

Joint- stock „Dvarčionių keramika“
2010 annual report published in 2011 04 29 addition

2011 07 15
Vilnius

CONTENT

- 1. INFORMATION ABOUT THE COMPANY**
- 2. DATA ON TRADING IN SECURITIES OF THE ISSUER IN REGULATED MARKETS**
 - 2.1 shares the main characteristic
 - 2.2 trade shares of the company
 - 2.3 Capitalisation shares
- 3. SHAREHOLDERS**
 - 3.1 Number of shareholders
 - 3.2 Shares in the rights and obligations
- 4. WORKERS**
- 5. PROCEDURE FOR AMENDING THE ARTICLES OF ASSOCIATION OF THE ISSUER**
- 6. INFORMATION ABOUT THE ISSUER'S MANAGEMENT BODIES**
 - 6.1 governing body members
 - 6.2 Management bodies of the collection and withdrawa
 - 6.3 Data on the management bodies of each member's term of office beginning and end of
 - 6.4 Data on participation in other companies, organizations
 - 6.5 Data on the Company's CEO and chief accountant.
 - 6.6 Data on transactions concluded by managers
 - 6.7 Details of the Head of Sector
- 7. INFORMATION ON THE COMPANY'S INTERNAL CONTROL SYSTEM**
- 8. KEY EVENTS ISSUER'S ACTIEVITIES**
- 9. SHAREHOLDERS 'MEETING OF COMPETENCE**

Information about company

Date of registration 10 June 1994, reregistered into joint-stock company on 27 February 1997.

Joint-stock „Dvarčionių keramika“ trading of securities on regulated markets:

2006 09 05 contracted with AB FMI „Finasta“ Maironio g. 11, Vilnius for securities account management.

NASDAQ OMX Baltic equity listing quotes Joint-stock „Dvarčionių keramika“ ordinary registered shares.

Trading per NASDAQ OMX Baltic :

Reporting period	Price (Lt)		
	Max	Min	Last sesion
2010 m.I Q	0,46	0,41	0,41
2010 m.II Q	0,58	0,41	0,42
2010 m.III Q	0,57	0,35	0,57
2010 m.VI Q	0,59	0,10	0,15

Price	I Q		II Q		III Q		IV Q	
	2009	2010	2009	2010	2009	2010	2009	2010
Open	0,985	0,414	0,985	0,414	0,985	0,414	0,985	0,414
High	0,985	0,579	0,985	0,579	0,985	0,579	0,985	0,579
Low	0,414	0,050	0,414	0,050	0,414	0,050	0,414	0,050
Last	0,414	0,150	0,414	0,150	0,414	0,150	0,414	0,150
Traded volume	49 540	10 065	49 540	10 065	49 540	10 065	49 540	10 065
Turnover, million	0,03	0,00	0,03	0,00	0,03	0,00	0,03	0,00
Capitalisation, million	4,10	1,49	4,10	1,49	4,10	1,49	4,10	1,49

Price	2009 year	2010 year
Open	0,985	0,414
High	0,985	0,579
Low	0,414	0,050
Last	0,414	0,150
traded volume	49 540	10 065
Turnover million	0,03	0,00
Capitalisation million	4,10	1,49

Shareholders

2010. December 31. Joint-stock Company „Dvarčionių keramika“ "number of shareholders -1038.
Details of the main shareholders in this report, in paragraph 12.

Shareholders have the following property rights:

- 1) to receive a certain portion of the Company's profit (dividend);
- 2) to receive a portion of the property of the Company liquidation;
- 3) to receive shares free of payment if the authorized capital of Company is increased from the Company's means, except for cases foreseen in the Company Law;
- 4) to receive funds of the Company in cases when the Authorized capital of the Company is decreased for the purpose of disbursement of funds, of the Company to the shareholders;
- 5) to have a priority right in acquiring newly issued shares of the Company or convertible bonds unless the General Meeting of Shareholders adopts a decision to recall this priority right in regard with all shareholders and according to the appropriate order established in the Company Law;
- 6) to lend the Company according to set law manners, but the Company, borrowing from its shareholders has no right to mortgage its property to shareholders. The interest shall not exceed the average interest rate of commercial bank in the lender's place of residence or, business in force at the time of the loan contract when the Company is borrowing "from the shareholder. In this case it is prohibited to the Company and its shareholders to agree on a higher interest rate;
- 7) other property rights specified by the Republic of Lithuania Company Law and other laws.
- 8) to participate in the General Meetings of Shareholders;
- 9) to submit the questions related to the agenda of General Meeting of Shareholders to the Company in advance;
- 10) according to the rights-provided by shares to vote at the General Meetings of Shareholders;
- 11) to receive information on the Company-s activity specified the Company's Law;
- 12) according to established order to apply to court with a claim asking for cover the Company's losses caused by non-fulfillment improper fulfillment of the Company's head's or the Company's Board's members' functions foreseen by the Company Law, the By-jaws of the Company as well asj in, other cases foreseen by laws.

