are drawn up with UAB SEB Banko Lizingas and are valid until October 2013.

In 2009 the Company did not comply with certain ratios prescribed in the loan covenants.

If the Company followed the classification criteria defined by IAS 1, payable loans of 16,983 tLTL would be classified as current liabilities.

Loan repayment schedules, except for finance lease liabilities:

Thousand Litas	2009	2008
Within one year	13,757	14,092
From 1 to 5 years	18,196	29,396
After 5 years	7,146	4,486
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	39,099	47,974
	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>

The effective interest rate applied in 2009 was 4.8% (2008 : 7,56%).

Finance lease liabilities

The finance lease payments are as follows:

Within 1 year	831	1,169
From 1 to 5 years	1,010	2,024
	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>
	1,841	3,193
Future interest on finance lease	-54	-341
	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>
Present value of finance lease liabilities	1,787	2,852
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Finance lease agreements do not contain any contingent lease payments.

17 Government grants

Thousand Litas	2009	2008
Carrying amount at the beginning of the period	3,339	3,608
Grants received	-	-
Amortisation recognised in the income statement	-268	-269
	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none;"/>
Carrying amount at the end of the period	3,071	3,339
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The Company has received grants from the National Settlement Agency as to the Lithuanian farming development program 2004-2006. The grants were received for acquisition of property, plant and equipment and construction. The mentioned grants are amortised in proportion to depreciation of the assets acquired.

Notes to the financial statements

18 Deferred tax liabilities

Deferred tax assets and liabilities calculated applying a 15% tax rate in 2009 (2008 : 20%), are attributed to the following items:

Thousand Litas	Assets		Liabilities		Net value	
	2009	2008	2009	2008	2009	2008
Property, plant and equipment	-	-	3,027	3,868	3,027	3,868
Vacation reserve	-	-	-	-	-	-
Inventories	-	-172	-	-	-	-172
Government grants	-193	-156	-	-	-193	-156
Other accruals	-7	-194	-	-	-7	-194
Tax losses to be carried forward	-526	-1,755	-	-	-526	-1,755
Deferred tax (asset) / liabilities	<u>-726</u>	<u>-2,277</u>	<u>3,027</u>	<u>3,868</u>	<u>2,301</u>	<u>1,591</u>

Tax losses can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. Such carrying forward is disrupted if the Company changes its activities due to which these losses were incurred. This is not applicable when the Company does not continue its activities due to reasons which do not depend on Company itself. The losses from disposal of securities and/or derivative financial instruments can be carried forward for 5 consecutive years and only be used to reduce the taxable income earned from the transactions of the same nature.

Decrease in deferred tax liability by 539 tLTL, related to revaluation of non-current assets, was recognised by increasing the revaluation reserve in equity. The increase in the deferred tax liability recognised in the income statement amounted to 1,249 tLTL.

19 Trade and other payable amounts, including derivatives

Thousand Litas	Note	2009	2008
Trade payables		10,887	15,777
Trade payables to related parties	22	3,138	-
Employment related liabilities		1,934	2,011
Other payable amounts and accrued costs		336	334
Prepayments received		708	1,036
Fair value of interest rate swap transaction		104	95
		<u>17,107</u>	<u>19,253</u>

Foreign currency and liquidity risks of the Company, related to trade and other payable amounts are disclosed in note 23.

Notes to the financial statements

20 Contingencies

At the date of statement of financial position there were no litigations raised against the Company.

As at 31 December the Company had the following material contractual liabilities:

Thousand Litas	2009	2008
Acquisition of property, plant and equipment	2,376	-
Purchase of raw materials	7,600	8,200
	<hr/>	<hr/>
	9,976	8,200
	<hr/>	<hr/>

On 28 October 2009 the Company and National payment agency signed an agreement for provision of a government grant up to 6,634 tLTL according to project Increase of competitiveness in milk processing. Total estimated investment project cost amounts to 33,171 tLTL.

The following assets of the Company were pledged as at 31 December 2009 to secure the bank loans (note 16):

- Current and future cash inflows in the accounts of different banks;
- Property, plant and equipment with the carrying amount of 33,001 tLTL;
- Inventories with the market value of 15 million LTL.

21 Staff costs

Staff costs are included in the following items:

Cost of inventories	8,673	8,286
Administrative expenses	2,432	2,430
	<hr/>	<hr/>
	11,105	10,716
	<hr/>	<hr/>

Cost of inventories is accounted for in cost of sales after the inventories are sold.

Staff costs include social security of 30.98% paid by the Company, calculated from the nominal salary of employees.

Staff costs include remuneration to the Company's management of 594 tLTL including social security contributions (2008: 661 tLTL).

Notes to the financial statements

22 Transactions with related parties

Thousand Litas	2009	2008
Payable amounts		
<i>Loans</i>		
Loan payable to AB Kelmės Pieninė	2,600	2,600
	<u>2,600</u>	<u>2,600</u>
<i>Trade payable amounts</i>		
AB Kelmės Pieninė	3,138	-
	<u>3,138</u>	<u>-</u>
	5,738	2,600
Receivable amounts		
<i>Prepayments</i>		
KŽŪB Šilgaliai	842	842
	<u>842</u>	<u>842</u>
<i>Trade receivable amounts</i>		
AB Modest	3,953	4,653
KŽŪB Šilgaliai	137	66
UAB Kelmės Pieno Centras	1,596	2,044
	<u>1,596</u>	<u>-1,750</u>
Impairment allowance for UAB Kelmės pieno centras	-1,596	-1,750
	<u>4,090</u>	<u>5,013</u>
<i>Loans raised</i>		
KŽŪB Šilgaliai	351	351
AB Modest	-	489
	<u>351</u>	<u>840</u>
	5,283	6,695
Interest expenses		
AB Kelmės Pieninė	156	107
	<u>156</u>	<u>107</u>
Sale of raw materials, goods and services		
AB Kelmės Pieninė	26,926	408
UAB Kelmės Pieno Centras	-	11,878
AB Modest	8,125	12,933
KŽŪB Šilgaliai	64	64
	<u>35,115</u>	<u>25,283</u>
Purchase of raw materials, goods and services		
AB Kelmės Pieninė	12,799	5,116
UAB Kelmės Pieno Centras	2	4,145
AB Modest	12,098	14,622
KŽŪB Šilgaliai	503	972
	<u>25,402</u>	<u>24,855</u>

Notes to the financial statements

22 Transactions with related parties (continued)

ŪKB Šilgaliai is supplier of milk. The major shareholder and persons related to him have ownership right to part of interests in ŪKB Šilgaliai.

AB Modest and AB Kelmės Pieninė are subsidiary companies. UAB Kelmės Pieno Centras is a subsidiary of AB Kelmės Pieninė.

Remuneration to management amounted to 452 tLTL as at 31 December 2009 (2008 : 493 tLTL). Salaries to management are included in the item of administrative costs under „Staff costs“ (note 21):

Prepayments to management are accounted for in receivable amounts:

Thousand Litas	2009	2008
Other amounts receivable from management	611	712

23 Financial instruments and risk management

Credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

Thousand Litas	Carrying amount		
	Note	2009	2008
Trade receivables	11,13	11,532	12,272
Prepayments	11,13	1,183	1,019
Other receivables	11,13	1,698	3,538
Loans raised	11,22	351	840
Cash and cash equivalents	14	377	36
		<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>
		15,141	17,705
		<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was as follows:

	Carrying amount	
	2009	2008
Lithuania	7,419	5,792
Latvia	2,118	1,584
Estonia	55	28
Russia	1,247	1,533
Other	693	3,335
	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>
	11,532	12,272
	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>	<hr style="border-top: 1px solid black; border-bottom: none; border-left: none; border-right: none; margin-bottom: 5px; margin-top: 5px;"/>

Notes to the financial statements

23 Financial instruments and risk management (continued)

Impairment losses

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. This allowance for impairment includes only specific loss, related to individually significant trade and other receivables.

Ageing of trade receivables, prepayments, other receivables and loan term receivables as at the reporting date can be specified as follows:

Thousand Litas	Gross 2009 12 31	Impairment 2009 12 31	Gross 2008 12 31	Impairment 2008 12 31
Related parties:				
Not past due	1,593	-	3,580	-
Past due 0-30 days	770	-	192	-
Past due 31-60 days	994	-	1,483	-
More than 60 days	3,522	-1,596	3,190	-1,750
	6,879	-1,596	8,445	-1,750
Other parties:				
Not past due	8,149	-	5,297	-
Past due 0-30 days	580	-	3,348	-
Past due 31-60 days	125	-	1,894	-
More than 60 days	627	-	435	-
	9,481	-	10,974	-
	16,360	-1,596	19,419	-1,750

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

Thousand Litas	Carrying amount	
	2009	2008
Balance as at 1 January	-1,750	-
Impairment loss recognised	-	-1,750
Impairment loss derecognised	154	-
Balance as at 31 December	-1,596	-1,750

As at 31 December 2009 and 31 December 2008 an impairment loss recognized relates to receivable from related company UAB Kelmės pieno centras. Recognition and reversal of the impairment loss is recorded under administrative costs (note 4).

The Company believes that the unimpaired amounts that are past due by more than 30 days are still collectible, based on historic payment behaviour and extensive analyses of the underlying customers' solvency.

Notes to the financial statements

23 Financial instruments and risk management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities to meet its commitments at a given date in accordance with its strategic plans. The Company's liquidity (total current assets / total current liabilities) and quick ratios ((total current assets - inventories) / total current liabilities) as of 31 December 2009 were 0.86 and 0.43 respectively (0.93 and 0.5 as of 31 December 2008, respectively).

The Company's objective is to maintain a balance between continuity of funding and flexibility. The Company's activities generate sufficient amount of cash, therefore the main managements' responsibility is to monitor that the liquidity ratio of the Company is close to or higher than 1.

The following are the contractual maturities of financial liabilities, including the estimated interest payments:

31 December 2009

Thousand Litas	Carrying amount	Contractual cash flows or less	6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Financial liabilities							
AB SEB loans	20,841	(22,298)	(1,886)	(7,369)	(7,135)	(5,908)	-
AB Snoras loans	9,977	(10,447)	(2,246)	(1,988)	(6,213)	-	-
Swedbank AB loans	5,681	(6,274)	(529)	(522)	(1,917)	(2,933)	(373)
AB Kelmės Pieninė	2,600	(3,770)	(78)	(78)	(156)	(468)	(2,990)
Finance lease liabilities	1,787	(1,841)	(452)	(368)	(905)	(116)	-
Trade and other receivables	17,107	(17,107)	(17,107)	-	-	-	-
	57,993	(61,737)	(22,298)	(10,325)	(16,326)	(9,425)	(3,363)

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Notes to the financial statements

23 Financial instruments and risk management (continued)

Liquidity risk (continued)

31 December 2008

Thousand Litas	Carrying amount	Contractual cash flows	6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years
Financial liabilities							
AB SEB loans	27,317	(29,483)	(4,853)	(2,176)	(14,144)	(4,913)	(3,397)
AB Snoras loans	10,772	(11,383)	(369)	(1,057)	(9,957)	-	-
Swedbank AB loans	6,290	(7,097)	(253)	(542)	(1,945)	(3,014)	(1,343)
AB Kelmės Pieninė	2,600	(3,926)	(78)	(78)	(156)	(468)	(3,146)
AB SEB Faktoringas	995	(995)	(995)	-	-	-	-
Finance lease liabilities	2,852	(3,193)	(648)	(536)	(1,402)	(607)	-
Trade and other receivables	19,523	(19,523)	(19,523)	-	-	-	-
	70,349	(75,600)	(26,719)	(4,389)	(27,604)	(9,002)	(7,886)

The following interest rates were applied for discount of estimated cash flows:

	2009	2008
Loans and finance lease liabilities	3%	5%

Currency risk

The Company's exposure to the foreign currency risk was as follows (expressed in Litas' 000), using the exchange rates, valid as at 31 December 2009:

	31 December 2009			31 December 2008		
	<u>LTL</u>	<u>EUR</u>	<u>LVL</u>	<u>LTL</u>	<u>EUR</u>	<u>LVL</u>
Long-term receivables	1,193	217	-	1,702	-	-
Trade and other receivables	9,500	2,768	1,086	12,371	2,648	948
Cash and cash equivalents	236	141	-	36	-	-
Loans and finance lease liabilities	(2,950)	(37,936)	-	(3,595)	(47,231)	-
Trade and other payables	<u>(16,385)</u>	<u>(722)</u>	<u>-</u>	<u>(17,686)</u>	<u>(1,837)</u>	<u>-</u>
Net exposure	<u>(8,406)</u>	<u>(35,532)</u>	<u>1,086</u>	<u>(7,172)</u>	<u>(46,420)</u>	<u>948</u>

Notes to the financial statements

23 Financial instruments and risk management (continued)

Currency risk (continued)

The following significant exchange rates for Litas were applied during the year:

	Average	
	2009	2008
EUR	3.4528	3.4528
LVL	4.8191	4.9153

The following exchange rates were applied as at 31 December:

	2009	2008
EUR	3.4528	3.4528
LVL	4.8679	4.8872

Sensitivity analysis

A 10 percent strengthening of the Litas against the following currencies at 31 December would have increased (decreased) equity and profit and loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2008.

31 December 2009	Equity	Profit (loss)
Effect in Thousand Litas		
EUR	3,553	3,553
LVL	(109)	(109)

31 December 2008	Equity	Profit (loss)
Effect in Thousand Litas		
EUR	4,642	4,642
LVL	(95)	(95)

A 10 percent weakening of the Litas against the above currencies at 31 December would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

The functional currency of the Company is Litas (LTL). As exchange rate of LTL to EUR is fixed at 3.4528 LTL / EUR, the Company faces foreign currency risk on purchases and sales that are denominated in currencies other than EUR. The main part of the Company's transactions in 2009 year are denominated in LTL and EUR, therefore the Company did not expose to significant foreign currency exchange risk.

Notes to the financial statements

23 Financial instruments and risk management (continued)

Interest rate risk

The Company's borrowings bear variable interest rates related to EURIBOR varying from EURIBOR+1.2 % to EURIBOR+3.25%. The average effective interest rate in 2009 was close to the interest rate actually paid during 2009.

If the effective interest rate applied on the Company's borrowings with variable interest rates increases (or decreases) by 1 percent, the interest costs for the year ended 31 December 2009 m and the profit for the year would decrease (or increase) by approximately 408 tLTL (2008 – 508 tLTL).

The Company has entered into an interest rate swap agreement with a bank, by which it partly hedges from significant interest rate fluctuations. The fair value of the interest rate swap agreement, amounting to 104 tLTL, is recognised in financial liabilities.

The Company's income and operating cash flows are substantially independent of changes in market interest rates. The Company has no significant interest-bearing assets.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments were as follows:

Thousand Litas

	Carrying amount	
	2009	2008
Fixed rate financial instruments		
AB Kelmės Pieninė loan	2,600	2,600
AB Bankas Snoras loan	350	-
	<hr/> 2,950	<hr/> 2,600
	<hr/>	<hr/>

According to the agreements, the loan from AB Kelmės Pieninė and AB Bankas Snoras bears a fixed interest rate. Therefore, changes in interest rates would not have influence on profit or loss at the reporting date.

