

CONFIRMATION OF THE COMPANY'S RESPONSIBLE PERSONS

20th of April, 2018
Šiauliai

Following part 1 of article 22 of the The Law on Securities Market of the Republic of Lithuania and in accordance with the Rules of preparation and submission of periodical and supplementary information issued by the Bank of Lithuania, we, the General Manager of the Gubernija, AB Algirdas Čiburys and the Chief accountant of the Gubernija, AB Asta Mickuvienė, hereby confirm that, to the best of our knowledge the audited annual Financial Statements for the year 2017 are prepared in accordance with Business Accounting Standards as adopted to be used in the Republic of Lithuania, give a true and fair view of the assets, liabilities, financial position and profit or loss and cash flow of Gubernija, AB, and that annual report presents a true and fair review of the business development and activities, the Company's status including the description of the key risks and uncertainties.

General Manager



Algirdas Čiburys

Chief accountant



Asta Mickuvienė



AKCINĖ BENDROVĖ

GUBERNIJA AB

INDEPENDENT AUDITOR'S REPORT

FINANCIAL STATEMENTS AND ANNUAL REPORT

31 DECEMBER 2017

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INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF AB GUBERNIJA

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of AB GUBERNIJA (hereinafter – the Company), which comprise the balance sheet as at December 31, 2017, and the income statement, the statement of cash flows and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2017, and its financial performance and cash flows for the year then ended in accordance with the Law of the Republic of Lithuania on accounting and financial reporting, and Business Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the requirements of the Law on Audit of financial statements of the Republic of Lithuania that are relevant to audit in the Republic of Lithuania, and we have fulfilled our other ethical responsibilities in accordance with the Law on Audit of financial statements of the Republic of Lithuania and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter- Material Uncertainty Related to Going Concern

We draw attention to the data of financial statements of Company, which indicate that the Company incurred a net loss in amount of EUR 1,230 thousand during the year ended December 31, 2017 and, as of that date, the Company's current liabilities exceeded its current assets by amounts of EUR 1,867 thousand. For this reason the equity of the Company as at December 31, 2017 was less than the half of the authorized capital. These conditions, along with other matters described in note 9 to the financial statements, indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Carrying value of buildings

On December 31, 2017 the carrying amount of the buildings and tankages in the Company's balance sheet comprised EUR 6,134 thousand. We believe that this is a key audit matter, because buildings and tankages have a 74% of the total value of the Company's assets. Buildings and tankages are carried at revalued amount, less accumulated depreciation and accumulated impairment losses. The significant Company's management estimates include the consideration of possibility that the fair value of a revaluated asset's may differ significantly from its carrying value. The estimates of the Company's management were based on historical data on the market value of the assets used, the physical characteristics, the scope and the manner in which the assets were used. At the end of the financial year the Company's management did not identify any indication of impairment of buildings and tankages revalued in previous periods. The last independent appraisal of fair value of real estate was carried out by the professionally qualified assessors on December 27, 2016. We evaluated the Company's management used assumptions and also taken into account the third-party assessor's independence and the professional qualifications. We also assessed the adequacy of the disclosures presented in note 2 to the financial statements.

Other Matter

The financial statements of Company for the year ended December 31, 2016, were audited by another auditor who expressed an unmodified opinion with Emphasis of matter paragraph on those statements on April 11, 2017.

Other information

The other information comprises the information included in the Company's annual report for 2017, including Corporate Governance statement, but does not include the financial statements and our auditor's report thereon. Management is responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, except as specified below.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

In addition, our responsibility is to consider whether information included in the Company's annual report, including Corporate Governance statement, for the financial year for which the financial statements are prepared is consistent with the financial statements and whether annual report has been prepared in compliance with applicable legal requirements. Based on the work carried out in the course of audit of financial statements, in our opinion, in all material respects:

- The information given in the Company's annual report, including Corporate Governance statement, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- The Company's annual report, including Corporate Governance statement, has been prepared in accordance with the requirements of the Law on Financial Reporting by Undertakings of the Republic of Lithuania.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Business Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the decision made by [name of the appointing body] we have been chosen to carry out the audit of Company's financial statements. Our appointment to carry out the audit of Company's financial statements in accordance with the decision made by [name of the appointing body] has been renewed annually and the period of total uninterrupted engagement is 3 of years.

We confirm that our opinion in the section 'Opinion' is consistent with the additional report which we have submitted to the Company and Audit Committee.

We confirm that in light of our knowledge and belief, services provided to the Company are consistent with the requirements of the law and regulations and do not comprise non-audit services referred to in Article 5(1) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council.

In the course of audit, we have not provided any other services except for audit of financial statements.

The engagement partner on the audit resulting in this independent auditor's report is Genadij Makušev.

Certified Auditor, Managing partner
Genadij Makušev
Auditor's certificate No. 000162

April 20, 2018
A.Goštauto str. 40B, Vilnius

Grant Thornton Baltic UAB
Audit company's certificate No. 001445



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GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

(All amounts are in thousand EUR)

INCOME STATEMENT
For the year ended 31 December 2017

No.	items	Note	Reporting period	Previous reporting period
1.	Sales	12	7.454	8.184
2.	Cost of sales		(5.756)	(6.240)
3.	Biological assets market value change		-	-
4.	GROSS PROFIT (LOSS)		1.698	1.944
5.	Selling expenses	13	(1.657)	(1.632)
6.	General and administrative expenses	14	(1.110)	(608)
7.	Other activity results		23	(14)
8.	Income from investments into group and associated companies shares		-	-
9.	Income from other long term investments and loans		-	-
10.	Interest and similar income		-	-
11.	Financial assets and short term investments revaluation loss		-	-
12.	Interest and similar expenses	15	(236)	(217)
13.	PROFIT (LOSS) BEFORE TAX		(1.282)	(527)
14.	Profit tax		52	17
15.	NET PROFIT (LOSS)		(1.230)	(510)

General director _____

Algirdas Čiburys _____

Chief accountant _____

Asta Mickuvienė _____

Preparation date: 20th April 2018.

