

Draft resolutions

The following draft resolutions are to be submitted to the Annual General Meeting of the Shareholders:

1. The conclusions of the audit regarding the financial statement and annual report of the Company for the year 2009.

To consider the opinion provided to the shareholders of *Panevėžio statybos trestas* AB and included in the conclusion of the independent auditor when approving the consolidated statement of *Panevėžio statybos trestas* AB and a set of financial statements of the Company for the year 2009, and assenting to the consolidated annual report of *Panevėžio statybos trestas* AB for the year 2009.

2. The annual report of the Company for the year 2009.

To assent to the consolidated annual report of *Panevėžio statybos trestas* AB for the year 2009.

3. Approval of a set of financial statements of the Company for the year 2009.

To approve the consolidated statement of the *Panevėžio statybos trestas*, AB and a set of financial statements of the Company for the year 2009.

4. The distribution of profit (loss) of the Company for the year 2009.

To approve the following distribution of profit (loss) of *Panevėžio statybos trestas* AB for the year 2009:

1. Undistributed profit (loss) of the previous financial year at the end of the accounting financial year 92227555 Lt (26710946 EUR);
2. Net profit (loss) of the accounting financial year 4814168 Lt (1394279 EUR);
3. Profit (loss) of the accounting financial year unrecognized in profit (loss) statement -10566 Lt (-3060 EUR);
4. Transfers from reserves 0 Lt (0 EUR);
5. Contributions of shareholders to cover the loss of the Company (in case of the shareholder decision to cover all or a part of loss) 0 Lt (0 EUR);
6. Profit (loss) available for distribution totalling 97031157 Lt (28102165 EUR);
 - 6.1. a part of profit to the required reserve 0 Lt (0 EUR);
 - 6.2. a part of profit to the reserve for the acquisition of own shares 0 Lt (0 EUR);
 - 6.3. a part of profit to other reserves 0 Lt (0 EUR);
 - 6.4. a part of profit for dividend paying 1144500 Lt (331470 EUR)
 - 6.5. a part of profit for annuity (bonuses for the members of the Board and Supervisory Board, premium pays for employees and other purposes 1144500Lt (331470 EUR);
7. The undistributed profit (loss) at the end of the accounting financial year transferred to the next financial year- 94742157 Lt (27439225 EUR).

5. Election of members for the audit committee.

To propose the following members to be elected to the audit committee:

Irena Kriaučiūnienė (as an independent member)

Roma Morozovienė

Regina Sukarevičienė

Dividends in the amount of 0,07 Lt (0,02027 EUR) will be allocated per ordinary share of *Panevėžio statybos trestas* AB having the par value of 1 Litas. In total 1144500 litų (331470 EUR) will be allocated to dividend payment.