Variable rate financial instruments

SEB loans	20,841	27,317
Swedbank loans	5,681	6,290
AB Bankas Snoras loans	9,627	10,772
SEB factoring	-	995
Finance lease liabilities	1,787	2,852
	<hr/> 37,936	<hr/> 48,226
	<hr/>	<hr/>
	40,886	50,826
	<hr/>	<hr/>

According to agreements, the loans bear a variable interest rate related to 6 months EURIBOR+margin.

Notes to the financial statements

23 Financial instruments and risk management (continued)

Interest rate risk (continued)

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2008.

Effect in thousand Litas	Profit (loss)		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
31 December 2009				
Variable rate instruments	(409)	409	(409)	409
31 December 2008				
Variable rate instruments	(508)	508	(508)	508

Fair value of financial instruments

The Company's principal financial instruments not carried at fair value are trade and other receivables, trade and other payables, non-current and current borrowings.

Fair value is defined as the amount at which the instrument could be exchanged between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. Fair values are obtained from quoted market prices and discounted cash flow models as appropriate.

Financial instruments stated at fair value as at 31 December 2009 comprise derivatives. The Company does not have any other financial instruments stated at fair value as of 31 December 2009 and 2008.

The management of the Company is of the opinion that book values of trade and other receivables, trade and other payables as well as borrowings approximate their fair value.

The fair values of financial assets and liabilities together with the carrying amounts shown in the statement of financial position can be summarized as follows:

Thousand Litas	2009		2008	
	Carrying amount	Fair value	Carrying amount	Fair value
Long-term receivables	1,410	1,410	1,702	1,702
Trade and other receivables	13,354	13,354	15,967	15,967
Cash and cash equivalents	377	377	36	36
Loans and finance lease liabilities	(40,886)	(40,886)	(50,826)	(50,826)
Trade and other payables	(17,107)	(17,107)	(19,523)	(19,523)
	<u>(42,852)</u>	<u>(42,852)</u>	<u>(52,644)</u>	<u>(52,644)</u>

Notes to the financial statements

23 Financial instruments and risk management (continued)

Fair value of financial instruments (continued)

Financial liabilities to banks and leasing companies are related to variable interest rate, therefore the carrying amount approximates the fair value. The management is of the opinion that the fair value risk was minimal as at 31 December 2009 as the major part of financial liabilities bear a variable interest rate.

Price risk

Prices of milk and dairy products vary depending on a situation in the market. The Company seeks to minimise an impact of such price fluctuations by diversifying production and striving for scale economy.

Capital management

The Board's policy is to maintain a strong capital base, in comparison with the borrowed means, so as to maintain investor, creditor and market confidence, to sustain future development of the business and to comply with externally imposed capital requirements. Capital includes equity attributable to equity holders.

The Board also seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the security afforded by a sound capital position.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its activities. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2009 and 31 December 2008.

The Company is obliged to keep its equity up to 50% of its share capital, as imposed by the Law on Companies of Republic of Lithuania.

The Company has externally imposed capital requirements from banks. They require that (equity – revaluation reserve) / (total assets) ratio is not less than 0.2. The management monitors that the Company is in line with the requirement. No other capital management tools are used.

24 Subsequent events

AB Bankas Snoras has granted a loan of 1,448 t EUR for an investment project as to facility „Processing of agricultural goods and increase of surplus value – support by loans“. The liability is guaranteed by UAB Žemės ūkio Paskolų Garantijų Fondas for a period of seven years.

There have been no other significant events subsequent to the end of the reporting period date that could materially affect the financial statements as at and for the year ended 31 December 2009.

AB Vilkyškių Pieninė
Annual report for the year 2009

I. Letter of the Director General G. Bertasius of Vilkyskiu pienine AB to the Investors

After the detrimental year 2008 during which the Company experienced reduce in raw material prices, a significant decrease in production volumes, management and administrative costs, and after changing part of markets, the consolidated profit of AB Vilkyškių Pieninė group for 2009 amounted to 6,7 million LTL, compared to the loss amounted to 12 million LTL earned in 2008.

The number of employees of the Company was increasing and at the end of 2009 reached 735:

- ✓ AB Vilkyškių Pieninė – 430 employees;
- ✓ AB Modest – 141 employees;
- ✓ AB Kelmės Pieninė – 164 employees.

During the economic slowdown, The Company searched for new markets and is focusing on production of products with higher added value. In 2009 the Company entered the markets of the new EU member states and Israel. The nearest goal is to equip the new premises for storage-ripening of cheese, creation of a more convenient packing of goods for final user, activation of labour in an independent market, strengthening of sales activity, formation of marketing division, development of fresh dairy products. Furthermore, the Company will purposefully continue with creation of trademarks of the Company and of separate products and their strengthening both, in the Lithuanian and foreign markets, development of product assortment and introduction of new exclusive types of cheese and dessert dairy products.

Due to economical situation, prices of dairy products in 2008 reached historical depression. Seeking to mitigate the situation, the European Commission redeemed export subsidies for certain dairy products. The determined subsidy amount for export of cheese amounted approximately to 200 EUR/ton. Also, purchases were started to intervention warehouses in Europe accumulating 257 thousand tons of thin milk flour, 76 thousand tons of butter.

Decrease in production of milk, actions of the EU institutions and promotion of interventional purchases offsetted the supply and demand. Moreover, currently stable prices and an increasing demand for goods demonstrate the start of stability period and the first signs of recovery. It may be said that milk processing is one of the branches of food industry which recovers first.

The Company expects that in 2010 profit will be in the same level as in 2009, and activities will require prompt reaction to changes in the market, and expansion of variety of goods as well as optimisation of production and administrative costs.

Gintaras Bertašius

II. GENERAL INFORMATION ABOUT THE ISSUER

1. Accounting period for which the annual report has been prepared

The annual report has been prepared for the year 2009.

2. Main data about the Issuer

Name of the Issue	Public Company Vilkyškių Pieninė (hereinafter – the Company or the Issuer)
Autorised capital	11,943,000 LTL
Registered office	Vilkyškiai, Pagėgiai municipality
Telephone	8-441 55330
Fax	8-441 55242
E-mail	centras@cheese.lt
Legal-organisational form	Public Company
Registration date and place	10 May 1993
Re-registration date and place	30 December 2005 State Enterprise Center of Registers Taurage branch
Registration No.	060018
Code in the Register of Enterprises	277160980
Internet website	http://www.cheese.lt ; http://www.suris.lt

3. Nature of the Issuer's core business

Core business of Vilkyskiu pienine AB is the production of cheese.

The Company also produces scalded cream and processes whey.

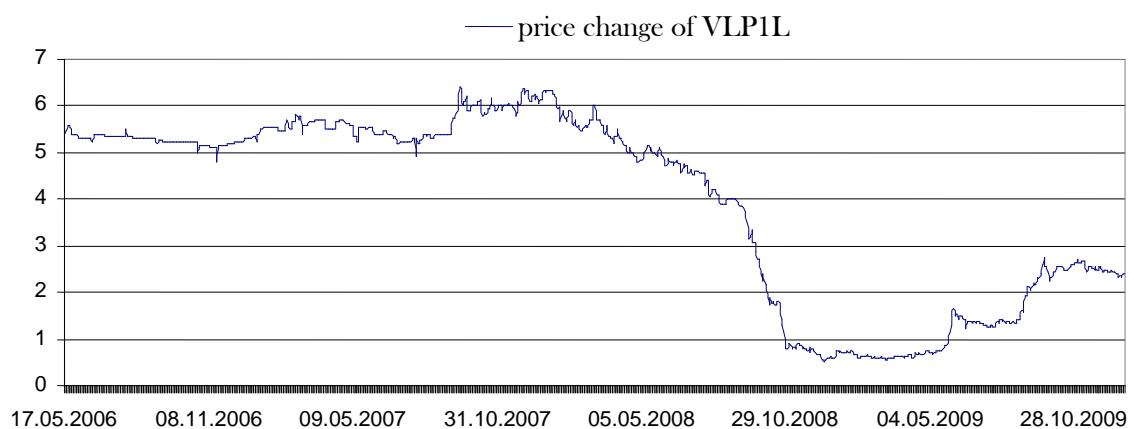
4. Contracts with intermediaries of the public circulation of securities

Vilkyskiu pienine AB has entered into the contract of service with Financial Broker Company Orion Securities UAB (address: A. Tumeno g. 4, B korp., LT-01109, Vilnius) on the record of shareholders and securities of Vilkyskiu pienine AB.

5. Trading in the Issuer's securities on the regulated markets

Trading in ordinary registered shares of Vilkyskiu pienine AB on Vilnius Stock Exchange:

Period	Price (Lt)		Apyvarta (Lt)	
	highest	lowest	highest	lowest
2006.05.17 - 2006.09.31	5,60	4,60	647.808	0,00
2006.10.01 - 2006.12.31	5,30	4,76	360.722	0,00
2007.01.01 - 2007.03.31	5,82	5,20	126.233	0,00
2007.04.01 - 2007.06.30	5,70	5,01	380.555	0,00
2007.07.01 - 2007.09.30	6,50	4,80	3.621.100	0,00
2007.10.01 - 2007.12.31	6,70	5,75	637.638	0,00
2008.01.01 - 2008.03.31	6,40	5,00	1.507.303	0,00
2008.04.01 - 2008.06.30	5,52	4,51	237.964	0,00
2008.07.01 - 2008.09.30	4,75	2,05	324.605	0,00
2008.10.01 - 2008.12.31	2,50	0,52	69.650	0,00
2009.01.01 - 2009.03.31	0,79	0,52	241.806	0,00
2009.04.01 - 2009.06.30	1,69	0,60	83.134	0,00
2009.07.01 - 2009.09.30	2,86	1,25	557.512	0,00
2009.10.01 - 2009.12.31	2,75	2,27	66.144	0,00



III INFORMATION ABOUT THE ISSUER'S ACTIVITIES

6. Legal basis of the Issuer's activities

The activity of AB Vilkyskių Pieninė is based on the Lithuanian legislation, resolutions of the Government and legal acts regulating the companies' activities, as well as on the Law on Securities Market of the Republic of Lithuania and the Company's Articles of Association.

7. Brief description of the Issue's history

The history of Vilkyskiai dairy was renewed on the 10th of May 1993 when public company Vilkyskiu pienine was established in the dairy premise, which was build in 1934. The old dairy had implemented its production till 1985. During the period of dairy's closure all equipment were disassembled. The buildings were privatized and the owners of the dairy brought the first machinery from Eastern Germany where the restructurization of milk industry took place at that time.

The company had no initial capital. The company started operating as the owners of the company purchased the buildings. The company borrowed funds from the banks to finance the working capital needs.

Significant events in the history of the Issuer

In 1993 – 1995 the water tower, boiler-house and separation workshop were rebuilt. Since then the company started separating milk and cheese workshop started operating. The company started producing fat-low fermented cheese *Peptatas*. Butter production workshop was launched.

Afterwards the development of the company has accelerated. In 1997 the cheese workshop of the company started producing *Tilsit* type fermented cheese and in February 1998 *Gouda* type fermented cheese.

In 1997 LTL 2,87 million were invested into the company, LTL 0,5 million of which were used for the repair of the company. The company built the following: a modern boiler-house of Danish company BWE, a modern freezing chamber of Dutch company, where 400 tones of production can be stocked and warehoused, and a substation. The company also installed a computer network;

In 1998 nearly LTL 1,5 million were invested into motor transport, buildings, milk refrigerators, production equipment, new cheese workshop and other non-current assets;

In 1999 nearly LTL 8,5 million were invested. Almost all investment was used for the implementation of the project of new cheese production workshop ("Tetra Pak Tebel").

In the same year the company started producing fermented cheese "Zemaiciu", butter blend "Saules vaises" and fermented cheese "Tilziukas" with spice additives. That cheese won the golden medal at the international exhibition AgroBalt'1999 and became Lithuanian product of the year.

In 2000 the company started producing fermented cheese of "Maasdam" type. In 2001 cheese "Maasdam" won the golden medal at the international exhibition "AgroBalt". Moreover, in 2000-2001 attractive inexpensive cheeses "Kursiukas", "Taupa" and "Sumustiniu" were offered to the consumers. During the period of

fourteen years of company's operation, the company has created entire necessary service infrastructure (mechanical workshop, automobile centre (50 automobiles), milk freezing equipment, zone of raw material purchase), has changed or additionally bought all the equipment of the dairy, has built new workshops.

In 2000 LTL 3,84 million were invested into the construction of new workshops and into the major repairs. The company finished installing new fully computerized and automated technological line of cheese production, the installation of which provided the company with the possibility to produce western standards corresponding production and to export it to the European Union.

In May of the same year the company received Export Licence to the European Union;

In June **2001** the company acquired Taurage workshop form Mazeikiai subsidiary of Pieno zvaigzdes AB. Taurage workshop is situated about 20 km from Vilkyskiai town. This workshop was built in 1965 as a creamery and it corresponds with all raised requirements. The workshop is consisted of milk collection division, milk separation division, two cheese workshops, ripening workshop, prewrap workshop, mechanical workshop, automobile centre for the transportation of milk, raw milk zone as well as all other necessary service infrastructure – refrigeration, steam and air.

The company started building ripening workshop and cleaning equipment.

In the end of the year 2001 the company started producing mould cheese in Taurage workshop.

In **2003** the company reconstructed freezing chamber.

In **2004** the company carried out roof reconstruction and repair of buildings.

In 2003 -2004 the company additional invested in the infrastructure of milk production. The company built new stations of milk purchase and bought modern transport for milk transportation.

In 2004 the company built new modern waster water treatment plant of Dutch company "New Water Technology", which corresponds with the EU requirements. In the same year the company invested in the equipment of cheese packing and wrapping.

Ammonia freezing compressor was reconstructed.

In **2005** the company reconstructed the boiler-house of Taurage workshop by changing the type of fuel.

On 22 February **2006** the Minister of Agriculture signed an enactment, based on which AB Vilkyškių Pienine received a financial support of up to LTL 3,45 million from the EU structural funds for realisation of the Project „Realisation of the EU requirements and modernisation of production“.

The first stage of the Project – modernisation of the cheese production technologies – was completed in 2006. During the process of modernisation, which lasted for more than half of the year, the workshop of AB Vilkyškių Pienine underwent significant development works: installation of two new cheese production facilities, three new pressing lines and buffer capacity, a new technological line washing station. Furthermore, the company automated the cheese salting workshop as well as the cheese loading/unloading process. Upon completion of the mentioned modernisation, the maximum production capacities of the Company increased from 10 to 14 thousand tons of cheese per year.

In January 2006 the Issuer acquired 80.25 percent of Modest AB shares. According to the decision No. 1S-3 made by the Competition Board on 12/11/2006, the Issuer has a right to acquire up to 100 percent of Modest AB shares.

As of 17 May 2006, 9,353,000 ordinary shares of AB Vilkyškių Pieninė are listed in the Current Trading List on the Vilnius Stock Exchange. As of 1 January 2008 the shares are listed on the Official List of the Vilnius Stock Exchange.