The notes on pages 12 to 30 form an integral part of these financial statements

GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

(All amounts are in thousand EUR)

BALANCE SHEET As at 31 December 2017

No.	items	Note	Reporting period	Previous reporting period
	ASSETS			
A.	NON-CURRENT ASSETS		7.022	7.402
1.	INTANGIBLE ASSETS	1	14	11
1.1.	Research and development		-	-
1.2.	Goodwill		-	-
1.3.	Computer software		8	-
1.4.	Concessions, patents, licences, trademarks and similar rights		-	-
1.5.	Other intangible assets		6	11
1.6.	Prepayments and intangible assets contracts in progress		-	-
2.	TANGIBLE ASSETS	2	6.937	7.359
2.1.	Land		-	-
2.2.	Buildings		4.803	4.890
2.3.	Machinery and equipment		2.076	2.346
2.4.	Vehicles		35	61
2.5.	Other equipment and tools		23	62
2.6.	Investment property		-	-
2.6.1.	Land		-	-
2.6.2.	Buildings		-	-
2.7.	Prepayments and tangible assets construction in progress		-	-
3.	FINANCIAL ASSETS	3	4	4
3.1.	Group companies shares		-	-
3.2.	Loans to group companies		-	-
3.3.	Accounts receivable from group companies		-	-
3.4.	Associated companies shares		-	-
3.5.	Loans to associated companies		-	-
3.6.	Accounts receivable from associated companies		-	-
3.7.	Long term investments		4	4
3.8.	Accounts receivable after one year		-	-
3.9.	Other financial assets		-	-
4.	OTHER LONG TERM ASSETS		67	28
4.1.	Deferred profit tax assets	10	67	28
4.2.	Biological assets		-	-
4.3.	Other assets		-	-
B.	CURRENT ASSETS		1.223	1.877
1.	STOCK	4	475	874
1.1.	Stock, raw and exploitative materials		217	483
1.2.	Production and contracts in progress		76	87
1.3.	Production		113	158
1.4.	Purchased goods for resale		-	1
1.5.	Biological assets		-	-
1.6.	Fixed tangible assets, held for resale		-	-
1.7.	Prepayments		69	145
2.	ACCOUNTS RECEIVABLE WITHIN ONE YEAR	5	703	983
2.1.	Trade receivables		700	983
2.2.	Group companies receivables		-	-
2.3.	Associated companies receivables		-	-
2.4.	Other accounts receivable		3	-
3.	CURRENT INVESTMENTS		-	-
3.1.	Group companies shares		-	-
3.2.	Other investments		-	-
4.	CASH AND CASH EQUIVALENTS	6	45	20
C.	FUTURE EXPENSES AND ACCUMULATED RECEIVABLE INCOME	7	8	6
	TOTAL ASSETS		8.253	9.285

The notes on pages 12 to 30 form an integral part of these financial statements

GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

(All amounts are in thousand EUR)

BALANCE SHEET (continued)

As at 31 December 2017

No.	items	Note	Reporting period	Previous reporting period
	EQUITY AND LIABILITIES			
D.	EQUITY		304	1.534
1.	Capital	8	3.065	3.065
1.1.	Authorized or main capital		3.065	3.065
1.2.	Underwritten but not paid in capital (-)		-	-
1.3.	Own shares (-)		-	-
2.	SHARE PREMIUM		-	-
3.	REVALUATION RESERVE		2.867	2.934
4.	RESERVES		-	-
4.1.	Compulsory reserve		-	-
4.2.	For purchase of own shares		-	-
4.3.	Other reserves		-	-
5.	UNDISTRIBUTED PROFIT (LOSS)		(5.628)	(4.465)
5.1.	Current period's net profit (loss)		(1.163)	(408)
5.2.	Previous periods' net profit (loss)		(4.465)	(4.057)
E.	GRANTS, SUBSIDIES		-	-
F.	PROVISIONS	10	731	495
1.	Provisions for pension and similar liabilities		-	-
2.	Tax provisions		482	495
3.	Other provisions		249	-
G.	ACCOUNTS PAYABLE AND LIABILITIES		7.218	7.256
1.	ACCOUNTS PAYABLE AFTER ONE YEAR AND OTHER LONG TERM LIAB.		4.128	4.241
1.1.	Debt liabilities		4.128	4.235
1.2.	Debts to credit institutions		-	6
1.3.	Prepayments received		-	-
1.4.	Trade payables		-	-
1.5.	Bills and cheques payables		-	-
1.6.	Group companies payables		-	-
1.7.	Associated companies payables		-	-
1.8.	Other accounts payable and long term liabilities		-	-
2.	ACCOUNTS PAYABLE WITHIN ONE YEAR AND OTHER SHORT TERM LIAB.		3.090	3.015
2.1.	Debt liabilities	9	852	818
2.2.	Debts to credit institutions	9	-	2
2.3.	Prepayments received	11	32	14
2.4.	Trade payables	11	1.477	1.216
2.5.	Bills and cheques payables		-	-
2.6.	Group companies payables		-	-
2.7.	Associated companies payables		-	-
2.8.	Profit tax payable		-	-
2.9.	Liabilities related to working contracts	11	423	414
2.10.	Other accounts payable and short term liabilities	11	306	551
H.	ACCUMULATED EXPENSES AND FUTURE INCOME		-	-
	TOTAL EQUITY AND LIABILITIES		8.253	9.285

General director

Algirdas Čiburys

Chief accountant

Asta Mickuvienė

Preparation date: 20th April 2018.

The notes on pages 12 to 30 form an integral part of these financial statements

GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

(All amounts are in thousand EUR)

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2017

	Authorized or main capital	Share premium	Own shares (-)	Revaluation reserve		Legal reserves			Undistributed profit (loss)	Total
				Fixed tangible assets	Fixed tangible assets	Compulsory	For purchase of own shares	Other reserves		
1. Balance at the end of the year prior to previous reporting period	3.065	-	-	2.918	-	-	-	-	(4.057)	1.926
2. Result due to changes in accounting policy	-	-	-	-	-	-	-	-	-	-
3. Result due to correction of significant errors	-	-	-	-	-	-	-	-	-	-
4. Adjusted balance at the end of the year prior to previous reporting period	3.065	-	-	2.918	-	-	-	-	(4.057)	1.926
5. Tangible assets value increase (decrease)	-	-	-	118	-	-	-	-	-	118
6. Increase (decrease) due to implemented hedges	-	-	-	-	-	-	-	-	-	-
7. Acquisition (sale) of own shares	-	-	-	-	-	-	-	-	-	-
8. Unrecognized profit (loss) for the reporting period	-	-	-	(102)	-	-	-	-	102	-
9. Net profit (loss) for the reporting period	-	-	-	-	-	-	-	-	(510)	(510)
10. Dividends	-	-	-	-	-	-	-	-	-	-
11. Other payouts	-	-	-	-	-	-	-	-	-	-
12. Reserves established	-	-	-	-	-	-	-	-	-	-
13. Reserves utilised	-	-	-	-	-	-	-	-	-	-
14. Share capital increase (decrease)	-	-	-	-	-	-	-	-	-	-
15. Shareholder contributions for loss cover	-	-	-	-	-	-	-	-	-	-
16. Balance at the end of the previous reporting period	3.065	-	-	2.934	-	-	-	-	(4.465)	1.534
17. Tangible assets value increase (decrease)	-	-	-	-	-	-	-	-	-	-
18. Increase (decrease) due to implemented hedges	-	-	-	-	-	-	-	-	-	-
19. Acquisition (sale) of own shares	-	-	-	-	-	-	-	-	-	-
20. Unrecognized profit (loss) for the reporting period	-	-	-	(67)	-	-	-	-	67	-
21. Net profit (loss) for the reporting period	-	-	-	-	-	-	-	-	(1.230)	(1.230)
22. Dividends	-	-	-	-	-	-	-	-	-	-
23. Other payouts	-	-	-	-	-	-	-	-	-	-
24. Reserves established	-	-	-	-	-	-	-	-	-	-
25. Reserves utilised	-	-	-	-	-	-	-	-	-	-
26. Share capital increase (decrease)	-	-	-	-	-	-	-	-	-	-
27. Shareholder contributions for loss cover	-	-	-	-	-	-	-	-	-	-
28. Balance at the end of the reporting period	3.065	-	-	2.867	-	-	-	-	(5.628)	304