Replace the annual report for the year which ended in 2010 December. 31, paragraph 4 "In the company acquired and held its own shares and their nominal value and share capital, which the campaign is" a briefing by stating as follows: The Company did not acquire its own shares. The information in paragraph 4 of the previous move to a new 13 Annual Report for the year which ended in 2010 December. 31 point to "The issuer's share capital structure (the number of shares, one share of par value shares of Class A)."

Employees 2010 years

Employees group	The average monthly wage	The average employees number
Production	1757.69	69
Trade and marketing	2127.56	54
Administration and Logistics	3019.42	36
The average company wage	2122.51	168

The procedures of amendment the issuers' by laws

Joint-stock Company „Dvarčionių keramika“ By- laws shall be replaced according to the laws of the Republic of Lithuania

Information about the issuer's management bodies

The Company has a General Meeting of Shareholders, the-collegial governing body - Board and governing body -the Company's head.

Board contains from 6 members, elected for four years by the General Meeting of Shareholders. In the company is determined a quantitative representation i.e. in the name of the Company can act only several governing body members together. The rule of quantitative representation, by which, together with the company's head should act and collegial management body - the board members is: "To represent the Company and make transactions with third parties the Company's head conjunction with any one of the members of the board."

The Board elects and recalls the Company's head, determines his wage and other terms and conditions of labor contract official regulations, promotes and penalties. The Board; shall determine the information is considered the company's commercial (industrial) secret

Information about Joint-stock Company „Dvarčionių keramika“ Board Members:

First name, last name, position	Term of office beginning and end of	Joint-stock Company „Dvarčionių keramika“ PVA number	Participation in the activities of other companies	Participation in other companies
Juozas Raišelis Chairman of the Board	2010 02 09 - 2013 07 13		Limited Liability Company "Raico group" President	Limited Liability Company "Raico group" 35,4% total shareholders' meeting
Audris Imbrasas Board member	2009 07 13 - 2013 07 13			
Giedrius Kolesnikovas	2009 07 13 - 2013 07 13			
Liudmila Suboč	2009 07 13 - 2013 07 13	10		Limited Liability Company "Baltijos keramika" 7,65% total shareholders' meeting
Mindaugas Bučas	2009 07 13 - 2013 07 13			Limited Liability Company "Dvarų keramika", 50% total shareholders' meeting

Audris Imbrasas- Board member, the head of company, Director General. Education– higher. The company employs from 2009 07 13d. The company's shares do not have.

Rūta Zinkevičienė- Chief Accountant. Education –higher.. The company employs from 2010 11 02. The company's shares do not have.

Salary earned during 2010 company's management team consists of 402312 litas per month

The head of company earned salary 9706 litas.

Chief Accountant earned salary 6791 litas.

In 2010, the issuer members or employees did not have any significant agreements.

More information about related party transactions disclosed in the explanatory paragraph 29.

Information about the company's internal control

Company to implement ISO 9001 and ISO 14001. The company has designed and executed plan, which must ensure that all business decisions are made in the level of competence of staff, to make all decisions are made that all transactions are made in accordance with the decisions made, that all values are stored in accordance with the provisions of the company's management and that all business transactions are properly recorded. The company complied with the internal control system, which ensures the authenticity and accuracy of information and provide assurances that all industrial, commercial and financial transactions are carried out only in agreement with management. The company's internal control system: the organizational structure, segregation of duties, accounting, physical control, controls, authorization and approval of personnel policies, monitoring, approval of the actions, budgeting and performance monitoring. The accounting system consists of procedures that provide for the registration of transactions, systematization and generalization procedures, to remove any possibility of fraud and message that the financial statements are prepared on time and correctly. Control procedures - that the management rules and regulations designed to prevent errors and delusions to find and correct and to make what the company goals will be achieved.