In June **2007** the whey processing workshop of Vilkyskiu pienine AB started operating. The total value of the mentioned workshop of Vilkyskiu pienine AB is more than LTL 8 million. Vilkyskiu pienine AB received the support of LTL 3,45 million from the European Union Structural Funds for the modernization of cheese production workshop and whey processing project. The first portion of LTL 1,2 million was received in 2007, the remaining funds shall be received by the middle of 2009. Investments provided the company with possibility to increase far better the effectiveness of production and production quality control, moreover, it allowed effective reduction of waste. Until present, the Company has not carried out processing of whey. The new whey processing workshop is almost fully automated and has only two employees.

In **2008** Vilkyskiai boiler-house was reconstructed and the company started building cheese ripening workshop.

In April of 2008 Vilkyškių pieninė AB finally finished the transaction of the acquisition of Kelmes pienine AB and took an ownership to 99.09 percent of company's shares. The Group of Vilkyskiai now consists of four companies: Vilkyskiu pienine AB, Modest AB, Kelmes pienine AB and Kelmes pieno centras UAB.

The general shareholders meeting of AB Modest, which took place on 7 July **2009** took a decision to increase the company's authorized capital from LTL 128,408 up to LTL 692,710, by issuing 564,302 ordinary shares. The term for subscription agreements with shareholders ended on 25 July 2009. In total 488,710 shares were subscribed. According to the decision of the general shareholders meeting, if not all the shares are subscribed during the period given for subscription, the share capital is increased by the total nominal value of the subscribed shares. The company's authorized capital was increased up to LTL 617,118.

8. The activity of the Issuer

The main activity of the Issuer is the production of fermented cheese, processing of whey.

The whole assortment of goods of AB Vilkyškių Pieninė comprises even 11 types of cheese having 56 different names of products.

Cheeses are produced according to the old Lithuanian ("Tilze" – *Tilsit* type cheese), worldwide ("Maasdam", „Gouda", „Edam") and original ("Prusija" – "Žalgiris") recipes. Cheeses "Tilziukas" with spice additives (in 1999) and "Maasdam" (in 2001) won gold medals of the best product of the year at the international exhibition "AgroBalt".

After the investment in the automation of production in 2006, the productive capacity of the Issuer in Vilkyskiai workshop (excluding Modest AB) increased up to 31 tone of cheese per twenty four hours. Taurage workshop is capable to produce 10 tones of cheese per twenty four hours. However, maximum productive capacity is limited by the lack of raw milk in winter season (in winter the amount of purchased milk is several times lower than in summer).

Tables below summarizes key indicators of production and trade volumes of the Issuer.

Purchase of raw milk (recalculated into base fatness)	2005	2006	2007	2008	2009
Purchased milk, in tons	94,852	122,016	101,589	123,016	144,941
Purchased milk, in thousand LTL	56,180	73,134	73,153	84,276	74,062
Price of purchased milk, in LTL/t	592.3	599.4	720.1	685.1	511.0

Within the period of last five years the distribution of production of Vilkyskiu pienine AB according to product type was as follows:

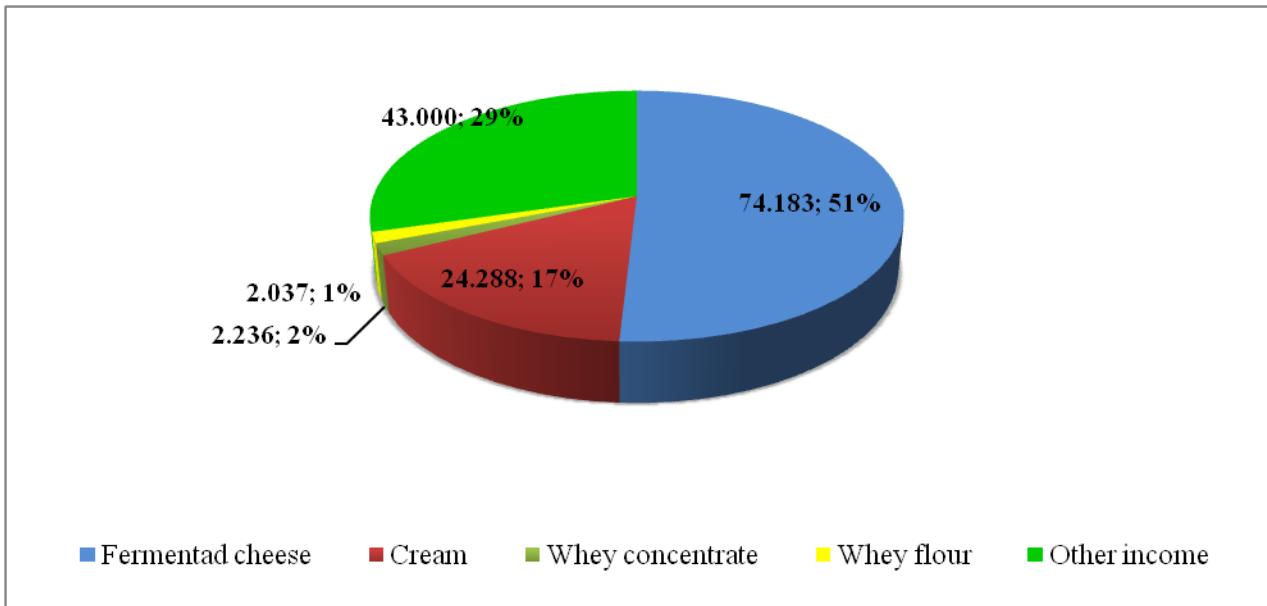
Amount of produced products, expressed in tons	2005	2006	2007	2008	2009
Fermented cheese	8,293	10,204	8,120	8,473	7,811
Cream	2,090	4,831	5,499	5,027	5,637
Whey concentrate			4,436	17,719	23,874
Whey flour			2,817	1,586	611

Within the period of last five years the specification of sold production of Vilkyskiu pienine AB according to product type was as follows:

Amount of sold products, expressed in tons	2005	2006	2007	2008	2009
Fermented cheese	7,968	9,471	8,443	9,032	8,827
Cream	2,090	4,831	5,564	5,060	5,912
Whey concentrate			4,436	17,719	23,874
Whey flour			1,419	2,510	1,337

Income from sale of production during 5 years period as per type of product:

Income from sold production, expressed in LTL thousand	2005	2006	2007	2008	2009
Fermented cheese	71,391	86,491	84,061	93,425	74,183
Cream	8,893	19,454	32,436	20,288	24,288
Whey concentrate			1,499	936	2,236
Whey flour			4,776	3,617	2,037
Other income	3,138	2,105	9,258	27,139	43,000
Total income	91,709	111,552	132,030	145,405	145,744

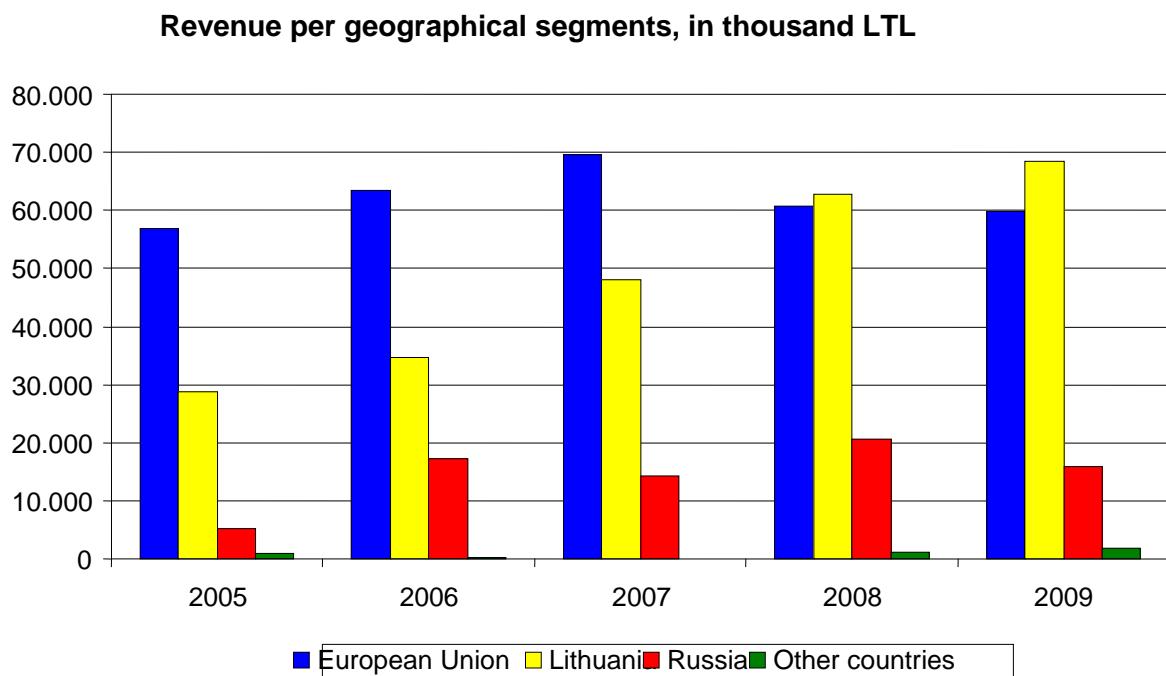


9. Sales markets

Distribution of revenue of AB Vilkyškių Pieninė for the last 5 years per regions:

Sales during 2005 – 2009 per geographical segments, in thousand LTL

Market	2005	2006	2007	2008	2009
European Union	56,863	63,559	69,594	60,746	59,780
Lithuania	28,718	34,713	48,123	62,854	68,476
Russia	5,148	17,310	14,279	20,630	15,775
Other countries	980	137	34	1,175	1,713
Total	91,709	115,719	132,030	145,405	145,744



Vilkyskiu pienine AB sells its production in Russian market by concluding long-term trade contracts. In the countries of the EU the major part of the production is sold on the basis of short-term trade contracts. In Lithuanian market validation period of contracts varies, but it is not shorter than one year.

10. Supply

The main raw material used for the production of products of Vilkyskiu pienine AB is raw cow milk. The major suppliers of milk are small and big farmers, agricultural companies and other companies of milk purchase. Vilkyskiu pienine AB usually purchases milk on the basis of typical milk purchase contracts, prepared by Vilkyskiu pienine AB itself. Contacts with milk suppliers are concluded for a period of one year or for a longer period.

The company purchases other raw materials mostly in Lithuania. The amount of raw material purchased from foreign countries is small. The company usually purchases equipment from foreign countries. Contracts usually are concluded for a period of one year. However, the company performs the accidental transactions as well.

Sometimes Vilkyskiu pienine AB purchases raw milk from its direct competitors in Lithuania, including Rokiskio suris AB and Pieno zvaigzdes AB, Zemaitijos pienas.

11. Real estate and other non-current assets

The statement of changes in non-current assets of AB Vilkyškių Pieninė is presented in the annual financial statements.

AB Vilkyškių Pieninė owns the following real estate turimas:

Type of buildings	Area, sq. m
Main buildings:	
1. Production-administrative building	1884,72 kv. m
2. Cheese production workshop	373,1 kv.m
3. Cheese ripening workshop	1855,72 kv.m.
4. Cheese salting workshop	492,57 kv.m.
5. Boiler-house building	48,4 kv.m
6. Substation building	57,2 kv.m
7. Mechanical control building (cleaning equipment)	121,75 kv.m
8. Freezing chamber	406,15 kv.m.
9. Whey workshop	169 kv.m
Main buildings in Taurage:	
1. Administration building	779,02 kv.m
2. Production building	2665,81 kv.m
3. Concrete storehouse	500,35 kv.m
4. Mechanical workshop	721,49 kv.m
5. Transformation substation	83 kv.m
6. Freezing station	861,54 kv.m
Building of Erzvilkas dairy	154,80 kv.m

12. Risk factors related to the activity of the Issuer

The major risk factors related to the activity Vilkyskiu pienine AB are as follows:

Risk factors related to Company's business

- The main Company's activity is milk processing (production of fermented cheese). The main factors creating business risk are possible changes in the raw material and product markets, as well as legal, political, technological and social changes, which are directly or indirectly related to the business of Vilkyskiu pienine AB and which are likely to affect Company's cash flows and operating results.
- The Company is specializing in the production of cheese. The largest part of its income is received from the sale of cheese and cheese products. Due to this reason company's income and profit is sensitive to negative changes in demand and (or) in cheese prices in the market (market risk). The price of cheese can also be negatively affected by the competition in the international and in local cheese market.
- The main raw material of the company is cow milk. The amount of milk sold to the milk producers of the European Union for processing is limited by the national milk quotas. The limitation of raw material supply may influence the lack of raw material and the increase of raw material prices. These changes can negatively affect Company's cash flows and operating results.
- Production of fermented cheese is a time consuming process which can take from 1 to 3 months. Such production particularity does not allow reacting quickly to rapid changes in the cheese market and this can negatively affect Company's cash flows and operating results.
- Company's credit risk is related to receivable amounts of trade. The risk that business partners would not meet their financial obligations is controlled by established procedures of control. Credit risk, related to assets held in banks, is limited because the Company works only with the largest Lithuanian banks (mainly with

AB SEB Bankas). As at 31 December 2009 the total liabilities and the total assets ratio was 0.62. Interest on all major loans are related to EUR LIBOR. The balance of financial liabilities of the Company amounted to LTL 40,886 as at 31 December 2009. The loans are denominated in EUR. Repayment of loans is carried out as to time Schedule. The Company does not have any overdue payments.

- Foreign exchange risk. Operations with foreign currency are evaluated in LTL according to the exchange rate of operation date. Cash and liabilities denominated in foreign currency are evaluated in LTL applying exchange rate of the balance sheet formation date. Profit or loss from the currency exchange fluctuation is accounted in the income statement. The main part of Company's income is received in EUR. The Company does not carry out such foreign currency transactions that could significantly affect Company's financial results due to exchange rate fluctuation.

Risk factors related to the Company's branch of industry

Agricultural sector (including milk production) is highly regulated in the countries of the European Union. A price level of raw milk is regulated through limitation of its supply for processing and consuming, using interventional purchases of milk products and applying import duties for dairy products imported from non-EU countries, export subsidies for dairy products exported to non-EU countries, and invoking other interventional means. The World Trade Organization and other organizations, which support free trade, incite to reduce the level of regulation in the agricultural sector of the EU. The liberalization of milk sector can reduce price of raw milk and dairy products, reduce export subsidies of dairy products, increase import of dairy products, and increase competition in the market of dairy products among non-EU countries. These changes can negatively affect Company's cash flows and operating results.

13. Termination or reduction of production, which has had a material impact on the Issuer's operating results within the last 2 fiscal (business) years

Vilkyskiu pienine AB has not faced with such termination or reduction of production within the last 2 years.

14. The main investments of Vilkyskiu pienine AB during the last 4 years:

In 2006 the Issuer invested LTL 3,487.6 thousand in the modernization of cheese workshop, LTL 2,927 thousand of which were borrowed, and LTL 560,6 thousand were own funds.

In 2007 Vilkyskiu pienine AB invested about LTL 7 million in whey processing workshop, 1,3 million litas in milk collection equipment and LTL 0,5 million in packaging and vacuum equipment.

In 2008 Vilkyskiai boiler-house was reconstructed and the company started building cheese ripening workshop.

In 2009 there were no investments exceeding 10 % of the Issuer's authorised capital.