General director _____

Algirdas Čiburys _____

Chief accountant _____

Asta Mickuvienė _____



Preparation date: 20th April 2018.

The notes on pages 12 to 30 form an integral part of these financial statements

GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

(All amounts are in thousand EUR)

CASH FLOW STATEMENT For the year ended 31 December 2017

No.	items	Note	Reporting period	Previous reporting period
1.	Cash flows from operating activities			
1.1.	Net profit (loss)		(1.230)	(510)
1.2.	Depreciation and amortisation expenses	1,2	411	466
1.3.	Elimination of gain from disposal of non-current tang. and intangible assets		(6)	(1)
1.4.	Elimination of financing and investing activities results	14	236	217
1.5.	Elimination of other not cash related activity results		563	(21)
1.6.	(Increase) decrease in receivables from group and associated companies		-	-
1.7.	(Increase) decrease in other amounts receivable after one year		-	-
1.8.	(Increase) decrease in deferred profit tax	9	(39)	1
1.9.	(Increase) decrease in inventories, excluding prepayments	4	54	66
1.10.	(Increase) decrease in prepayments	4	76	(54)
1.11.	(Increase) decrease in trade receivables	5	253	(240)
1.12.	(Increase) decrease in trade receivables from group and associated companies		-	-
1.13.	(Increase) decrease in other amounts receivable	5	(3)	1
1.14.	(Increase) decrease in current investments		-	-
1.15.	(Increase) decrease in future expenses and accumulated receivable income		5	(2)
1.16.	Increase (decrease) in provisions	9	(12)	3
1.17.	Increase (decrease) in non-current trade payables and prepayments		-	-
1.18.	Increase (decrease) in non-current bills and cheques payables		-	-
1.19.	Increase (decrease) in non-current group and assoc. companies payables		-	-
1.20.	Increase (decrease) in current trade payables and prepayments	11	279	141
1.21.	Increase (decrease) in current bills and cheques payables		-	-
1.22.	Increase (decrease) in current group and associated companies payables		-	-
1.23.	Increase (decrease) in profit tax payable		-	-
1.24.	Increase (decrease) in liabilities related to working contracts	11	9	83
1.25.	Increase (decrease) in other accounts payable and liabilities	11	62	225
1.26.	Increase (decrease) in accumulated expenses and future income		-	-
	Net cash flows from operating activities		658	375
2.	Cash flows from investing activities			
2.1.	Acquisition of non-current assets, excluding investments	2	(16)	(22)
2.2.	Disposal of non-current assets, excluding investments		13	2
2.3.	Acquisition of long-term investments		-	-
2.4.	Disposal of long-term investments		-	-
2.7.	Loans granted		-	-
2.8.	Loan repayments received		-	-
2.9.	Dividends and interest received		-	-
2.10.	Other increases in cash flows from investing activities		-	-
2.11.	Other decreases in cash flows from investing activities		-	-
	Net cash flows from investing activities		(3)	(20)

The notes on pages 12 to 30 form an integral part of these financial statements

GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

(All amounts are in thousand EUR)

CASH FLOW STATEMENT (continued)

For the year ended 31 December 2017

No.	items	Note	Reporting period	Previous reporting period
3.	Cash flows from financing activities			
3.1.	Cash flows related to company's shareholders		-	-
3.1.1.	Issue of shares		-	-
3.1.2.	Shareholders' contributions covering loss		-	-
3.1.3.	Acquisition of own shares		-	-
3.1.4.	Payment of dividends		-	-
3.2.	Cash flows related to other financing sources		(630)	(430)
3.2.1.	Increase in borrowings	8	-	224
3.2.1.1.	Loans received		-	224
3.2.1.2.	Bonds issued		-	-
3.2.2.	Decrease in borrowings	8	(630)	(654)
3.2.2.1.	Loans repaid		(407)	(444)
3.2.2.2.	Bonds redeemed		-	-
3.2.2.3.	Interest paid		(221)	(199)
3.2.2.4.	Financial lease payments		(2)	(11)
3.2.3.	Increase in other liabilities of the company		-	-
3.2.4.	Decrease in other liabilities of the company		-	-
3.2.5.	Other increases in cash flows from financing activities		-	-
3.2.6.	Other decreases in cash flows from financing activities		-	-
	Net cash flows from financing activities		(630)	(430)
4.	Foreign exchange effect on the balance of cash and cash equivalents		-	-
5.	Net increase (decrease) in cash flows		25	(75)
6.	Cash and cash equivalents at the beginning of the reporting period		20	95
7.	Cash and cash equivalents at the end of the reporting period		45	20

General director

Algirdas Čiburys

Chief accountant

Asta Mickuviene



Preparation date: 20th April 2018.

The notes on pages 12 to 30 form an integral part of these financial statements

GUBERNIJA AB

Company code 144715765, Dvaro g. 179, Šiauliai

NOTES TO THE FINANCIAL STATEMENTS

(All amounts are in thousand EUR, unless stated otherwise)

GENERAL INFORMATION

MG Baltic UAB (hereinafter "the Company") is a private company registered with the Register of Legal Entities on 5 May 1993 in accordance with the Lithuanian Law on Register of Companies.

The main activity of the Company is production and sales of beer, beer drinks and kvass.

Shareholders of the Company at December 31:

Shareholder	2017		2016	
	Number of shares	Share, %	Number of shares	Share, %
Vitas Tomkus	4.609.703	28,58%	4.609.703	28,58%
Romualdas Dunauskas	4.210.959	26,11%	4.210.959	26,11%
Javelin Finance	1.752.712	10,86%	1.752.712	10,86%
Larisa Afanaseva	1.683.572	10,44%	1.683.572	10,44%
Respublikos spaustuvė UAB	1.604.981	9,95%	1.604.981	9,95%
Takhir Shabaev	851.604	5,28%	851.604	5,28%
Vijoleta Dunauskienė	482.708	2,99%	482.708	2,99%
Others	933.375	5,79%	933.375	5,79%
Total	16.129.614	100,00%	16.129.614	100,00%

At 27th of March 2018 company MV GROUP Production AB acquired 94,21% of Company shares from the previous main shareholders of the Company.