KEY EVENTS ISSUER'S ACTIVITIES

2010 01 20 Decisions of the extraordinary general meeting of the shareholders.
2010 01 21 Regarding the resignation of Board member Algirdas Krupavičius.
2010 02 17 Regarding the resignation of Chairman of Management Board Audris Imbrasas.
2010 02 17 Regarding the election of Chairman of Management Board Juozas Raišelis
2010 02 26 Tentative result for 2009
2010 02 26 Interim Financial Statements of the twelve month of 2009
2010 04 08 On convocation of extraordinary General meeting of shareholders
2010 04 08 Regarding the correction of result for 2009 year
2010 04 09 Draft decisions of General meeting of shareholders to take place on 29th of
2010 04 29 On the presentation of annual information
2010 04 29 Decisions of General meeting of shareholders to take place on 29th of April
2010 05 07 On the result for three months of year 2010
2010 05 07 On the set of interim financial reports for three month of the year 2010
2010 07 30 Result for six month of 2010
2010 07 30 Interim Financial Statements of the six month of 2010
2010 10 27 As concerns convocation of uncommon General meeting
2010 10 27 Draft decisions of the extraordinary general meeting of the shareholders of Dvarcioniu Keramika AB
2010 10 29 Interim statement of nine months of the year 2010
2010 11 22 Decisions of the extraordinary general meeting of the Shareholders of "DVARCIONIU KERAMIKA" AB On 22-11-2010
All information posted on website of company www.keramika.lt/ investors.

Shareholders Meeting of competence:

The General Meeting of Shareholders has exclusive right to:

- 1) change the company's by-laws, except the cases provided by Company Law;
- 2) recall the Board or its members elected by the General Meeting of Shareholders;

- 3) select and recall the audit firm, to determine the payment terms or audit services;
- 4) determine class, number, nominal value and the minimum price of the Company's issued shares;
- 5) make a decision to convert one class shares of the Company of another, to approve, the order of conversion of shares;
- 6) approve the set of annual reports;
- 7) make-a decision on the profit (Joss) distribution;
- 8) make a decision on creation of a reserve, usage decrease or destruction of it;
- 9) make a decision to issue convertible bonds;
- 10) make a decision to cancel all the shareholders preferential right to acquire the shares of the specific issue or convertible bonds;
- 11) make a decision to increase the Authorized capital;
- 12) make a decision decrease the Authorized capital except the cases provided by Company Law;
- 13) decide the company to acquire its own shares;
- 14) decide on the company's reorganization or separation and to approve the conditions of reorganization or separation;
- 15) make a decision to reorganize the company;
- 16) make a decision to restructure the company;
- 17) make a decision to liquidate the company, revoke the company's liquidation, except the cases provided by Company Law;
- 18) select and cancel the company's liquidator, except the Company Law exceptions;

The General Meeting of Shareholders may also gather other issues assigned to its jurisdiction by the Company's

By-laws, if it's-opt assign by the Companies Law under the jurisdiction of other governing bodies, and if it is not in accordance with the essence of the governing bodies function,

The General Meeting of Shareholders with a qualified majority, which may contain not-less than 2/3 of participant's of the meeting votes, can decide:

- 1) change the company's by-laws, except the cases provided by Company Law;
- 2) determine class, number, nominal value and the minimum of the Company's issued shares;
- 3) convert one class shares of the Company of another, to approve the order of conversion of shares;
- 4) on the profit (loss) distribution
- 5) on creation of a reserve, usage, decrease or destruction of it;

- 6) to issue convertible bonds;
- 7) to increase the Authorized: capital;
- 8) to decrease the Authorized capital except the cases provided by Company Law;
- 9) on the Company's reorganization or separation and to approve the conditions of reorganization or separation;
- 10) on the Company's reorganization;
- 11) on the Company's shake up;
- 12) to liquidate the company, revoke the Company's liquidations except the cases provided by Company Law.

On a qualified majority of votes, which cannot be less than 3/4 of participant's of the meeting votes, can be accepted the decision to cancel the priority right for all shareholders to acquire the Company's issued a specific issue of shares or the Company issued a specific issue of convertible bonds.

General director



Audris Imbrasas