15. Patents, licences, contracts

On the 8th of May 2000 the company received Export Licence to the European Union which provided the company with the right to export its production to the European Union. The company has introduced quality management programme (Hazard Analysis Critical Control Points System).

On the 14th of October 2004 an inspection due to the conformity with the requirements and certification of production to Russian market was carried out by the Russian National Veterinary Inspectorate.

On the 18th of May 2004 Taurage workshop of Vilkyskiu pienine AB was granted a EU veterinary certificate.

The company is constantly advised on the issues of product certification in Russia by O. B. Jarymova and L. N. Matiusheva (О.Б. Ярымова, Л.Н. Матюшева), who work in Kaliningrad Centre of Standardization, Metrology and Certification. The analysis of technological process and production shows whether the company works in compliance with rules, standards and requirements and whether the production produced by the company is safe.

In 2007 the main evaluation has been carried out in Vilkyskiu pienine AB in order to receive ISO Certificates of Quality Management and Food Safety Management. These certificates were presented in January 2008.

ISO 9001 Standard of Quality Management specifies requirements for quality management systems, including documentation requirements and requirements for processes of planning, management of resources, product realization, measurement, analysis and improvement. This certificate demonstrates that a company is capable of managing and improving the quality of its supplied products and services, and its production meets with requirements of customers and the law.

ISO 22000 Standard of Food Safety Management System demonstrates that food safety risk is identified, measured and controlled in the entire food management chain of Vilkyskiu pienine AB. This current certificate aims at ensuring food safety within the entire chain of food production and supply in order to ensure that food is safe at the time of human consumption. This standard is applied to all types of organizations within the food chain, i.e. for producers of food and food packages.

In 2009 the Company underwent ISO audits which stated the Company complies with the requirements of the standards ISO 9001:2000 and ISO 22000:2000.

On 18 September 2009 AB Vilkyskiu pienine was visited by experts of the Russian Federal Veterinarian and Phytosanitary Service who performed a review of the Company. During the review the experts assessed the sanitary state of the Company as well as compliance of production, auxiliary, ripening and storing premises with the Russian norms and requirements. The audit included examination of the Company's documentation from raw materials, additions and other consumable materials to product realization.

The mentioned audit of the Russian Federal Veterinarian and Phytosanitary Service did not result in any discrepancies. The experts concluded that the Company's operations are carried out in accordance with the requirements of the Russian Federal Veterinarian and Phytosanitary Service.

16. Litigation and arbitration processes

The processes of litigation and arbitration are not proceeded in Vilkyskiu pienine AB.

17. Competitors

Basing on the calculation of Vilkyskiu pienine AB, the company holds about 17 percent of Lithuania's cheese market, i.e. it ranks fourth among the producers, after Rokiškio Sūris AB, Pieno Žvaigždės AB and Žemaitijos Pienas AB.

In foreign markets Vilkyskiu pienine AB has to compete with local producers, whose advantage is lower transportation expenses. However, Vilkyskiu pienine AB compensate this fact by offering higher value added cheese assortment.

18. Dividends paid

Vilkyskiu pienine AB has no preferred shares, thus dividends are paid only for ordinary registered shares.

Payment of dividends within the last 5 years is as follows:

Dividends	2005 (for 2004)	2006 (for 2005)	2007 (for 2006)	2008 (for 2007)	2009 (for 2008)
Dividends (LTL)	1,177,000	2,500,000	2,057,660	2,030,310	0
Dividends per share (LTL)	0.13	0.27	0.22	0.17	0
Number of shares	99,500	9,353,000	9,353,000	11,943,000	11,943,000

IV. OTHER INFORMATION ABOUT THE ISSUER

19. Structure of the Issuer's authorized capital

Type of shares	Number of securities	Nominal value (in LTL)	Total nominal value (in LTL)	ISIN code
Ordinary registered shares	11,943,000	1.00	11 943 000	LT0000127508

20. Restrictions to transfer the securities

There are no restrictions to transfer the securities.

21. Shareholders

As of 31 December 2009 the total number of shareholders was 734. The following were the major shareholders who had an ownership or held more than 5 per cent of Company's share capital:

Shareholder	Shares	Nominal value in LTL	Total value in LTL
Gintaras Bertašius	6,016,506	1	6,016,506
Linas Strėlis	1,015,000	1	1,015,000
SEB clients	2,483,577	1	2,483,577
UAB FMĮ Orion Securities clients	1,747,644	1	1,747,644
Non-controlling interest	680,273	1	680,273
Capital in total	11,943,000	1	11,943,000

22. Basic characteristics of shares issued into public circulation of securities

Securities issued by the Company have been included into the Current Trade List of Vilnius Stock Exchange since the 17th of May 2006. ISIN code of securities is LT0000127508.

In December 2007, as the company submitted the request to Vilnius Stock Exchange, company's securities were allowed to be included in the Official Trade List form since 1st of January.

Name of securities – ordinary registered shares of AB Vilkyškių Pieninė. The number of securities: 11,943,000 units. Nominal value of one share is LTL 1.00.

Period		Price, Lt			Turnover, thousand Lt			Total turnover		Capitalisation, LTL
From	To	Max.	Min.	Last	Max.	Min.	Last	Units	LTL	
2006.05.17	2007.04.20	5,82	4,60	5,65	647,8	0	0	531 008	2 821 161,1	52 844 450
2007.01.01	2007.03.31	5,82	5,20	5,70	126,2	0	0	56 635	312 038,6	53 312 100
2007.04.01	2007.06.30	5,70	5,01	5,20	380,5	0	20,4	167 957	930 576,2	48 635 600
2007.07.01	2007.09.30	6,50	4,80	5,90	3 621,1	0	25,6	1 647 863	9 163 708,7	55 182 700
2007.10.01	2007.12.31	6,70	5,75	6,20	637,6	0	1,8	455 408	2 762 468,4	57 988 600
2008.01.01	2008.03.31	6,40	5,00	5,30	1 507,3	0	12,3	693 973	3 848 098,2	49 570 900
2008.04.01	2008.06.30	5,52	4,51	4,70	237,9	0	15,5	244 910	1 209 573,1	56 132 100
2008.07.01	2008.09.30	4,75	2,05	2,26	324,6	0	3,1	245 700	912 782,9	26 991 180
2008.10.01	2008.12.31	2,50	0,52	0,60	69,6	0	0	731 354	696 019,0	7 165 800
2009.01.01	2009.03.31	0,79	0,52	0,63	241,8	0	0,5	1 040 145	660 301,9	7 524 090
2009.04.01	2009.06.30	1,69	0,60	1,35	83,1	0	2,6	531 304	566 948,8	16 123 050
2009.07.01	2009.09.30	2,86	1,25	2,32	557,5	0	0	1 024 019	1 954 451,2	27 707 760
2009.10.01	2009.12.31	2,75	2,27	2,40	66,1	0	4,8	196 588	486 477,7	28 663 200

23. Shareholders who have special rights of control

There are no shares which would provide the shareholders with special rights of control.

24. Voting right restrictions

There are no restrictions of voting right.

25. Interagreements of shareholders which are known to the Issuer and due to which transfer of securities and voting right may be restricted

There are no interagreements of shareholders which are known to the Issuer and due to which transfer of securities and voting right may be restricted.

26. Order of amendment of the Issuer's Articles of Association

The Issuer's Articles of Association can be amended during the General Meeting of the Shareholders. Decisions on the amendments of the Articles of Association are considered to be taken if 2/3 of votes of all shareholders are received.

27. Management Bodies of the Issuer

Board of AB Vilkyškių pieninė

Name, surname	Education, specialty	Position held in the Issuer	Start of tenure
Gintaras Bertašius	Higher education, engineer - mechanic	Chairman of the Board, Director General	30/01/2006
Sigitas Trilonis	Higher education, engineer - mechanic	Member of the Board, Technical Director	30/01/2006
Rimantas Jancevičius	Further education, zoo - technician	Member of the Board, Stock Director	30/01/2006
Vilija Milaševičiutė	Higher education, Finance and credit	Member of the Board, Finance Director	30/04/2009
Andrej Cyba	Higher education	Member of the Board	18/04/2008
Linas Strėlis	Higher education	Member of the Board	18/04/2008

Key administration staff of AB Vilkyškių Pieninė:

Name, surname	Education, speciality	Position held in the Issuer	Beginning of service*
Gintaras Bertašius	Higher education, engineer - mechanic	Chairman of the Management Board, Director General	2006 01 01**
Vilija Milaševičiutė	Higher education, Finance and credit	Member of the Board, Finance Director	2000 05 01
Rimantas Jancevičius	Further education, zoo - technician	Member of the Management Board, Stock Director	1996 01 02
Sigitas Trilonis	Higher education, engineer - mechanic	Member of the Management Board, Technical Director	1993 09 01
Arvydas Zaranka	Further education, Technologist of dairy products	Production Director	1995 07 30
Arminas Lunia	Higher education, Chemist	Sales Director	2007 08 20
Rita Juodikienė	Higher education, Engineer of Information Management	Head of Purchase Department	2002 09 23
Mindaugas Dūda	Higher education, IT engineer	Head of IT Department	2008 08 01
Rasa Trybienė	Higher education, Psychologist	Head of Personnel	2009 05 22
Lina Genienė	Higher, Economist of International Trade	Chief Accountant	2008 09 29
Sigita Montvilaitė	Further, Accounting	Deputy Chief Accountant	2006 12 14
Ligita Pudžiuvelytė	Higher education, Economist	Senior Economist	2004 05 20
Ina Baltrušienė	Higher education, Lawyer	Lawyer	2007 10 08

* None of the labour contracts with the members of the Management Bodies is terminable.

** He has been appointed newly after the reorganization of the Issuer into public company, despite he has been working as a Director of the Issuer since 10/05/1993.

Information on participation in the activity of other companies

Name	Surname	Position held	Other information - shares, participation in the activity of other companies	Number of shares owned in Vilkyskiu pienine AB
Gintaras	Bertašius	Director General, Chairman of the Management Board	Shareholder of Silgaliai UKB (1 share), Chairman of the Management Board of Modest AB, Chairman of the Management Board of Kelmes pienine AB	6,016,506
Sigitas	Trijonis	Technical Director, member of the Management Board	has no other shares, does not participate in the activity of other companies	425,538
Rimantas	Jancevičius	Stock Director, member of the Management Board	has no other shares, does not participate in the activity of other companies	2,054
Vilija	Milaševičiutė	Finance Director, member of the Management Board	Member of the Management Board of AB Modest, has no other shares	7,718
Arvydas	Zaranka	Production Director	Member of the Management Board of Modest AB, Member of the Management Board of Kelmes pienine AB, has no other shares	1,923
Lina	Genienė	Chief Accountant	has no other shares, does not participate in the activity of other companies	-
Arminas	Lunia	Sales Director	has no other shares, does not participate in the activity of other companies	-
Andrej	Cyba	member of the Management Board	Member of the Management Board of „Invalda“	-
Linas	Strėlis	member of the Management Board		1,015,000

Employees

As of 31 December 2009 there were 430 employees at AB Vilkyškių Pieninė.

Staff group	Number of employees	Education				Average monthly salary (LTL)
		Higher	Further	Secondary	Incomplete secondary	
Executives	6	4	2			8,509
Key specialists	40	17	15	8		2,979
Specialists	39	13	21	5		2,119
Workers	345	7	183	125	30	1,358
	430	41	221	138	30	1,594

As of 31 December 2008 there were 427 employees at AB Vilkyškių Pieninė.

Staff group	Number of employees	Education				Average monthly salary (LTL)
		Higher	Further	Secondary	Incomplete secondary	
Executives	6	4	2			9,717
Key specialists	40	17	15	8		3,336
Specialists	37	12	20	5		2,373
Workers	344	7	183	125	29	1,521
	427	40	220	138	29	1,768

28. Agreements the parties of which is the Issuer and which would enter into force on the change of Issuer's control

There are no any agreements the parties of which is the Issuer and which would enter into force on the change of Issuer's control.

V DATA ABOUT THE OPENLY PUBLISHED INFORMATION

29. Summary of significant events in 2009

The general shareholders meeting of AB Vilkyškių Pieninė, held on 30 April 2009, was acquainted with the Company's annual report for 2008, an independent auditor's report on the Company's financial statements for 2008, approved the Company's financial statements for 2008, recalled the Board member Ramūnas Šniepis and elected a new member Vilija Milaševičiūtė. Furthermore, regulations of the activity and staff of the audit committee were approved. Alius Jakubėlis was elected as an independent member of the audit committee. The Board is authorized to determine the remuneration for activity of the independent member of the Board. The Chief Executive Officer of the Company is authorized to sign a contract with the independent member of the Board. Ligita Pudžiuvėlė and Birutė Bazilienė are elected as members of the audit committee.

The general shareholders meeting of AB Modest, held on 7 July 2009, took a decision to increase the Company's share capital from 128,408 LTL to 692,710 LTL, by issuing 564,302 ordinary shares. The deadline for signing a shares subscription agreement ended on 25 July 2009. The total amount of subscribed shares amounted to 488,710, and based on the shareholders decision, if not all the shares are subscribed during the determined period, the share capital shall be increased by the total nominal value of the subscribed shares. The Company's share capital was increased up to 617,118 LTL.

Since 1 January 2010, the legal status of the subsidiary UAB Modest has changed into a stock company.

VI INFORMATION CONCERNING DISCLOSURE OF COMPLIANCE WITH THE GOVERNANCE CODE OF THE COMPANIES

30. Announcement of Vilkyskiu pienine AB concerning disclosure of compliance with the Governance Code of the companies whose securities were traded on a regulated market in 2009

The public company „Vilkyskiu pienine“, following Article 21 paragraph 3 of the Law on Securities of the Republic of Lithuania and item 20.5 of the Trading Rules of the Vilnius Stock Exchange, discloses its compliance with the Governance Code, approved by the VSE for the companies listed on the regulated market, and its specific provisions.