The average number of employees by category of the Company:

	2017	2016
Average number of Employees	150	157
With University education	32	35
With College education	48	48
With secondary education	66	71
With not completed secondary education	4	3

The financial statements are announced on the webpage of the Company www.gubernija.lt.

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ACCOUNTING POLICIES

Statement of compliance

The financial statements of Gubernija, AB have been prepared in accordance with the Business Accounting Standards. Since the year 2016, according to Ministry of the Accounting Law Article 3 Gubernija AB switched to financial reporting in accordance with the Business Accounting Standards. Until the year 2016 reporting, the company's financial statements have been prepared in accordance with IFRS. Due to the transition to the Business Accounting Standards where not substantial changes in the company's income and expenses recognition and accounting of assets and property. The shareholders have the power to reject the financial statements prepared by the management and the right to request that new financial statements be issued.

Management does not prepare consolidated statements, as there are no subsidiaries.

Basis of preparation

The financial statements are presented in Euro being the functional currency of the Company, and are prepared on the historical cost basis, except for land and buildings which are stated at revalued amount.

The preparation of financial statements in conformity with Business Accounting Standards 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 recognized 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.

Derivative financial instruments

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 though profit and loss.

Derivatives are recognized initially at fair value: attributable transaction costs are recognized in the statement of comprehensive income when incurred. Subsequently to initial recognition, derivatives are measured at fair value, and changes therein are accounted in profit and loss.

Foreign currency transactions

Transactions in foreign currencies are translated to Euro at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Euro at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognized in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Euro at foreign exchange rates ruling at the dates the fair value was determined.

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Intangible assets

Intangible assets acquired by the Company with a definite useful life are stated at cost less accumulated amortization and impairment losses.

Subsequent expenditure

Subsequent expenditure on intangible assets is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortization

Amortization is charged to profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortized from the date they are available for use. The estimated useful lives are 1 to 3 years.

Property, plant and equipment

Owned assets

Property, plant and equipment (except for land and buildings) are stated at cost less accumulated depreciation and impairment losses. Land and buildings are stated at a revalued amount less accumulated depreciation and impairment losses.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The company set a minimum purchase value of fixed assets - 400 EUR

The revaluation reserve is reduced annually in proportion to the depreciation of the revaluation increase, by a transfer from revaluation reserve to retained earnings as the asset is depreciated with the balance being transferred upon ultimate disposal.

Cost of self-constructed property, plant and equipment includes costs related to materials and direct labor costs as well as related indirect costs.

Where 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 and are depreciated over their expected useful lifetime.

Useful lives, residual amounts and depreciation methods are reviewed at each reporting date.

Leased assets

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets used by way of finance lease are recognized as assets of the company and are stated at the lower of their fair value in the beginning of the lease and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses.

Subsequent expenditure

Costs incurred when replacing a component part of an item of property, plant and equipment are capitalized only upon write-off of the carrying amount of the component and if it is probable that the future economic benefits embodied with the item will flow to the Company and the cost of the component part can be measured reliably. All other costs are recognized in profit or loss as an expense as incurred.

Depreciation

Depreciation (except for land which is not depreciated) is charged to profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

- buildings 25 - 90 years
- cultural heritage buildings until 200 years
- tanks 10 - 50 years
- machinery and equipment 7 - 25 years
- vehicles other property, plant and equipment 3 - 10 years

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Financial instruments

Financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivables, or available-for-sale financial assets, as appropriate. All purchases and sales of financial assets are recognized on the trade date. When financial assets are recognized initially, they are measured at fair value, plus, in the case of financial instruments not at fair value through profit or loss, directly attributable transaction costs.

Investments in equity securities

Investments in equity securities are classified as available-for-sale and at initial recognition are stated at fair value plus the related direct costs. Subsequently the investments are revalued to fair value carrying the gain or loss on their revaluation through other comprehensive income to equity. Impairment losses, if any, are included in profit or loss if the fair value decline is considered to be prolonged or significant. When the investments are sold, the accrued gain or loss previously recognized under equity, is recognized in the statement of comprehensive income. If the fair value cannot be determined reliably, the investments in equity securities are stated at cost less impairment losses.

The fair value of financial instruments available for sale is their quoted price at the reporting date.

Financial instruments classified as available for sale are recognized / expensed by the Company on the date it commits to purchase / sell the instruments.

Other financial instruments

Trade receivables of the Company are not traded in an active market. They are included in current assets except for maturities greater than 12 months and are classified as loans and receivables. Trade receivables and other receivables are initially recognized as costs of sales at fair value plus transaction costs that are directly attributable to the acquisition or origination of the financial asset. Subsequently, loans and receivables are measured at amortized cost using the effective interest rate method, less impairment, if any. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial assets or liability (or, where appropriate, a shorter period) to carrying amount of the financial asset and liability. Short-term receivables are not discounted.

Borrowings are initially recognized as costs. Subsequent to initial recognition, liabilities are stated at amortized cost on an effective interest method basis. Trade payables are initially recognized at fair value and are subsequently measured at amortized cost. Short-term liabilities are not discounted.

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.

Cash and cash equivalents

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

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Impairment

Impairment of non-financial assets

The carrying amounts of the Company's assets, other than inventories and deferred tax asset, are reviewed at each reporting date in order to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Intangible assets that are not yet available for use, the recoverable amount is estimated at each reporting date.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive income.

In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the securities are impaired. When a decline in the fair value of an available-for-sale financial asset has been recognized through other comprehensive income to equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognized in equity is recognized in profit or loss even though the financial asset has not been derecognized. The amount of the cumulative loss that is recognized in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss.

Calculation of recoverable amount

The recoverable amount of the Company's loans and receivables carried at amortized 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).

The recoverable amount of non-financial 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.

Reversals of impairment

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

An impairment loss in respect of an investment in an equity instrument classified as available-for-sale is not reversed through the statement of comprehensive income.

Impairment of goodwill is not reversed. Impairment loss in respect of other assets is reversed only if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount.

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 amortization, if no impairment loss had been recognized.

Acquisition of own shares

When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity. Repurchased shares are classified as treasury shares and presented as a deduction from total equity.

Dividends

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

Withholding taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend.

