

Convening of the Annual General Meeting of the Shareholders

On the initiative of the Board of *Panevėžio statybos trestas AB* and following the resolution, the Annual General Meeting of the Shareholders of *Panevėžio statybos trestas AB* (address of registered office P. Puzino Str. 1, Panevėžys, company code 147732969) is convened on 22 April 2011.

The place of the meeting - the meeting room of *Panevėžio statybos trestas AB* at P. Puzino Str. 1, Panevėžys.

The beginning of the meeting - 8:00 (registration shall start at 8:15).

The accounting day of the General Meeting of the Shareholders shall be 15 April 2011 (only the persons who at the end of the record day of the General Meeting of the Shareholders shall be on the shareholder list of the company or the persons who are a proxy for them or the persons with whom an agreement on the transfer of voting rights is concluded, have the right to participate and vote at the General Meeting of the Shareholders).

The record day of the rights shall be 9 May 2011 (the shareholders shall use their property rights resulting from the resolutions adopted at the general meeting of the shareholders in proportion to the number of shares held at the end of the record day of the rights).

Proposed agenda:

1. Audit conclusions regarding the financial statement and annual report of the company for the year 2010.
2. The Annual Report of the company for the year 2010.
3. Approval of a set of financial statements of the company for the year 2010.
4. Appropriation of profit (loss) of the company for the year 2010.
5. Election of members for the audit committee.

The company shall not provide possibilities to participate and vote at the meeting using any means of electronic communications.

Draft resolutions on the items of the agenda, any documents to be presented to the General Meeting of Shareholders and any information related to realisation of the shareholders' rights shall be published on the website of the company at www.pst.lt under the menu item *Investor Relations* not later than 21 days before the meeting date. The shareholders shall also be granted access to the information thereof at the secretary's office at the headquarters of the company (P. Puzino Str. 1, Panevėžys) from 7:30 till 16:30. Telephone number for inquiries: (+370 45) 505 508.

The shareholders who hold shares carrying at least 1/20 of all votes may propose additional items to be included in the agenda and present a draft resolution of the General Meeting of the Shareholders for each proposed additional agenda item or, in case no resolution has to be adopted, give an explanation.

Any proposals for additional items of the agenda shall be submitted in writing or by e-mail.

The proposals in writing are to be delivered to the secretary's office or sent by registered mail at the following address: *Panevėžio statybos trestas AB*, P. Puzino Str. 1, LT- 35173, Panevėžys.

The proposals by e-mail are to be sent to the following e-mail address pst@pst.lt.

Any proposals for additional items of the agenda are to be presented by 16:00 on 8 April 2011. In the event new items are added to the meeting agenda, not later than 10 days before the meeting date the company shall inform about the additions thereof using the same means as were used for convening the meeting.

The shareholders who hold shares carrying at least 1/20 of all votes may propose new draft resolutions on the items that are or to be included in the agenda, additional candidates for the members of the company bodies and the audit company. The proposals thereof may be presented in writing or by e-mail.

The proposals in writing by 8:00 on 22 April 2011 may be delivered (on work days) to secretary's office in the company or sent by registered mail at *Panevėžio statybos trestas* AB, P. Puzino Str. 1, LT- 35173, Panevėžys. The proposals presented in writing shall be discussed during the meeting provided they have been received at the company before 8:00 on the meeting day (22 April 2011). Any proposals in writing may be presented during the meeting after the chairman of the meeting reads the agenda out but not later than the meeting starts working on the agenda items.

Any proposals to be delivered by e-mail are to be sent to pst@pst.lt . The proposals received at the e-mail address thereof by 8:00 on 22 April 2011 shall be discussed during the meeting.

The shareholders are entitled to present their questions related to the agenda items to the company in advance. The questions may be sent by the shareholders by e-mail to pst@pst.lt not later than 3 work days before the meeting date. The company shall answer the questions thereof by e-mail before the meeting. The company shall not deliver the answer to any question of the shareholders in person provided the relevant information is published on the website of the company at <http://www.pst.lt>.

When registering to participate at the meeting, the shareholders or their proxies shall present a document which is a proof of his personal identity. The proxies to the shareholders are to present their proxies certified following a prescribed procedure. The proxy issued by a legal person has to be certified by a Notary Public. The proxy issued in a foreign country has to be translated into Lithuanian and legalised following the procedure prescribed by law. The proxy may be given the authority by more than one shareholder and vote in a different manner based on the instructions given by each shareholder. The company has no special form for the proxy.

The shareholder may using the means of electronic communications authorize some other natural or legal person to participate and vote at the meeting on behalf of the shareholder. Such proxy requires no certification by a Notary Public. The proxy issued by the means of electronic communications is to be certified by the electronic signature of the shareholder created using any safe electronic signature software and attested by the qualified certificate valid in the Republic of Lithuania. Both the proxy and the notification are to be in writing. The shareholder shall notify the company about the proxy issued by the means of electronic communications by e-mail to pst@pst.lt not later than 16:00 on the last work day before the meeting date. The electronic signature shall be affixed on the proxy and the notification but not on the letter sent by e-mail. When sending the notification to the company, the shareholder shall refer to the internet address to be used for the purpose of free downloading of electronic signature verification software. In case the shares held by the shareholder are kept on a few securities accounts, the shareholder may authorise a separate proxy to participate and vote at the General Meeting of the Shareholders in accordance with the rights carried by the shares kept in each securities account. In that case any instructions given by the shareholder shall be valid only for one General Meeting of the Shareholders.

The shareholder who holds the shares of the company acquired in his name, however for the interests of other persons, before voting at the General Meeting of the Shareholders shall disclose to the company the identity of the end client, the number of voting shares and the content of given voting instructions or any other explanation related to the participation and voting at the general meeting of the shareholders agreed with the client. The shareholder may vote in a different manner using the one part of his shares carrying votes and the other part of shares carrying votes.

A shareholder or his proxy may vote in advance in writing by filling in the general ballot paper. Not later than 21 days before the meeting date the form of the general ballot paper shall be published on the website of the company at <http://www.pst.lt> under the menu item *Investors Relations*. In case a shareholder submits a written request, not later than 10 days before the meeting date the company shall send a general ballot paper by registered mail or deliver it in person against signature. The filled in general ballot paper is to be signed by the shareholder or his proxy. In case the general ballot paper is signed by the proxy, the document validating the voting right shall be attached to it. The filled in general ballot paper with the attached documents (if required) shall be delivered to the company by registered mail at *Panevėžio statybos trestas* AB, P. Puzino Str. 1, LT- 35173, Panevėžys, to the secretary's office not later than the last work day before the meeting date.

The following information and documents shall be published on the website of the company at <http://www.pst.lt> under the menu item *Investors Relations* throughout the entire period starting not later than 21 days before the meeting date:

- notice of convening the meeting;
- total number of company shares and the number of voting shares on the date of convening the meeting;
- draft resolutions on the items of the agenda and other documents to be presented to the meeting;
- the form of general ballot paper.

Dalius Gesevičius

Managing Director

Phone: (+370 45) 505 503