PRINCIPLES/ RECOMMENDATIONS	YES/NO /NOT APPLICABLE	COMMENTARY
Principle I: Basic Provisions		
The overriding objective of a company should be to operate in common interests of all the shareholders by optimizing over time shareholder value.		
1.1. A company should adopt and make public the company's development strategy and objectives by clearly declaring how the company intends to meet the interests of its shareholders and optimize shareholder value.	Yes	The Company constantly presents information related with the development strategy and with the optimization of shareholder value via the information system of the Stock Exchange, on its website (www.suris.lt/investuotojams/), and via agency BNS.
1.2. All management bodies of a company should act in furtherance of the declared strategic objectives in view of the need to optimize shareholder value.	Yes	All management bodies of the company act in furtherance of the declared strategic objectives.
1.3. A company's supervisory and management bodies should act in close co-operation in order to attain maximum benefit for the company and its shareholders.	Yes	The company has set up the Management Board which acts for the interests of the company's shareholders, is responsible for the strategic management of the company, supervises the activity of the chief executive officer of the company, organizes meetings of the Management Board and cooperates with the management bodies of the company. Nomination, remuneration and audit committees have been set up in the Company.
1.4. A company's supervisory and management bodies should ensure that the rights and interests of persons other than the company's shareholders (e.g. employees, creditors, suppliers, clients, local community), participating in or connected with the company's operation, are duly respected.	Yes	The company acts in compliance with the provisions that are set in this clause.
Principle II: The corporate governance framework		
The corporate governance framework should ensure the strategic guidance of the company, the effective oversight of the company's management bodies, an appropriate balance and distribution of functions between the company's bodies, protection of the shareholders' interests.		
2.1. Besides obligatory bodies provided for in the Law on Companies of the Republic of Lithuania - a general shareholders' meeting and the chief executive officer, it is recommended that a company should set up both a collegial supervisory body and a	No	<p>The bodies of the company are a general shareholders' meeting, Management Board and chief executive officer (Director General).</p> <p>The company does not set up a supervisory board as a collegial management body. The Management Board is</p>

collegial management body. The setting up of collegial bodies for supervision and management facilitates clear separation of management and supervisory functions in the company, accountability and control on the part of the chief executive officer, which, in its turn, facilitate a more efficient and transparent management process.		responsible for the supervision of company's activity and management.
2.2. A collegial management body is responsible for the strategic management of the company and performs other key functions of corporate governance. A collegial supervisory body is responsible for the effective supervision of the company's management bodies.	Yes	The functions that are indicated in this recommendation are implemented by the Management Board.
2.3. Where a company chooses to form only one collegial body, it is recommended that it should be a supervisory body, i.e. the supervisory board. In such a case, the supervisory board is responsible for the effective monitoring of the functions performed by the company's chief executive officer.	No	The company does not follow this recommendation, where a company chooses to form only one collegial body, as Management Board is the one collegial body. The company does not follow the Recommendation 2.3 of the Governance Code – at present the only collegial body of the company is a management body, not a supervisory one. The management body of the company implements the supervisory functions as well.
2.4. The collegial supervisory body to be elected by the general shareholders' meeting should be set up and should act in the manner defined in Principles III and IV. Where a company should decide not to set up a collegial supervisory body but rather a collegial management body, i.e. the board, Principles III and IV should apply to the board as long as that does not contradict the essence and purpose of this body. ¹	Yes	Management Board elects and recalls the chief executive officer, sets his remuneration, other working conditions, approves Staff Regulations, induces him and imposes penalties.
2.5. Company's management and supervisory bodies should comprise such number of board (executive directors) and supervisory (non-executive directors) board members that no individual or small group of individuals can dominate decision-making on the part of these bodies. ²	Yes	At present, in accordance with the Articles of Association, the Management Board of the company is composed of 6 members who are appointed for the period of four years. The number of members of the collegial body is sufficient to dominate decision-making.
2.6. Non-executive directors or members of the supervisory board should be appointed for specified terms subject to individual re-election, at maximum intervals provided for in the	Yes	In accordance with the Articles of Association, the members of the Management Board are appointed for the period of four years without limiting the number of their terms of office.

¹ Provisions of Principles III and IV are more applicable to those instances when the general shareholders' meeting elects the supervisory board, i.e. a body that is essentially formed to ensure oversight of the company's board and the chief executive officer and to represent the company's shareholders. However, in case the company does not form the supervisory board but rather the board, most of the recommendations set out in Principles III and IV become important and applicable to the board as well. Furthermore, it should be noted that certain recommendations, which are in their essence and nature applicable exclusively to the supervisory board, should not be applied to the board, as the competence and functions of these bodies according to the Law on Companies of the Republic of Lithuania (*Official Gazette*, 2003, No 123-5574) are different. For instance, item 3.1 of the Code concerning oversight of the management bodies applies to the extent it concerns the oversight of the chief executive officer of the company, but not of the board itself; item 4.1 of the Code concerning recommendations to the management bodies applies to the extent it relates to the provision of recommendations to the company's chief executive officer; item 4.4 of the Code concerning independence of the collegial body elected by the general meeting from the company's management bodies is applied to the extent it concerns independence from the chief executive officer.

² Definitions 'executive director' and 'non-executive director' are used in cases when a company has only one collegial body.

Lithuanian legislation with a view to ensuring necessary development of professional experience and sufficiently frequent reconfirmation of their status. A possibility to remove them should also be stipulated however this procedure should not be easier than the removal procedure for an executive director or a member of the management board.		The Articles of Association provides the company with the possibility to withdraw the whole Management Board or any of its members. The withdrawal of a member of the Management Board should be based on the legislation.
2.7. Chairman of the collegial body elected by the general shareholders' meeting may be a person whose current or past office constitutes no obstacle to conduct independent and impartial supervision. Where a company should decide not to set up a supervisory board but rather the board, it is recommended that the chairman of the board and chief executive officer of the company should be a different person. Former company's chief executive officer should not be immediately nominated as the chairman of the collegial body elected by the general shareholders' meeting. When a company chooses to depart from these recommendations, it should furnish information on the measures it has taken to ensure impartiality of the supervision.	No	The company does not follow the Recommendation 2.7 because the chairman of the Management Board is Director General of the Company. The independence of supervision is guaranteed by other five members of the Management Board.

Principle III: The order of the formation of a collegial body to be elected by a general shareholders' meeting

The order of the formation a collegial body to be elected by a general shareholders' meeting should ensure representation of minority shareholders, accountability of this body to the shareholders and objective monitoring of the company's operation and its management bodies.³

3.1. The mechanism of the formation of a collegial body to be elected by a general shareholders' meeting (hereinafter in this Principle referred to as the 'collegial body') should ensure objective and fair monitoring of the company's management bodies as well as representation of minority shareholders.	Yes	While electing the collegial body of the company, the shareholders may take the cognizance of comprehensive information about the candidates early enough before the meeting of the shareholders and during it as well.
3.2. Names and surnames of the candidates to become members of a collegial body, information about their education, qualification, professional background, positions taken and potential conflicts of interest should be disclosed early enough before the general shareholders' meeting so that the shareholders would have sufficient time to make an informed voting decision. All factors affecting the candidate's independence, the sample list of which is set out in Recommendation 3.7, should be also disclosed. The collegial body should also be informed on any subsequent changes in the provided information. The collegial body should, on yearly basis, collect data provided in this item on its members and disclose this in the company's annual report.	Yes	<p>The company follows all provisions that are indicated in this recommendation, moreover, the company could additionally mention the document (such as the operating regulation of that body), if any, which determines the specific order of data exchange among the member of that collegial body.</p> <p>The company accumulates and discloses the entire information about the members of collegial body, their professional education, qualification and conflicts of interest, following the order set out in these recommendations, i.e. via publicly announced periodical reports of the company.</p>
3.3. Should a person be nominated for members	Yes	The company could comprehensively comment the

³ Attention should be drawn to the fact that in the situation where the collegial body elected by the general shareholders' meeting is the board, it is natural that being a management body it should ensure oversight not of all management bodies of the company, but only of the single-person body of management, i.e. the company's chief executive officer. This note shall apply in respect of item 3.1 as well.

<p>of a collegial body, such nomination should be followed by the disclosure of information on candidate's particular competences relevant to his/her service on the collegial body. In order shareholders and investors are able to ascertain whether member's competence is further relevant, the collegial body should, in its annual report, disclose the information on its composition and particular competences of individual members which are relevant to their service on the collegial body.</p>		<p>implemented practice (for instance, prior to the announcement of company's annual report to the shareholders, each member of collegial body informs the collegial body about the in-service trainings, relevant to their service on the collegial body, which she/he has attended within the last accounting year). During the meetings of the shareholders, curriculum vitae of candidates to become members of the Management Board are presented, which include such information as their education, professional background, etc. Information about the composition of the Management Board is set out in the reports of the company.</p>
<p>3.4. In order to maintain a proper balance in terms of the current qualifications possessed by its members, the collegial body should determine its desired composition with regard to the company's structure and activities, and have this periodically evaluated. The collegial body should ensure that it is composed of members who, as a whole, have the required diversity of knowledge, judgment and experience to complete their tasks properly. The members of the audit committee, collectively, should have a recent knowledge and relevant experience in the fields of finance, accounting and/or audit for the stock exchange listed companies. At least one of the members of the remuneration committee should have knowledge of and experience in the field of remuneration policy.</p>	Yes	<p>The company follows the recommendations set out in this clause. The members of the Management Board of the company have required diversity of knowledge, judgment and experience to complete their tasks properly.</p> <p>The members of Audit Committee have relevant experience and a recent knowledge in the fields of accounting and audit.</p>
<p>3.5. All new members of the collegial body should be offered a tailored program focused on introducing a member with his/her duties, corporate organization and activities. The collegial body should conduct an annual review to identify fields where its members need to update their skills and knowledge.</p>	Yes	<p>Members of the Management Board constantly take part in various refresher courses and seminars where they are provided with the information about the essential changes in legislation that regulates the activity of the company. Moreover, in case of necessity, the members of the Management Board either individually or during the meetings of the Management Board are also informed about the other changes, which have an impact on the activity of the company.</p>
<p>3.6. In order to ensure that all material conflicts of interest related with a member of the collegial body are resolved properly, the collegial body should comprise a sufficient⁴ number of independent⁵ members.</p>	No	<p>The company does not follow the Recommendation 3.6 of the Governance Code as the company neither has defined the independence criteria of a member of the Management Board nor has discussed the content of "sufficiency" concept of independent members.</p>
<p>3.7. A member of the collegial body should be considered to be independent only if he is free of any business, family or other relationship with the company, its controlling shareholder or the management of either, that creates a</p>	No	<p>The company has not defined the independence criteria of a member of the Management Board.</p>

⁴ The Code does not provide for a concrete number of independent members to comprise a collegial body. Many codes in foreign countries fix a concrete number of independent members (e.g. at least 1/3 or 1/2 of the members of the collegial body) to comprise the collegial body. However, having regard to the novelty of the institution of independent members in Lithuania and potential problems in finding and electing a concrete number of independent members, the Code provides for a more flexible wording and allows the companies themselves to decide what number of independent members is sufficient. Of course, a larger number of independent members in a collegial body is encouraged and will constitute an example of more suitable corporate governance.

⁵ It is notable that in some companies all members of the collegial body may, due to a very small number of minority shareholders, be elected by the votes of the majority shareholder or a few major shareholders. But even a member of the collegial body elected by the majority shareholders may be considered independent if he/she meets the independence criteria set out in the Code.

<p>conflict of interest such as to impair his judgment. Since all cases when member of the collegial body is likely to become dependent are impossible to list, moreover, relationships and circumstances associated with the determination of independence may vary amongst companies and the best practices of solving this problem are yet to evolve in the course of time, assessment of independence of a member of the collegial body should be based on the contents of the relationship and circumstances rather than their form. The key criteria for identifying whether a member of the collegial body can be considered to be independent are the following:</p> <ol style="list-style-type: none"> 1) He/she is not an executive director or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) of the company or any associated company and has not been such during the last five years; 2) He/she is not an employee of the company or some any company and has not been such during the last three years, except for cases when a member of the collegial body does not belong to the senior management and was elected to the collegial body as a representative of the employees; 3) He/she is not receiving or has been not receiving significant additional remuneration from the company or associated company other than remuneration for the office in the collegial body. Such additional remuneration includes participation in share options or some other performance based pay systems; it does not include compensation payments for the previous office in the company (provided that such payment is no way related with later position) as per pension plans (inclusive of deferred compensations); 4) He/she is not a controlling shareholder or representative of such shareholder (control as defined in the Council Directive 83/349/EEC Article 1 Part 1); 5) He/she does not have and did not have any material business relations with the company or associated company within the past year directly or as a partner, shareholder, director or superior employee of the subject having such relationship. A subject is considered to have business relations when it is a major supplier or service provider (inclusive of financial, legal, counseling and consulting services), major client or organization receiving significant payments from the company or its group; 6) He/she is not and has not been, during the last three years, partner or employee of the current or former external audit company of the company or associated company; 		
	Not applicable	The company has not defined the independence criteria of a member of the Management Board.

<p>7) He/she is not an executive director or member of the board in some other company where executive director of the company or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) is non-executive director or member of the supervisory board, he/she may not also have any other material relationships with executive directors of the company that arise from their participation in activities of other companies or bodies;</p> <p>8) He/she has not been in the position of a member of the collegial body for over than 12 years;</p> <p>9) He/she is not a close relative to an executive director or member of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) or to any person listed in above items 1 to 8. Close relative is considered to be a spouse (common-law spouse), children and parents.</p> <p>3.8. The determination of what constitutes independence is fundamentally an issue for the collegial body itself to determine. The collegial body may decide that, despite a particular member meets all the criteria of independence laid down in this Code, he cannot be considered independent due to special personal or company-related circumstances.</p>		
<p>3.9. Necessary information on conclusions the collegial body has come to in its determination of whether a particular member of the body should be considered to be independent should be disclosed. When a person is nominated to become a member of the collegial body, the company should disclose whether it considers the person to be independent. When a particular member of the collegial body does not meet one or more criteria of independence set out in this Code, the company should disclose its reasons for nevertheless considering the member to be independent. In addition, the company should annually disclose which members of the collegial body it considers to be independent.</p>	No	The company has not implemented the practice of evaluation and disclosure of independence criteria of a member of the Management Board.
<p>3.10. When one or more criteria of independence set out in this Code has not been met throughout the year, the company should disclose its reasons for considering a particular member of the collegial body to be independent. To ensure accuracy of the information disclosed in relation with the independence of the members of the collegial body, the company should require independent members to have their independence periodically re-confirmed.</p>	No	The company has not implemented the practice of evaluation and disclosure of independence criteria of a member of the Management Board.
<p>3.11. In order to remunerate members of a collegial body for their work and participation</p>	Not applicable	Members of the Management Board are not remunerated for their service on the Management Board (however, such

in the meetings of the collegial body, they may be remunerated from the company's funds. ⁶ . The general shareholders' meeting should approve the amount of such remuneration.		possibility is set out in the Articles of Association).
Principle IV: The duties and liabilities of a collegial body elected by the general shareholders' meeting		
The corporate governance framework should ensure proper and effective functioning of the collegial body elected by the general shareholders' meeting, and the powers granted to the collegial body should ensure effective monitoring⁷ of the company's management bodies and protection of interests of all the company's shareholders.		
4.1. The collegial body elected by the general shareholders' meeting (hereinafter in this Principle referred to as the 'collegial body') should ensure integrity and transparency of the company's financial statements and the control system. The collegial body should issue recommendations to the company's management bodies and monitor and control the company's management performance. ⁸	Yes	The Management Board ensures the integrity and transparency of the company's financial statements and the control system, evaluates the project of company's annual financial statements and the project of profit (loss) distribution and submits them to the general shareholders' meeting.
4.2. Members of the collegial body should act in good faith, with care and responsibility for the benefit and in the interests of the company and its shareholders with due regard to the interests of employees and public welfare. Independent members of the collegial body should (a) under all circumstances maintain independence of their analysis, decision-making and actions (b) do not seek and accept any unjustified privileges that might compromise their independence, and (c) clearly express their objections should a member consider that decision of the collegial body is against the interests of the company. Should a collegial body have passed decisions independent member has serious doubts about, the member should make adequate conclusions. Should an independent member resign from his office, he should explain the reasons in a letter addressed to the collegial body or audit committee and, if necessary, respective company-not-pertaining body (institution).	Yes	Basing on company's data, the members of the Management Board act in good will with regard to the company, follow the interests of the company, not the interests of their own or of the third parties, act in conformity with the principles of fairness and prudence, under an obligation of confidentiality and with due responsibility, thus they aim at maintaining the independence of decision-making.
4.3. Each member should devote sufficient time and attention to perform his duties as a member of the collegial body. Each member of the collegial body should limit other professional obligations of his (in particular any directorships held in other companies) in such a manner they do not interfere with proper performance of duties of a member of the collegial body. In the	Yes	In the year 2009 the members of the Management Board held the meetings of the Management Board (each meeting had the proper quorum) and each member devoted sufficient time to perform her/his duties as a member of the Management Board.