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Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits, which can be reliably estimated, will be required to settle the obligation. The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation the provision is reversed. The provision is used only for expenditures for which the provision was originally recognized. When the effect of the time value of money is material, the amount of the provision is the present value of the expenditure expected to be required to settle the obligation. If the discounting method is applied, the increase of provisions with time is recognized as financial expenses.

Employee benefits

Short-term employee benefits are recognized as a current expense in the period when employees render the services. These include salaries and wages, social security contributions, bonuses, payable holidays and other benefits. There are no long-term employee benefits. All pension obligations are borne by the State. Termination benefits are payable whenever an employee's employment is terminated before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits.

Revenue

Goods sold and services rendered

Revenue from the sale of goods is recognized in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. The revenue recognized is net of discounts provided. Revenue from services rendered is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date. Rental income is recognized in profit or loss on a straight-line basis over the term of the lease.

No revenue is recognized if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods exists or where substantial risks and rewards cannot be considered as transferred to the buyer.

Government grants

A government grant is recognized in the statement of financial position when there is reasonable assurance that it will be received and that the Company will comply with the conditions attaching to it. Government grants intended to compensate the Company for expenses incurred are recognized as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Government grants that compensate the Company for the cost of an asset are recognized in the statement of comprehensive income as other operating income on a systematic basis over the useful life of the asset.

Costs

Costs of sales

Bendrovės apskaitomi akcizo mokesčiai pripažįstami pardavimų savikainos sąnaudomis

Operating lease payments

Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease.

Financial lease payments

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Other operating income and charges

Other operating income and charges comprise gains and losses from sale of property, plant and equipment, and other items, which are not directly related to the primary activities of the Company.

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Finance income and finance costs

Finance costs comprise interest payable on borrowings calculated using the effective interest rate method and foreign exchange losses. The interest expense component of finance lease payments is recognized in profit or loss using the effective interest rate method.

Finance income comprises interest receivable on funds invested, dividend income and foreign exchange gains. Interest income is recognized in profit or loss as it accrues, using the effective interest method. Dividend income is recognized in profit or loss on the date the entity's right to receive payments is established.

Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Income tax

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Basic and diluted earnings per share

Basic earnings per share is calculated by dividing net profit attributable to ordinary equity holders by the weighted average number of ordinary shares. As there are no instruments that dilute equity, the basic and diluted earnings per share do not differ.

Financial risk management

In its activities the Company is exposed to various financial risks: market risk (including currency risk, interest rate risk, fair value and price risks), credit risk and liquidity risk. General risk management policy establishment and supervision is the responsibility of the Board of directors. Risk management policy was set up in order to identify and analyze risks facing the Company, and determine risk acceptance limits. Risk management policy and processes are reviewed regularly considering changes in the markets and activities of the Company. The Company, applying learning and management standards and procedures, aims to establish constructive control environment where all employees clearly realize their functions and responsibilities.

a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

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b) Currency risk

Currency risk relates to sales and receivables, purchases and payables, borrowings and borrowing costs denominated in currencies other than Euro. There are no other material monetary items denominated in currencies other than Euro.

c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company has established procedures ensuring that sales are made to customers having a proper credit history without exceeding the limit of credit risk set by management. The company has a significant concentration of credit risk on the basis of individual of customers.

d) Liquidity risk

A conservative management of liquidity risk enables the company to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities.

e) Interest rate risk

The Company's borrowings are subject to fixed interest rates or variable interest rates, related to EURIBOR.

Capital management

The Board's policy is to keep the shareholders' equity over borrowings at the level to maintain the confidence of investors, creditors and the market and to fund business development opportunities in the future. The Board keeps track on the ratios of capital return and makes suggestions regarding proposed dividends.

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 2017 and 31 December 2016.

According to the Companies Law of the Republic of Lithuania, the Company's equity shall be not less than 50 % of its share capital.

Critical accounting estimates and judgments

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.

Significant accounting estimates and assumptions

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

Impairment of property, plant and equipment

The carrying amounts of property, plant and equipment are reviewed at each reporting date in order to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. With a purpose of impairment testing, the assets which, in the process of continuous use, generate cash and mainly are independent of generating cash inflows of other assets or asset groups (cash generating units) are classified to the smallest group.

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The recoverable amount of property, plant and equipment 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.

Fair value of land and buildings

The fair values of land and buildings are assessed at each reporting date in order to determine whether there are any significant differences between fair values and carrying amounts in the financial statements. Fair values are assessed by reference to valuation reports or market assumptions reports received from external valuers.

Impairment of receivables

The Company reviews its receivables individually to assess impairment at least on a quarterly basis. In determining whether an impairment loss should be recognized, 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 an individual debtor, e.g. adverse change in the payment status of the debtor, etc.

Useful lives of intangible assets and property, plant and equipment

Useful lives of the assets are reviewed at least annually. They are adjusted, if necessary, considering technological changes, expected future use of the asset and its present condition.

Judgments

The Company recognizes deferred tax assets based on the judgment of management that realization of the related tax benefits through future taxable profits is probable. Management's judgments are based on internal budgets and forecasts.

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NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: INTANGIBLE ASSETS

Items	Patents, licenses and etc.	Software	Other intangible assets	Total
Residual value at 31.12.2015	0	0	15	15
a) Long term intangible assets in acquisition value				
at 31.12.2015	95	11	40	146
Acquisition of assets			1	1
Disposals	0	0	0	0
at 31.12.2016	95	11	41	147
b) Depreciation				
at 31.12.2015	95	11	26	132
- current year depreciation	0	0	4	4
at 31.12.2016	95	11	30	136
c) Residual value at 31.12.2016				
a) Long term intangible assets in acquisition value				
at 31.12.2016	95	11	41	147
- acquisition	0	11	1	12
- cessions and disused (-)	(95)	(11)	(23)	(129)
- Transfers from one heading to another	0	1	(1)	0
at 31.12.2017	0	12	17	29
Depreciation				
at 31.12.2016	95	11	30	136
- current year depreciation	0	4	4	8
- Transfers from one heading to another	(95)	(11)	(23)	(129)
at 31.12.2017	0	4	11	15
c) Residual value at 31.12.2017				
	0	8	6	14

Amortization of intangible assets is included in depreciation and amortization expenses.

The cost of acquisition of intangible long-term assets which are fully depreciated but are still in use, on 31 December 2017 was EUR 2 thousand (in 2016 it was EUR 115 thousand).