⁶ It is notable that currently it is not yet completely clear, in what form members of the supervisory board or the board may be remunerated for their work in these bodies. The Law on Companies of the Republic of Lithuania (*Official Gazette*, 2003, No 123-5574) provides that members of the supervisory board or the board may be remunerated for their work in the supervisory board or the board by payment of annual bonuses (tantiems) in the manner prescribed by Article 59 of this Law, i.e. from the company's profit. The current wording, contrary to the wording effective before 1 January 2004, eliminates the exclusive requirement that annual bonuses (tantiems) should be the *only* form of the company's compensation to members of the supervisory board or the board. So it seems that the Law contains no prohibition to remunerate members of the supervisory board or the board for their work in other forms, besides bonuses, although this possibility is not expressly stated either.

⁷ See Footnote 3.

⁸ See Footnote 3. In the event the collegial body elected by the general shareholders' meeting is the board, it should provide recommendations to the company's single-person body of management, i.e. the company's chief executive officer.

event a member of the collegial body should be present in less than a half ⁹ of the meetings of the collegial body throughout the financial year of the company, shareholders of the company should be notified.		
4.4. Where decisions of a collegial body may have a different effect on the company's shareholders, the collegial body should treat all shareholders impartially and fairly. It should ensure that shareholders are properly informed on the company's affairs, strategies, risk management and resolution of conflicts of interest. The company should have a clearly established role of members of the collegial body when communicating with and committing to shareholders.	Yes	The management bodies of the company, prior to making material decisions, discuss their impact on shareholders and seeking to ensure that all shareholders are properly informed on the company's affairs, strategies, risk management, announce the main information about the company's activity in the periodical reports.
4.5. It is recommended that transactions (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions), concluded between the company and its shareholders, members of the supervisory or managing bodies or other natural or legal persons that exert or may exert influence on the company's management should be subject to approval of the collegial body. The decision concerning approval of such transactions should be deemed adopted only provided the majority of the independent members of the collegial body voted for such a decision.	Yes	The management bodies of the company enter into transactions following the legislation and approved Articles of Association, for the attainment of benefit and welfare to the company.
4.6. The collegial body should be independent in passing decisions that are significant for the company's operations and strategy. Taken separately, the collegial body should be independent of the company's management bodies ¹⁰ . Members of the collegial body should act and pass decisions without an outside influence from the persons who have elected it. Companies should ensure that the collegial body and its committees are provided with sufficient administrative and financial resources to discharge their duties, including the right to obtain, in particular from employees of the company, all the necessary information or to seek independent legal, accounting or any other advice on issues pertaining to the competence of the collegial body and its committees. When using the services of a consultant with a view to obtaining information on market standards for remuneration systems, the remuneration committee should ensure that the consultant concerned does not at the same time advise the human resources department, executive directors or collegial management organs of the	Yes	In all senses the Management Board makes decisions on the interest of the company. The Management Board of the company and its committees are provided with entire resources that are necessary to exercise their functions. Under the necessity, the employees of the company take part in the meetings of the Management Board and committees and present all the necessary information that is relevant to the issues under discussion. Remuneration committee ensures that consultants and specialists, who provides information on market standards for remuneration systems, do not at the same time advise the human resources departments of the company, members of executive and management bodies on the issues related with company.

⁹ It is notable that companies can make this requirement more stringent and provide that shareholders should be informed about failure to participate at the meetings of the collegial body if, for instance, a member of the collegial body participated at less than 2/3 or 3/4 of the meetings. Such measures, which ensure active participation in the meetings of the collegial body, are encouraged and will constitute an example of more suitable corporate governance.

¹⁰ In the event the collegial body elected by the general shareholders' meeting is the board, the recommendation concerning its independence from the company's management bodies applies to the extent it relates to the independence from the company's chief executive officer.

company concerned.		
<p>4.7. Activities of the collegial body should be organized in a manner that independent members of the collegial body could have major influence in relevant areas where chances of occurrence of conflicts of interest are very high. Such areas to be considered as highly relevant are issues of nomination of company's directors, determination of directors' remuneration and control and assessment of company's audit. Therefore when the mentioned issues are attributable to the competence of the collegial body, it is recommended that the collegial body should establish nomination, remuneration, and audit committees¹¹. Companies should ensure that the functions attributable to the nomination, remuneration, and audit committees are carried out. However they may decide to merge these functions and set up less than three committees. In such case a company should explain in detail reasons behind the selection of alternative approach and how the selected approach complies with the objectives set forth for the three different committees. Should the collegial body of the company comprise small number of members, the functions assigned to the three committees may be performed by the collegial body itself, provided that it meets composition requirements advocated for the committees and that adequate information is provided in this respect. In such case provisions of this Code relating to the committees of the collegial body (in particular with respect to their role, operation, and transparency) should apply, where relevant, to the collegial body as a whole.</p>	Yes	<p><i>Vilkyskiu pienine AB</i> has 2 committees: Nomination and Remuneration Committee and Audit Committee.</p> <p>The Management Board forms the Nomination and Remuneration Committee.</p> <p>General Meeting of Shareholders approves the members and the regulations of activity of the Audit committee.</p>
<p>4.8. The key objective of the committees is to increase efficiency of the activities of the collegial body by ensuring that decisions are based on due consideration, and to help organize its work with a view to ensuring that the decisions it takes are free of material conflicts of interest. Committees should exercise independent judgement and integrity when exercising its functions as well as present the collegial body with recommendations concerning the decisions of the collegial body. Nevertheless the final decision shall be adopted by the collegial body. The recommendation on creation of committees is not intended, in principle, to constrict the competence of the collegial body or to remove the matters considered from the purview of the collegial body itself, which remains fully responsible for the decisions taken in its field of competence.</p>	Yes	<p>The key objective of the Nomination and Remuneration Committee is to provide the bodies of the company and persons, who nominate or elect members of the management bodies and executive officers of the company, with recommendations and to ensure the transparent policy, principles and order of the settlement of remuneration to members of the management bodies and executive officers. The Committee provides the Management Board with help while supervising (i) election and nomination of the chief executive office and other executive officers, (ii) the settlement of remuneration to the members of the Management Board, to the chief executive office and to other executive officers.</p> <p>Audit Committee exercises independent judgement and integrity when exercising its functions. Its key objective is to observe the preparation process of financial statements, to supervise performance of audit of financial accountability of the company, to supervise how Audit Company keeps to the principles of independency and objectivity, and to supervise the effectiveness of internal control and risk management systems. The Committee provides the Management Board of the company with help while supervising (i) disclosure quality and consistency of financial, accounting and other relevant documents, (ii) the qualification of an independent auditor, his/her independency and proper performance of</p>

¹¹ The Law of the Republic of Lithuania on Audit (*Official Gazette*, 2008, No 82-53233) determines that an Audit Committee shall be formed in each public interest entity (including, but not limited to public companies whose securities are traded in the regulated market of the Republic of Lithuania and/or any other member state).

		his/her office, (iii) the implementation of internal control.
4.9. Committees established by the collegial body should normally be composed of at least three members. In companies with small number of members of the collegial body, they could exceptionally be composed of two members. Majority of the members of each committee should be constituted from independent members of the collegial body. In cases when the company chooses not to set up a supervisory board, remuneration and audit committees should be entirely comprised of non-executive directors. Chairmanship and membership of the committees should be decided with due regard to the need to ensure that committee membership is refreshed and that undue reliance is not placed on particular individuals.	Yes	Each committee of the company is composed of 3 members.
4.10. Authority of each of the committees should be determined by the collegial body. Committees should perform their duties in line with authority delegated to them and inform the collegial body on their activities and performance on regular basis. Authority of every committee stipulating the role and rights and duties of the committee should be made public at least once a year (as part of the information disclosed by the company annually on its corporate governance structures and practices). Companies should also make public annually a statement by existing committees on their composition, number of meetings and attendance over the year, and their main activities. Audit committee should confirm that it is satisfied with the independence of the audit process and describe briefly the actions it has taken to reach this conclusion.	Yes	The activity of Nomination and Remuneration Committee is regulated by Regulations Statute Rules approved by the Management Board. The Regulations of Activity of Audit Committee is approved by the General Meeting of Shareholders. Both committees on a regular basis inform the collegial body on their activities and performance.
4.11. In order to ensure independence and impartiality of the committees, members of the collegial body that are not members of the committee should commonly have a right to participate in the meetings of the committee only if invited by the committee. A committee may invite or demand participation in the meeting of particular officers or experts. Chairman of each of the committees should have a possibility to maintain direct communication with the shareholders. Events when such are to be performed should be specified in the regulations for committee activities.	Yes	If necessary, the employees of the company, who are responsible for the spheres of activity that are discussed by the committee, participate in the meetings of the committees and provide the committees with entire required information.
4.12. Nomination Committee. 4.12.1. Key functions of the nomination committee should be the following: 1) Identify and recommend, for the approval of the collegial body, candidates to fill board vacancies. The nomination committee should evaluate the balance of skills, knowledge and experience on the management body,	Yes	The functions of nomination committee, which are set out in this recommendation, basically are carried out by the Nomination and Remuneration Committee of the company.

<p>prepare a description of the roles and capabilities required to assume a particular office, and assess the time commitment expected. Nomination committee can also consider candidates to members of the collegial body delegated by the shareholders of the company;</p> <p>2) Assess on regular basis the structure, size, composition and performance of the supervisory and management bodies, and make recommendations to the collegial body regarding the means of achieving necessary changes;</p> <p>3) Assess on regular basis the skills, knowledge and experience of individual directors and report on this to the collegial body;</p> <p>4) Properly consider issues related to succession planning;</p> <p>5) Review the policy of the management bodies for selection and appointment of senior management.</p> <p>4.12.2. Nomination committee should consider proposals by other parties, including management and shareholders. When dealing with issues related to executive directors or members of the board (if a collegial body elected by the general shareholders' meeting is the supervisory board) and senior management, chief executive officer of the company should be consulted by, and entitled to submit proposals to the Nomination committee.</p>		
<p>4.13. Remuneration Committee.</p> <p>4.13.1. Key functions of the remuneration committee should be the following:</p> <p>1) Make proposals, for the approval of the collegial body, on the remuneration policy for members of management bodies and executive directors. Such policy should address all forms of compensation, including the fixed remuneration, performance-based remuneration schemes, pension arrangements, and termination payments. Proposals considering performance-based remuneration schemes should be accompanied with recommendations on the related objectives and evaluation criteria, with a view to properly aligning the pay of executive director and members of the management bodies with the long-term interests of the shareholders and the objectives set by the collegial body;</p> <p>2) Make proposals to the collegial body on the individual remuneration for executive directors and member of management bodies in order their remunerations are consistent with company's remuneration policy and the evaluation of the performance of these persons concerned. In doing so, the committee should be properly informed on the total compensation obtained by executive directors and members of the management bodies from the affiliated companies;</p> <p>3) Ensure that remuneration of individual executive directors or members of management body is proportionate to the remuneration of other executive directors or members of management body and other staff members of</p>	Yes	<p>The functions of Remuneration committee, which are set out in this recommendation, basically are carried out by the Nomination and Remuneration Committee of the company.</p>

<p>the company.</p> <p>4) Periodically review the remuneration policy for executive directors or members of management body, including the policy regarding share-based remuneration, and its implementation.</p> <p>5) Make proposals to the collegial body on suitable forms of contracts for executive directors and members of the management bodies;</p> <p>6) Assist the collegial body in overseeing how the company complies with applicable provisions regarding the remuneration-related information disclosure (in particular the remuneration policy applied and individual remuneration of directors);</p> <p>7) Make general recommendations to the executive directors and members of the management bodies on the level and structure of remuneration for senior management (as defined by the collegial body) with regard to the respective information provided by the executive directors and members of the management bodies.</p> <p>4.13.2. With respect to stock options and other share-based incentives which may be granted to directors or other employees, the committee should:</p> <ol style="list-style-type: none"> 1) Consider general policy regarding the granting of the above mentioned schemes, in particular stock options, and make any related proposals to the collegial body; 2) Examine the related information that is given in the company's annual report and documents intended for the use during the shareholders meeting; 3) Make proposals to the collegial body regarding the choice between granting options to subscribe shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences that this choice has. <p>4.13.3. Upon resolution of the issues attributable to the competence of the remuneration committee, the committee should at least address the chairman of the collegial body and/or chief executive officer of the company for their opinion on the remuneration of other executive directors or members of the management bodies.</p> <p>4.13.4. The remuneration committee should report on the exercise of its functions to the shareholders and be present at the annual general meeting for this purpose.</p>		
<p>4.14. Audit Committee.</p> <p>4.14.1. Key functions of the audit committee should be the following:</p> <ol style="list-style-type: none"> 1) Observe the integrity of the financial information provided by the company, in particular by reviewing the relevance and consistency of the accounting methods used by the company and its group (including the criteria for the consolidation of the accounts of companies in the group); 	Yes	<p>The company substantially follows the provisions of these recommendations. Audit Committee exercises independent judgement and integrity when exercising its functions. Its key objective is to observe the preparation process of financial statements, to supervise performance of audit of financial accountability of the company, to supervise how Audit Company keeps to the principles of independency and objectivity, and to supervise the effectiveness of internal control and risk management systems. The Committee provides the Management Board</p>

<p>2) At least once a year review the systems of internal control and risk management to ensure that the key risks (inclusive of the risks in relation with compliance with existing laws and regulations) are properly identified, managed and reflected in the information provided;</p> <p>3) Ensure the efficiency of the internal audit function, among other things, by making recommendations on the selection, appointment, reappointment and removal of the head of the internal audit department and on the budget of the department, and by monitoring the responsiveness of the management to its findings and recommendations. Should there be no internal audit authority in the company, the need for one should be reviewed at least annually;</p> <p>4) Make recommendations to the collegial body related with selection, appointment, reappointment and removal of the external auditor (to be done by the general shareholders' meeting) and with the terms and conditions of his engagement. The committee should investigate situations that lead to a resignation of the audit company or auditor and make recommendations on required actions in such situations;</p> <p>5) Monitor independence and impartiality of the external auditor, in particular by reviewing the audit company's compliance with applicable guidance relating to the rotation of audit partners, the level of fees paid by the company, and similar issues. In order to prevent occurrence of material conflicts of interest, the committee, based on the auditor's disclosed inter alia data on all remunerations paid by the company to the auditor and network, should at all times monitor nature and extent of the non-audit services. Having regard to the principals and guidelines established in the 16 May 2002 Commission Recommendation 2002/590/EC, the committee should determine and apply a formal policy establishing types of non-audit services that are (a) excluded, (b) permissible only after review by the committee, and (c) permissible without referral to the committee;</p> <p>6) Review efficiency of the external audit process and responsiveness of management to recommendations made in the external auditor's management letter.</p> <p>4.14.2. All members of the committee should be furnished with complete information on particulars of accounting, financial and other operations of the company. Company's management should inform the audit committee of the methods used to account for significant and 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 offshore centers and/or activities carried out through special purpose vehicles (organizations) and justification of such operations.</p> <p>4.14.3. The audit committee should decide whether participation of the chairman of the collegial body, chief executive officer of the company, chief financial officer (or superior employees in charge of finances, treasury and</p>	<p>with help while observing (i) the quality and consistency of financial, accounting and other relevant documents, (ii) the qualification of the independent auditor, his/her independency and proper performance of his/her office, (iii) the implementation of internal control.</p>
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<p>accounting), or internal and external auditors in the meetings of the committee is required (if required, when). The committee should be entitled, when needed, to meet with any relevant person without executive directors and members of the management bodies present.</p> <p>4.14.4. Internal and external auditors should be secured with not only effective working relationship with management, but also with free access to the collegial body. For this purpose the audit committee should act as the principal contact person for the internal and external auditors.</p> <p>4.14.5. The audit committee should be informed of the internal auditor's work program, and should be furnished with internal audit's reports or periodic summaries. The audit committee should also be informed of the work program of the external auditor and should be furnished with report disclosing all relationships between the independent auditor and the company and its group. The committee should be timely furnished information on all issues arising from the audit.</p> <p>4.14.6. The audit committee should examine whether the company is following applicable provisions regarding the possibility for employees to report alleged significant irregularities in the company, by way of complaints or through anonymous submissions (normally to an independent member of the collegial body), and should ensure that there is a procedure established for proportionate and independent investigation of these issues and for appropriate follow-up action.</p> <p>4.14.7. The audit committee should report on its activities to the collegial body at least once in every six months, at the time the yearly and half-yearly statements are approved.</p>		
<p>4.15. Every year the collegial body should conduct the assessment of its activities. The assessment should include evaluation of collegial body's structure, work organization and ability to act as a group, evaluation of each of the collegial body member's and committee's competence and work efficiency and assessment whether the collegial body has achieved its objectives. The collegial body should, at least once a year, make public (as part of the information the company annually discloses on its management structures and practices) respective information on its internal organization and working procedures, and specify what material changes were made as a result of the assessment of the collegial body of its own activities.</p>	No	<p>The company has no practice of assessment of activities of the Management Board and disclosure of information on its activity. The Management Board plans to conduct the assessment of its activities in the future.</p>
<p>Principle V: The working procedure of the company's collegial bodies</p> <p>The working procedure of supervisory and management bodies established in the company should ensure efficient operation of these bodies and decision-making and encourage active co-operation between the company's bodies.</p>		
<p>5.1. The company's supervisory and management bodies (hereinafter in this</p>	Yes	<p>The chairperson of the Management Board heads up the meetings of the Management Board. The employee of the</p>

<p>Principle the concept 'collegial bodies' covers both the collegial bodies of supervision and the collegial bodies of management) should be chaired by chairpersons of these bodies. The chairperson of a collegial body is responsible for proper convocation of the collegial body meetings. The chairperson should ensure that information about the meeting being convened and its agenda are communicated to all members of the body. The chairperson of a collegial body should ensure appropriate conducting of the meetings of the collegial body. The chairperson should ensure order and working atmosphere during the meeting.</p>		<p>company organizes the work of the Management Board by order of the chairperson of the Management Board.</p>
<p>5.2. It is recommended that meetings of the company's collegial bodies should be carried out according to the schedule approved in advance at certain intervals of time. Each company is free to decide how often to convene meetings of the collegial bodies, but it is recommended that these meetings should be convened at such intervals, which would guarantee an interrupted resolution of the essential corporate governance issues. Meetings of the company's supervisory board should be convened at least once in a quarter, and the company's board should meet at least once a month¹².</p>	<p>Yes</p>	<p>The chairperson of the Management Board heads up the meetings of the Management Board. The employee of the company organizes the work of the Management Board by order of the chairperson of the Management Board. Meetings of the Management Board are organized once per month.</p>
<p>5.3. Members of a collegial body should be notified about the meeting being convened in advance in order to allow sufficient time for proper preparation for the issues on the agenda of the meeting and to ensure fruitful discussion and adoption of appropriate decisions. Alongside with the notice about the meeting being convened, all the documents relevant to the issues on the agenda of the meeting should be submitted to the members of the collegial body. The agenda of the meeting should not be changed or supplemented during the meeting, unless all members of the collegial body are present or certain issues of great importance to the company require immediate resolution.</p>	<p>Yes</p>	<p>Each member of the management body may take the cognizance of the issues on the agenda of the meeting before the day of the meeting. Issues under discussion (thesis of reports, draft resolutions, etc.) are presented in advance alongside with the notice about the meeting being convened. Usually the announced agenda of the meeting is not changed unless it is decided otherwise during the meeting, when all members of the Management Board are present, and if the material for the supplemented issue is sufficient in order to make the decision on the issue that has not been announced on the agenda. Issues of agenda of the meetings and draft resolutions are prepared and presented by the chief executive office of the company, by the members of the Management Board, or by special groups, which are formed on the decision of the Management Board and which may include specialists who are not the employees of the company.</p>

¹² The frequency of meetings of the collegial body provided for in the recommendation must be applied in those cases when both additional collegial bodies are formed at the company, the board and the supervisory board. In the event only one additional collegial body is formed in the company, the frequency of its meetings may be as established for the supervisory board, i.e. at least once in a quarter.

<p>5.4. In order to co-ordinate operation of the company's collegial bodies and ensure effective decision-making process, chairpersons of the company's collegial bodies of supervision and management should closely co-operate by co-coordinating dates of the meetings, their agendas and resolving other issues of corporate governance. Members of the company's board should be free to attend meetings of the company's supervisory board, especially where issues concerning removal of the board members, their liability or remuneration are discussed.</p>	No	<p>The company cannot follow Recommendation 5.4 because the company does not establish any collegial supervisory bodies.</p>
<p>Principle VI: The equitable treatment of shareholders and shareholder rights</p>		
<p>The corporate governance framework should ensure the equitable treatment of all shareholders, including minority and foreign shareholders. The corporate governance framework should protect the rights of the shareholders.</p>		
<p>6.1. It is recommended that the company's capital should consist only of the shares that grant the same rights to voting, ownership, dividend and other rights to all their holders.</p>	Yes	<p>The capital of the company consists of ordinary registered shares that grant the same personal property and non-property right to all holders of company's shares.</p>
<p>6.2. It is recommended that investors should have access to the information concerning the rights attached to the shares of the new issue or those issued earlier in advance, i.e. before they purchase shares.</p>	Yes	<p>The Articles of Association, which defines the rights attached to the shares for the investors, are publicly announced on the website of the company.</p>
<p>6.3. Transactions that are important to the company and its shareholders, such as transfer, investment, and pledge of the company's assets or any other type of encumbrance should be subject to approval of the general shareholders' meeting.¹³ All shareholders should be furnished with equal opportunity to familiarize with and participate in the decision-making process when significant corporate issues, including approval of transactions referred to above, are discussed.</p>	Yes	<p>Important transactions are approved following the order set in the Articles of Association.</p>
<p>6.4. Procedures of convening and conducting a general shareholders' meeting should ensure equal opportunities for the shareholders to effectively participate at the meetings and should not prejudice the rights and interests of the shareholders. The venue, date, and time of the shareholders' meeting should not hinder wide attendance of the shareholders.</p>	Yes	<p>The Articles of Association provide that all persons, who are shareholders of the company on the day of the General Shareholders' Meeting, shall have the right to attend and vote at the General Shareholders' Meeting or may authorise other persons to vote for them as proxies or may transfer their right to vote to other persons with whom an agreement on the transfer of the voting right has been concluded. Members of the Management Board, chief executive officer of the company and the auditor who</p>

¹³ The Law on Companies of the Republic of Lithuania (*Official Gazette*, 2003, No 123-5574) no longer assigns resolutions concerning the investment, transfer, lease, mortgage or acquisition of the long-terms assets accounting for more than 1/20 of the company's authorised capital to the competence of the general shareholders' meeting. However, transactions that are important and material for the company's activity should be considered and approved by the general shareholders' meeting. The Law on Companies contains no prohibition to this effect either. Yet, in order not to encumber the company's activity and escape an unreasonably frequent consideration of transactions at the meetings, companies are free to establish their own criteria of material transactions, which are subject to the approval of the meeting. While establishing these criteria of material transactions, companies may follow the criteria set out in items 3, 4, 5 and 6 of paragraph 4 of Article 34 of the Law on Companies or derogate from them in view of the specific nature of their operation and their attempt to ensure uninterrupted, efficient functioning of the company.

		prepared the auditor's opinion and audit report may attend and speak at the General Meeting. A shareholder, who has the right to vote and who is familiar with the agenda, may give written notice to the General Shareholders' Meeting of her/his will "for" or "against" on every single decision. These notices are included into the quorum of the meeting and into the voting results.
6.5. If is possible, in order to ensure shareholders living abroad the right to access to the information, it is recommended that documents on the course of the general shareholders' meeting should be placed on the publicly accessible website of the company not only in Lithuanian language, but in English and /or other foreign languages in advance. It is recommended that the minutes of the general shareholders' meeting after signing them and/or adopted resolutions should be also placed on the publicly accessible website of the company. Seeking to ensure the right of foreigners to familiarize with the information, whenever feasible, documents referred to in this recommendation should be published in Lithuanian, English and/or other foreign languages. Documents referred to in this recommendation may be published on the publicly accessible website of the company to the extent that publishing of these documents is not detrimental to the company or the company's commercial secrets are not revealed.	Yes	<p>No later than 21 day before the General Shareholders' Meeting, shareholders are provided with an opportunity to familiarize with documentation of the Company related to the agenda of the meeting, including draft decisions and application submitted to the Management Board by the initiator of the General Shareholders' Meeting. If the shareholder requests in writing, chief executive office of the Company no later than 3 days from the receipt of a written request hands in all draft decisions of the meeting to the shareholder against the signature and sends by registered mail. The draft decisions should be referred to whose initiative they are involved. If the initiator of the draft decision submitted the explanations of the draft decision, these are attached to the draft decision.</p> <p>No later than 21 day before the Meeting the following documents are placed on the website of the company and NASDAQ OMX Vilnius in Lithuanian and English languages:</p> <ol style="list-style-type: none"> 1. Draft decisions concerning each issue of the agenda of the General Shareholders' Meeting 2. Audited annual financial statements and auditor's report 3. Annual Report
6.6. Shareholders should be furnished with the opportunity to vote in the general shareholders' meeting in person and in absentia. Shareholders should not be prevented from voting in writing in advance by completing the general voting ballot.	Yes	A shareholder, who has the right to vote and who is familiar with the agenda, may give written notice to the General Shareholders' Meeting of her/his will "for" or "against" on every single decision.
6.7. With a view to increasing the shareholders' opportunities to participate effectively at shareholders' meetings, the companies are recommended to expand use of modern technologies by allowing the shareholders to participate and vote in general meetings via electronic means of communication. In such cases security of transmitted information and a possibility to identify the identity of the participating and voting person should be guaranteed. Moreover, companies could furnish its shareholders, especially shareholders living abroad, with the opportunity to watch shareholder meetings by means of modern technologies.	No	Until 01/01/2010 the Company has not applied the means of modern technologies, however, it plans to do it in the future.
<p>Principle VII: The avoidance of conflicts of interest and their disclosure</p> <p>The corporate governance framework should encourage members of the corporate bodies to avoid conflicts of interest and assure transparent and effective mechanism of disclosure of conflicts of interest regarding members of the corporate bodies.</p>		
7.1. Any member of the company's supervisory and management body should avoid a situation, in which his/her personal interests are in conflict or may be in conflict with the	Yes	The members of the Management Board avoid situations of a conflict of personal and company's interests.

company's interests. In case such a situation did occur, a member of the company's supervisory and management body should, within reasonable time, inform other members of the same collegial body or the company's body that has elected him/her, or to the company's shareholders about a situation of a conflict of interest, indicate the nature of the conflict and value, where possible.		
7.2. Any member of the company's supervisory and management body may not mix the company's assets, the use of which has not been mutually agreed upon, with his/her personal assets or use them or the information which he/she learns by virtue of his/her position as a member of a corporate body for his/her personal benefit or for the benefit of any third person without a prior agreement of the general shareholders' meeting or any other corporate body authorized by the meeting.	Yes	The members of the Management Board do not mix the company's assets with his/her personal assets.
7.3. Any member of the company's supervisory and management body may conclude a transaction with the company, a member of a corporate body of which he/she is. Such a transaction (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions) must be immediately reported in writing or orally, by recording this in the minutes of the meeting, to other members of the same corporate body or to the corporate body that has elected him/her or to the company's shareholders. Transactions specified in this recommendation are also subject to recommendation 4.5.	Yes	Any member of the Management Board may conclude a transaction with the company. Such a transaction (except insignificant ones due to their low value or concluded when carrying out routine operations in the company under usual conditions) must be immediately reported in writing or orally, by recording this in the minutes of the meeting, to other members of the same corporate body or to the corporate body that has elected him/her or to the company's shareholders.
7.4. Any member of the company's supervisory and management body should abstain from voting when decisions concerning transactions or other issues of personal or business interest are voted on.	Yes	The members of the Management Board abstain from voting when decisions concerning transactions or other issues of personal or business interest are voted on.
Principle VIII: Company's remuneration policy		
Remuneration policy and procedure for approval, revision and disclosure of directors' remuneration established in the company should prevent potential conflicts of interest and abuse in determining remuneration of directors, in addition it should ensure publicity and transparency both of company's remuneration policy and remuneration of directors.		
8.1. A company should make a public statement of the company's remuneration policy (hereinafter the remuneration statement) which should be clear and easily understandable. This remuneration statement should be published as a part of the company's annual statement as well as posted on the company's website.	No	The company does not follow the recommendations due to public statement of the company's remuneration policy. The company follows the approved policy in accordance with which the system of remuneration and premiums as well as other payments, which are related with labour relations, is not publicly announced, and the company attributes such information to information of commercially confidential nature.
8.2. Remuneration statement should mainly focus on directors' remuneration policy for the following year and, if appropriate, the subsequent years. The statement should contain a summary of the implementation of the	No	The company does not follow the recommendations due to public statement of the company's remuneration policy. The company follows the approved policy in accordance with which the system of remuneration and premiums as well as other payments, which are related with labour

remuneration policy in the previous financial year. Special attention should be given to any significant changes in company's remuneration policy as compared to the previous financial year.		relations, is not publicly announced, and the company attributes such information to information of commercially confidential nature.
8.3. Remuneration statement should leastwise include the following information: 1) Explanation of the relative importance of the variable and non-variable components of directors' remuneration; 2) Sufficient information on performance criteria that entitles directors to share options, shares or variable components of remuneration; 3) An explanation how the choice of performance criteria contributes to the long-term interests of the company; 4) An explanation of the methods, applied in order to determine whether performance criteria have been fulfilled; 5) Sufficient information on deferment periods with regard to variable components of remuneration; 6) Sufficient information on the linkage between the remuneration and performance; 7) The main parameters and rationale for any annual bonus scheme and any other non-cash benefits; 8) Sufficient information on the policy regarding termination payments; 9) Sufficient information with regard to vesting periods for share-based remuneration, as referred to in point 8.13 of this Code; 10) Sufficient information on the policy regarding retention of shares after vesting, as referred to in point 8.15 of this Code; 11) Sufficient information on the composition of peer groups of companies the remuneration policy of which has been examined in relation to the establishment of the remuneration policy of the company concerned; 12) A description of the main characteristics of supplementary pension or early retirement schemes for directors; 13) Remuneration statement should not include commercially sensitive information.	No	The company does not follow the recommendations due to public statement of the company's remuneration policy. The company follows the approved policy in accordance with which the system of remuneration and premiums as well as other payments, which are related with labour relations, is not publicly announced, and the company attributes such information to information of commercially confidential nature.
8.4. Remuneration statement should also summarize and explain company's policy regarding the terms of the contracts executed with executive directors and members of the management bodies. It should include, inter alia, information on the duration of contracts with executive directors and members of the management bodies, the applicable notice periods and details of provisions for termination payments linked to early termination under contracts for executive directors and members of the management bodies.	No	
8.5. Remuneration statement should also contain detailed information on the entire amount of remuneration, inclusive of other benefits, that was paid to individual directors over the relevant financial year. This document	No	

should list at least the information set out in items 8.5.1 to 8.5.4 for each person who has served as a director of the company at any time during the relevant financial year.