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NOTE 2: TANGIBLE ASSETS

Items	Buildings	Machinery and equipment	Tankage	Vehicles	Other equipment and tools	Total
Book value at 2015-12-31	4.919	1.130	1.431	86	93	7.659
a) Acquisition cost						
2015-12-31	4.217	7.284	2.070	655	1.862	16.088
- additions	-	-	-	11	10	21
- retirements (-)	-	(99)	-	-	(38)	(137)
- reclassification + / (-)	-	-	-	-	-	-
2016-12-31	4.217	7.185	2.070	666	1.834	15.972
b) Revaluation						
2015-12-31	5.828	675	936	-	-	7.439
- value increase (decrease) + / (-)	139	-	-	-	-	139
2016-12-31	5.967	675	936	-	-	7.578
c) Depreciation						
2015-12-31	5.125	6.830	1.575	569	1.769	15.868
- current year depreciation	70	173	20	36	41	340
- depreciation of revalued assets	99	-	21	-	-	120
- depreciation of written off assets (-)	-	(99)	-	-	(38)	(137)
2016-12-31	5.294	6.904	1.616	605	1.772	16.191
e) Book value at 2016-12-31 (a) + (b) - (c)	4.890	956	1.390	61	62	7.359
a) Acquisition cost						
2016-12-31	4.217	7.185	2.070	666	1.834	15.972
- additions	-	-	-	5	1	6
- retirements (-)	(109)	(416)	-	(51)	(600)	(1.176)
- reclassification + / (-)	6	13	-	-	(19)	-
2017-12-31	4.114	6.783	2.070	620	1.216	14.802
b) Revaluation						
2016-12-31	5.967	675	936	-	-	7.578
- value increase (decrease) + / (-)	-	-	-	-	-	-
2017-12-31	5.967	675	936	-	-	7.578
c) Depreciation						
2016-12-31	5.294	6.904	1.616	605	1.772	16.191
- current year depreciation	32	189	40	31	31	323
- depreciation of revalued assets	61	-	19	-	-	80
- depreciation of written off assets (-)	(109)	(391)	-	(51)	(600)	(1.151)
- reclassification + / (-)	-	10	-	-	(10)	-
2017-12-31	5.278	6.712	1.675	585	1.193	15.443
e) Book value at 2017-12-31 (a) + (b) - (c)	4.803	745	1.331	35	23	6.937

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NOTES TO THE FINANCIAL STATEMENTS

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NOTE 2: TANGIBLE ASSETS (CONTINUED)

Revaluation of long-term tangible assets

On 01-07-2008 with presence of independent appraiser, assessment of the buildings and structures was carried out. General value of revaluated tangible assets was EUR 5 843 thousand. Assessment methods used: comparative value and use income value. Building value increased by EUR 2 764 thousand, value of structures reduced by EUR 106 thousand. Due to the increase in value of buildings accounts registered increase in reserve by EUR 2 350 thousand and deferred tax liability EUR 415 thousand. Due to reduced value of structures revaluation reserve was reduced by EUR 24 thousand and deferred tax liabilities by EUR 4 thousand. Also due to reduced value of structures loss has been incurred amounting EUR 78 thousand.

On 30-12-2011 with presence of independent appraiser, assessment of the buildings and structures was carried out. General value of revaluated tangible assets was EUR 5 161 thousand. Assessment methods used: comparative value, replacement value and use income value. Due to the revaluation, value of buildings and structures increased by EUR 485 thousand. Accordingly, the revaluation reserve was formed EUR 412 thousand and deferred tax liabilities EUR 73 thousand.

In 2012, the company's management, taking into account that the company used containers made of stainless steel, the prices of which in the market change frequently and are slowly wearing, decided to pick out a separate category of long-term tangible assets: Containers and to account them at revaluated value.

On 27-12-2012 with presence of independent appraiser, revaluation of long-term tangible assets used in the company being containers was performed. To estimate the value the cost method was used. Revaluated assets value is EUR 1 726 thousand. Balance value of the assets, if they were not revaluated, would have been EUR 1 000 thousand. As a result of revaluation, the revaluation reserve was formed as EUR 735 thousand and deferred tax EUR 130 thousand.

On 27-06-2013 with presence of independent appraiser, revaluation of long-term tangible assets used in the company being some Buildings was performed. To estimate the value the cost method was used. Revaluated assets value is EUR 735 thousand. Balance value of the assets, if they were not revaluated, would have been EUR 390 thousand. As a result of revaluation, the revaluation reserve was formed as EUR 133 thousand and deferred tax EUR 23 thousand.

On 27-12-2013 with presence of independent appraiser, revaluation of long-term tangible assets used in the company being some Buildings was performed. To estimate the value the cost method was used. Revaluated assets value is EUR 539 thousand. Balance value of the assets, if they were not revaluated, would have been EUR 231 thousand. As a result of revaluation, the revaluation reserve was formed as EUR 262 thousand and deferred tax EUR 46 thousand.

On 22-12-2014 with presence of independent appraiser, revaluation of long-term tangible assets used in the company being some Buildings was performed. To estimate the value the cost method was used. Revaluated assets value is EUR 174 thousand. Balance value of the assets, if they were not revaluated, would have been EUR 163 thousand. As a result of revaluation, the revaluation reserve was formed as EUR 9 thousand and deferred tax EUR 2 thousand.

On 27-12-2016 with presence of independent appraiser, revaluation of long-term tangible assets used in the company being some Buildings was performed. To estimate the value the cost method was used. Revaluated assets value is EUR 2 118 thousand. Balance value of the assets, if they were not revaluated, would have been EUR 1 979 thousand. As a result of revaluation, the revaluation reserve was formed as EUR 118 thousand and deferred tax EUR 21 thousand.

If the company had accounted its building, structure and container assets groups using the acquisition cost method, their balance value on 31 December 2017 would be EUR 3 110 thousand (on 31-12-2016 – EUR 3 428 thousand).

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NOTE 2: TANGIBLE ASSETS (CONTINUED)

Evaluation of long-term tangible assets reduction signs

The Company has determined that during the reporting period:

- There are no signs that the market value of assets used did not decrease more than depreciation over the same period;
- No significant changes with an adverse effect on the company occurred;
- Market interest rates have fallen;
- No outdated or damaged property in the company during inventory was observed;
- The company did not experience major changes that would adversely affect any existing or future assets use scope and method: there has been no unscheduled downtime of assets, there are no plans to discontinue or restructure operations, there are no plans to dispose of assets before it was expected, nor there was change of useful life of assets from indefinite to finite;
- Internal reports show no evidence that the economic performance from asset use is or will be worse than it was expected.

Given these circumstances, the company's management decided that there were no significant asset value reduction signs in the reported year.

Assets acquired through leasing

The company through leasing acquired commercial vehicles for a total acquisition cost of EUR 14 thousand. Outstanding value on 31-12-2017 is EUR 6 thousand.

Long-term assets pledges

The Company has pledged long term assets for EUR 6 508 thousand in balance value.

Depreciation

3 350 units of tangible fixed assets with ended depreciation time and acquisition cost of EUR 4 750 thousand are used in the company's activities. At the end of reporting period the Company examined its fixed assets depreciation calculation methods, as well as residual values and useful lives of the assets and decided to review the residual values and useful lives of fixed assets in 2018

NOTE 3: FINANCIAL ASSETS

	<u>31-12-2017</u>	<u>31-12-2016</u>
Long term investments	4	4

Long term investments of the Company consist of 1 share of Žaliasis taškas VŠJ.

NOTE 4: STOCK

	<u>31-12-2017</u>	<u>31-12-2016</u>
Raw materials	382	589
Value decrease	(165)	(106)
Production in progress	76	87
Produced goods	113	158
Goods for reselling	0	1
Prepayments	69	145
Contracts in progress		
Total	<u>475</u>	<u>874</u>

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NOTE 4: STOCK (CONTINUED)

	<u>2017</u>	<u>2016</u>
Inventories expenses	2 471	2 856

In 2017 net realizable value of stock was evaluated. In 2017 accounting inventory recorded stock value reduction by EUR 165 thousand.

Advance payments: payments to suppliers for raw materials. These are the foreign malt and cans packaging suppliers (EUR 53 thousand) and other prepayments to suppliers (EUR 16 thousand).

All stock of the Company is pledged

NOTE 5: ACCOUNTS RECEIVABLE WITHIN ONE YEAR

	<u>31-12-2017</u>	<u>31-12-2016</u>
Customer receivables	700	983
Other amounts receivables	3	0
Total	703	983

At 31-12-2017 value decrease in customer receivables stood at EUR 29 thousand.

Delinquency	Not overdue	up to 30 days	from 30 to 60 days	from 60 to 90 days	over 90	Total
Trade receivables (net cost)	610	76	10	4	29	729
Depreciation	0	0	0	0	(29)	(29)
Trade receivables (upon assessment of depreciation)	610	76	10	4	0	700

NOTE 6: CASH AND CASH EQUIVALENTS

	<u>31-12-2017</u>	<u>31-12-2016</u>
Bank accounts	7	15
Cash on hand		
Cash on the way	7	5
Deposited funds	31	0
Total	45	20

Deposited funds – cash on bank account, which are meant validate paying the excise duty for the production which is taken from the warehouse.

NOTE 7: FUTURE EXPENSES AND ACCUMULATED RECEIVABLE INCOME

	<u>31-12-2017</u>	<u>31-12-2016</u>
Future expenses and accumulated receivable income	8	6

Main part of future expenses and accumulated receivable income is comprised by future expenses.

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NOTE 8: EQUITY

The authorized capital of the Company on 31th December, 2017 is EUR 3 065 thousand. It is divided into 16 129 614 ordinary nominal shares, the value of every share is EUR 0.19. All shares are completely paid-up.

The reserve of revaluation consists of the difference in reassessed value of the buildings, constructions and tanks. Depreciating the part of the reassessed assets, the reassessment reserve is being reduced and the unacknowledged profit of the reporting year is registered, and the used deferred profit tax appears in the in the report of the gross receipts. The unacknowledged profit 2017 of the reporting cycle due to the depreciation of the reassessed part of the assets is EUR 67 thousand.

The Company does not have a compulsory reserve formed at 31th December, 2017.

NOTE 9: DEBT LIABILITIES AND DEBTS TO CREDIT INSTITUTIONS

	Note	31-12-2017	31-12-2016
MV GROUP UAB	a)	3 358	0
Laumžirgiai UAB	b)	939	939
Tax loans	c)	521	492
Other loans	d)	86	90
Šiaulių bankas leasing	e)	6	9
Respublikos investicija UAB	f)	0	3 476
Interest payable	g)	69	55
Total obligations		4 980	5 061
Short-term part			
MV GROUP UAB	a)	188	0
Laumžirgiai UAB	b)	186	124
Tax loans	c)	321	360
Other loans	d)	86	90
Šiaulių bankas leasing	e)	2	3
Respublikos investicija UAB	f)	0	188
Interest payable	g)	69	55
Total short-term part		852	820
Total long-term part		4 128	4 241

- a) On December 6, 2017 Respublikos investicija UAB transferred all its creditor rights to MG BALTIC TRADE UAB (from 08-01-2018 MV GROUP UAB). Debt repayment is scheduled to end on September 30, 2022;
- b) On 25-10-2011 Laumžirgiai UAB took over the claim from O. Shabaeva towards the entire debt accruing according to order of 10-02-2010 of Šiauliai District Court and order of the Court of Appeal of Lithuania of 24-01-2011. The loan has to be repaid till 10-06-2023 according to the signed repayment schedule. On 27-03-2018 MV GROUP UAB refinanced the loan by Laumžirgiai, UAB to the Company;
- c) The tax loans under the 09-09-2015, 01-12-2015, 25-04-2016 contracts. Returns provided by 20-07-2018. On January 20, 2017, a tax credit agreement was signed with the State Tax Inspectorate under the Ministry of Finance of the Republic of Lithuania, under which tax arrears amounted to 307 thousand EUR and payment up to 2020 September 25;
- d) Short term loans for the raw material purchasing;
- e) Finance lease (leasing) from Šiaulių bankas leasing, UAB. Final instalment payment date 28-08-2020;
- f) On 25-04-2007 by agreement Ukio Bankas transferred the claim right to loan of Respublikos investicija UAB. On 2013 November 12 signed debt payment arrangement agreement setting forth the obligation to size EUR 4 200 thousand, and approved of the debt repayment schedule by December 30-09-2022. On December 6, 2017 Respublikos investicija UAB transferred all its creditor rights to MG BALTIC TRADE UAB (from 08-01-2018 MV GROUP UAB). Debt repayment is scheduled to end on September 30, 2022;
- g) Interest payable according to loan agreement of Laumžirgiai UAB and MV GROUP UAB.

All loans and other financial debts are denominated in Euro on 31 December 2017. Tax interest on loans is set by the Ministry of Finance of the Republic of Lithuania on a quarterly basis. Financial leasing interest rates are variable and are established in accordance with a 6-month EURIBOR plus a fixed margin. Loan interest of Laumžirgiai UAB (since 27-03-2018 MV GROUP UAB) and MV GROUP UAB has been set at 4 per cent.

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NOTES TO THE FINANCIAL STATEMENTS

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NOTE 9: DEBT LIABILITIES AND DEBTS TO CREDIT INSTITUTIONS (CONTINUED)

To grant the repayment of loans, the Company has pledged its long-term assets (all stocks, 19 trademarks, cash in banks, land lease rights) with residual value of EUR 6 508 thousand at 31-12-2017 (in 2016 EUR 6 876 thousand),.