8.5.1. The following remuneration and/or emoluments-related information should be disclosed:

- 1) The total amount of remuneration paid or due to the director for services performed during the relevant financial year, inclusive of, where relevant, attendance fees fixed by the annual general shareholders meeting;
- 2) The remuneration and advantages received from any undertaking belonging to the same group;
- 3) The remuneration paid in the form of profit sharing and/or bonus payments and the reasons why such bonus payments and/or profit sharing were granted;
- 4) If permissible by the law, any significant additional remuneration paid to directors for special services outside the scope of the usual functions of a director;
- 5) Compensation receivable or paid to each former executive director or member of the management body as a result of his resignation from the office during the previous financial year;
- 6) Total estimated value of non-cash benefits considered as remuneration, other than the items covered in the above points.

8.5.2. As regards shares and/or rights to acquire share options and/or all other share-incentive schemes, the following information should be disclosed:

- 1) The number of share options offered or shares granted by the company during the relevant financial year and their conditions of application;
- 2) The number of shares options exercised during the relevant financial year and, for each of them, the number of shares involved and the exercise price or the value of the interest in the share incentive scheme at the end of the financial year;
- 3) The number of share options unexercised at the end of the financial year; their exercise price, the exercise date and the main conditions for the exercise of the rights;
- 4) All changes in the terms and conditions of existing share options occurring during the financial year.

8.5.3. The following supplementary pension schemes-related information should be disclosed:

- 1) When the pension scheme is a defined-benefit scheme, changes in the directors' accrued benefits under that scheme during the relevant financial year;
- 2) When the pension scheme is defined-contribution scheme, detailed information on contributions paid or payable by the company in respect of that director during the relevant financial year.

8.5.4. The statement should also state amounts that the company or any subsidiary company or entity included in the consolidated annual financial report of the company has paid to each person who has served as a director in the

company at any time during the relevant financial year in the form of loans, advance payments or guarantees, including the amount outstanding and the interest rate.		
8.6. Where the remuneration policy includes variable components of remuneration, companies should set limits on the variable component(s). The non-variable component of remuneration should be sufficient to allow the company to withhold variable components of remuneration when performance criteria are not met.	No	
8.7. Award of variable components of remuneration should be subject to predetermined and measurable performance criteria.	No	
8.8. Where a variable component of remuneration is awarded, a major part of the variable component should be deferred for a minimum period of time. The part of the variable component subject to deferment should be determined in relation to the relative weight of the variable component compared to the non-variable component of remuneration.	No	
8.9. Contractual arrangements with executive or managing directors should include provisions that permit the company to reclaim variable components of remuneration that were awarded on the basis of data which subsequently proved to be manifestly misstated.	No	
8.10. Termination payments should not exceed a fixed amount or fixed number of years of annual remuneration, which should, in general, not be higher than two years of the non-variable component of remuneration or the equivalent thereof.	No	
8.11. Termination payments should not be paid if the termination is due to inadequate performance.	No	
8.12. The information on preparatory and decision-making processes, during which a policy of remuneration of directors is being established, should also be disclosed. Information should include data, if applicable, on authorities and composition of the remuneration committee, names and surnames of external consultants whose services have been used in determination of the remuneration policy as well as the role of shareholders' annual general meeting.	No	The company does not follow the recommendations due to public statement of the company's remuneration policy. The company follows the approved policy in accordance with which the system of remuneration and premiums as well as other payments, which are related with labour relations, is not publicly announced, and the company attributes such information to information of commercially confidential nature.
8.13. Shares should not vest for at least three years after their award.	No	The company does not follow schemes according to which chief executive officers are remunerated with shares,

		transactions of share choice and other rights to acquire shares or to be remunerated basing on the changes in share price.
8.14. Share options or any other right to acquire shares or to be remunerated on the basis of share price movements should not be exercisable for at least three years after their award. Vesting of shares and the right to exercise share options or any other right to acquire shares or to be remunerated on the basis of share price movements, should be subject to predetermined and measurable performance criteria.		
8.15. After vesting, directors should retain a number of shares, until the end of their mandate, subject to the need to finance any costs related to acquisition of the shares. The number of shares to be retained should be fixed, for example, twice the value of total annual remuneration (the non-variable plus the variable components).		
8.16. Remuneration of non-executive or supervisory directors should not include share options.		
8.17. Shareholders, in particular institutional shareholders, should be encouraged to attend general meetings where appropriate and make considered use of their votes regarding directors' remuneration.		
8.18. Without prejudice to the role and organization of the relevant bodies responsible for setting directors' remunerations, the remuneration policy or any other significant change in remuneration policy should be included into the agenda of the shareholders' annual general meeting. Remuneration statement should be put for voting in shareholders' annual general meeting. The vote may be either mandatory or advisory.		
8.19. Schemes anticipating remuneration of directors in shares, share options or any other right to purchase shares or be remunerated on the basis of share price movements should be subject to the prior approval of shareholders' annual general meeting by way of a resolution prior to their adoption. The approval of scheme should be related with the scheme itself and not to the grant of such share-based benefits under that scheme to individual directors. All significant changes in scheme provisions should also be subject to shareholders' approval prior to their adoption; the approval decision should be made in shareholders' annual general meeting. In such case shareholders should be notified on all terms of suggested changes and get an explanation on the impact of the suggested changes.	Not applicable	The company does not follow schemes according to which chief executive officers are remunerated with shares, transactions of share choice and other rights to acquire shares or to be remunerated basing on the changes in share price.

8.20. The following issues should be subject to approval by the shareholders' annual general meeting: 1) Grant of share-based schemes, including share options, to directors; 2) Determination of maximum number of shares and main conditions of share granting; 3) The term within which options can be exercised; 4) The conditions for any subsequent change in the exercise of the options, if permissible by law; 5) All other long-term incentive schemes for which directors are eligible and which are not available to other employees of the company under similar terms. Annual general meeting should also set the deadline within which the body responsible for remuneration of directors may award compensations listed in this article to individual directors.	Not applicable	
8.21. Should national law or company's Articles of Association allow, any discounted option arrangement under which any rights are granted to subscribe to shares at a price lower than the market value of the share prevailing on the day of the price determination, or the average of the market values over a number of days preceding the date when the exercise price is determined, should also be subject to the shareholders' approval.	Not applicable	The company does not follow the recommendations set in clause 8.19.
8.22. Provisions of Articles 8.19 and 8.20 should not be applicable to schemes allowing for participation under similar conditions to company's employees or employees of any subsidiary company whose employees are eligible to participate in the scheme and which has been approved in the shareholders' annual general meeting.		
8.23. Prior to the annual general meeting that is intended to consider decision stipulated in Article 8.19, the shareholders must be provided an opportunity to familiarize with draft resolution and project-related notice (the documents should be posted on the company's website). The notice should contain the full text of the share-based remuneration schemes or a description of their key terms, as well as full names of the participants in the schemes. Notice should also specify the relationship of the schemes and the overall remuneration policy of the directors. Draft resolution must have a clear reference to the scheme itself or to the summary of its key terms. Shareholders must also be presented with information on how the company intends to provide for the shares required to meet its obligations under incentive schemes. It should be clearly stated whether the company intends to buy shares in the market, hold the shares in reserve or issue new ones. There should also be a summary on scheme		

related expenses the company will suffer due to the anticipated application of the scheme. All information given in this article must be posted on the company's website.		
Principle IX: The role of stakeholders in corporate governance		
The corporate governance framework should recognize the rights of stakeholders as established by law and encourage active co-operation between companies and stakeholders in creating the company value, jobs and financial sustainability. For the purposes of this Principle, the concept "stakeholders" includes investors, employees, creditors, suppliers, clients, local community and other persons having certain interest in the company concerned.		
9.1. The corporate governance framework should assure that the rights of stakeholders that are protected by law are respected.	Yes	The company has established conditions under which each stakeholder may participate in the management of the company and they have access to relevant information.
9.2. The corporate governance framework should create conditions for the stakeholders to participate in corporate governance in the manner prescribed by law. Examples of mechanisms of stakeholder participation in corporate governance include: employee participation in adoption of certain key decisions for the company; consulting the employees on corporate governance and other important issues; employee participation in the company's share capital; creditor involvement in governance in the context of the company's insolvency, etc.	Yes	Stakeholders, who own the shares of the company, have a right to participate in the meetings of the company, to take interest in activities of the company and its results. If the company works profitably, dividends are paid to the shareholders.
9.3. Where stakeholders participate in the corporate governance process, they should have access to relevant information.	Yes	Stakeholders, who participate in the corporate governance process, have access to relevant information.
Principle X: Information disclosure and transparency		
The corporate governance framework should ensure that timely and accurate disclosure is made on all material information regarding the company, including the financial situation, performance and governance of the company.		
10.1. The company should disclose information on: <ol style="list-style-type: none"> 1. The financial and operating results of the company; 2. Company objectives; 3. Persons holding by the right of ownership or in control of a block of shares in the company; 4. Members of the company's supervisory and management bodies, chief executive officer of the company and their remuneration; 5. Material foreseeable risk factors; 6. Transactions between the company and connected persons, as well as transactions concluded outside the course of the company's regular operations; 7. Material issues regarding employees and other stakeholders; 8. Governance structures and strategy. 	Yes, except for items 4 and 6	Information on company's financial situation, its activity and the management of the company is disclosed in the reports to press, in the reports on material events of the company, in the annual and interim reports of the company as well as on the website of the company. Information regarding the professional background, labour experience, position held of the members of the management bodies of the company, as well as the information regarding their participation in the activity of other companies and company's shares that are held by them, is publicly disclosed in the periodical reports and on the website of the company.
This list should be deemed as a minimum recommendation, while the companies are encouraged not to limit themselves to disclosure of the information specified in this	Yes	When disclosing the information set in item 1 of Recommendation 10.1, a company, which is the parent of other companies, discloses the information regarding the consolidated results of the whole group to which the company belongs.

<p>list.</p> <p>10.2. It is recommended to the company, which is the parent of other companies, that consolidated results of the whole group to which the company belongs should be disclosed when information specified in item 1 of Recommendation 10.1 is under disclosure.</p> <p>10.3. It is recommended that information on the professional background, qualifications of the members of supervisory and management bodies, chief executive officer of the company should be disclosed as well as potential conflicts of interest that may have an effect on their decisions when information specified in item 4 of Recommendation 10.1 about the members of the company's supervisory and management bodies is under disclosure. It is also recommended that information about the amount of remuneration received from the company and other income should be disclosed with regard to members of the company's supervisory and management bodies and chief executive officer as per Principle VIII.</p> <p>10.4. It is recommended that information about the links between the company and its stakeholders, including employees, creditors, suppliers, local community, as well as the company's policy with regard to human resources, employee participation schemes in the company's share capital, etc. should be disclosed when information specified in item 7 of Recommendation 10.1 is under disclosure.</p>	<p>Not applicable</p>	
<p>10.5. Information should be disclosed in such a way that neither shareholders nor investors are discriminated with regard to the manner or scope of access to information. Information should be disclosed to all simultaneously. It is recommended that notices about material events should be announced before or after a trading session on the Vilnius Stock Exchange, so that all the company's shareholders and investors should have equal access to the information and make informed investing decisions.</p>	<p>Yes</p>	<p>The company presents the information via the information disclosure system applied by Vilnius Stock Exchange simultaneously in Lithuanian and English languages insofar as it is possible so that the Stock Exchange would announce the received information on its website and in the trading system, thus ensuring the simultaneous access to information for everybody. The company endeavors to announce the information before or after a trading session on Vilnius Stock Exchange and to present the information to all stock exchanges on which the securities of the company are traded. The company keeps the confidentiality with regard to information that may have an impact on the price of its issued stocks and does not disclose such information neither in commentaries, nor during interviews, nor otherwise as long as such information is publicly announced via the information system of the stock exchange.</p>
<p>10.6. Channels for disseminating information should provide for fair, timely and cost-efficient access to relevant information by users. It is recommended that information technologies should be employed for wider dissemination of information, for instance, by placing the information on the company's website. It is recommended that information should be published and placed on the company's website not only in Lithuanian, but also in English, and, whenever possible and necessary, in other languages as well.</p>	<p>Yes</p>	<p>The company publicly announces all the essential information (in Lithuanian and English languages) on the website of the company, thus ensuring fair, timely and cost-efficient access to relevant information.</p>

10.7. It is recommended that the company's annual reports and other periodical accounts prepared by the company should be placed on the company's website. It is recommended that the company should announce information about material events and changes in the price of the company's shares on the Stock Exchange on the company's website too.	Yes	The company follows this recommendation and places all the essential information on the company's website.
Principle XI: The selection of the company's auditor		
The mechanism of the selection of the company's auditor should ensure independence of the firm of auditor's conclusion and opinion.		
11.1. An annual audit of the company's financial statements and report should be conducted by an independent firm of auditors in order to provide an external and objective opinion on the company's financial statements.	Yes	The company follows this recommendation as the audit of company's annual financial statement is conducted by an independent firm of auditors.
11.2. It is recommended that the company's supervisory board and, where it is not set up, the company's board should propose a candidate firm of auditors to the general shareholders' meeting.	Yes	The Management Board of the company proposes a candidate firm of auditors to the shareholders' meeting. The firm of auditors is approved by the shareholders' meeting.
11.3. It is recommended that the company should disclose to its shareholders the level of fees paid to the firm of auditors for non-audit services rendered to the company. This information should be also known to the company's supervisory board and, where it is not formed, the company's board upon their consideration which firm of auditors to propose for the general shareholders' meeting.	Not applicable	The firm of auditors has not rendered to the company any not-audit services and it has not received from the company any remuneration for not-audit services.