Loans by repayment term:

	31-12-2017	31-12-2016
After 1 year	4 128	4 241
Within 1 year	852	820
Present value of liabilities	4 980	5 061

NOTE 10: DEFERRED TAX ASSETS AND PROVISIONS

Deferred tax assets and provisions, which are calculated at a 15 per cent rate, and changes in temporary differences during the year are as follows:

	31-12-2017	31-12-2016
Impairment of inventory	119	106
Accruals (social security tax)	52	49
Doubtful debt increase	29	31
Other provisions	249	0
Total	449	186
Deferred tax assets	67	28
Tangible assets revaluation	3 220	3 300
Total	3 220	3 300
Deferred tax liability	482	495

NOTE 11: TRADE PAYABLES AND OTHER LIABILITIES

	31-12-2017	31-12-2016
Trade loans	1 477	1 216
Prepayments received	32	14
Liabilities related with labour relations	423	414
Other current liabilities	306	551
Total	2 238	2 195

Among other current liabilities, taxes payable by the Company as at 31 December 2017 amounted to EUR 282 thousand (in 2016 EUR 275 thousand)

NOTE 12: BUSINESS SEGMENTS

Information about sales of key segments.

	2017	2016
Lithuanian market	6 300	7 022
Export	1 154	1 162
Total	7 454	8 184

All company owned long-term tangible assets are located in the territory of the Republic of Lithuania.

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NOTE 12: BUSINESS SEGMENTS (CONTINUED)

Sale distribution of the Company by geographical regions is described in the table below.

	2017	2016
Lthuania	84,52 %	85,80 %
Europe Union	9,67 %	9,13 %
East Europe	0,42 %	0,32 %
Africa states	0,68 %	1,45 %
USA, Canada	4,71 %	3,30 %

NOTE 13: SELLING EXPENSES

	2017	2016
Wages and related expenses	617	695
Transportation and Logistics	357	396
Depreciation expenses	73	96
Other selling expenses	610	445
	1 657	1 632

NOTE 14: GENERAL AND ADMINISTRATIVE EXPENSES

	2017	2016
Wages and related expenses	382	363
Operating taxes	30	27
Depreciation expenses	33	21
Maintenance and exploitation expenses	3	25
Low value inventory	4	15
Rent costs	18	19
Business trip costs	20	12
Insurance costs	26	13
Provisions costs	249	0
Other expenses	345	113
	1 110	608

NOTE 15: INTEREST AND SIMILAR EXPENSES

	2017	2016
Interest expenses	(156)	(184)
Fines and delay charges expenses	(80)	(33)
	(236)	(217)

NOTE 16: RELATED PARTY TRANSACTIONS

Associated company	Relation	Loan balance 31-12-2017	Interests 2017
Laumžirgiai UAB loan	Shareholder	939	0
Respublikos investicija UAB loan	Shareholder	0	118
Other loans	Shareholder	90	0

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NOTE 17: FINANCIAL RISK MANAGEMENT

Credit Risk

Credit risk refers to risk that the Company will incur losses in case the client or other party fails in implementing assumed liabilities and which is usually associated with accounts receivable.

Trade and Other Accounts Receivable

The Company controls credit risk by setting credit conditions and market analysis procedures. The credit term applicable to sales is from 15 to 60 days. Casual clients and export buyers from risky markets must pay in advance.

The Company has established depreciation which reflects assessment of losses incurred by it due to loans and accounts receivable. This depreciation includes cost which is assessed individually and related to individually significant trade and other accounts receivable as well as generally assessed depreciation cost.

Depreciation of trade payables overdue for over 90 days as on the day of financial statements:

	31-12-2017		31-12-2016	
	Total amount	Value decrease	Total amount	Value decrease
Not overdue and up to 90 days overdue trade payables	700	0	976	0
Debts overdue for over 90 days	29	29	37	31
Total	729	29	1 013	31

In 2017 approximately 50 % of the Company's products were bought by the major retail centres in Lithuania, 15 % of the products was exported and approximately 35 % of the products were bought by small wholesalers and retailers.

Trade payables of the Company are not covered by insurance, however, effective management of credit limits and payment terms enables risk minimization (doubtful debts per year amount to 0.2% from sales).

Guarantees

The Company has not issued any sureties.

Liquidity Risk

The Company's policy is to maintain a sufficient flow of money and money equivalents so that it would be able to cover the operating expenses, including servicing of financial obligations. This policy does not cover management of effects of extraordinary circumstances, such as natural disasters, which cannot be predicted under normal circumstances. The Company continuously negotiates with banks and other financiers for financing of the Company's activities.

Terms for contractual financial liabilities, including interest payments, are provided below:

	Carrying amount	Contractual cash flows	6 months or less	6-12 months	More than 1 year
31-12-2017					
Loans and borrowings	4 980	5 040	631	285	4 124
Trade payables	1 477	1 477	1 477		
Total	6 457	6 517	2 108	285	4 124
31-12-2016					
Loans and borrowings	5 061	5 183	449	441	4 293
Trade payables	1 216	1 216	1 216		
Total	6 277	6 399	1 665	441	4 293

Interest payments for loans and financial debts are calculated for the period of one year.

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NOTE 17: FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk remains high due to lack of working capital. On 31 December 2017 the lack of working capital was EUR 1 945 thousand (On 31 December 2016 - EUR 1 138 thousand). The company's management believes, that the change in shareholders, which occurred on 27th of March, 2018, will help to solve Company's issues with working capital shortage.

Market Risk

Currency Risk

Financial currency of the Company is Euro. The Company is exposed to currency risk when purchasing or borrowing as well as when selling and managing accounts receivable in cases when they are denominated in a currency other than Euro.

Tax interest on loans is set by the Ministry of Finance of the Republic of Lithuania on a quarterly basis. Financial leasing interest rates are variable and are established in accordance with a 6-month EURIBOR plus a fixed margin. Loan interest of Laumžirgiai, UAB and MV GROUP UAB has been set at 4 percent. Debt instruments with a variable interest rate are insignificant in comparison to all the financial liabilities, therefore, the Company was not using any financial instruments as on 31 December 2017 in order to protect itself from cash flow risk associated with debt instruments with variable interest rate or price risk associated with debt instruments with fixed interest rate.

Operational Risk

Operational risk is associated with direct or indirect losses arising from a variety of reasons determined by business procedures of the Company, personnel, technologies, infrastructure and external factors (except for credit, market, and liquidity risks). These factors are legal and mandatory requirements as well as universally accepted standards of company functioning. Operational risks arise from all activities of the Company.

The management of the Company is in charge for establishment and introduction of operational risk control system. This responsibility is based on the following operational risk management standards:

- The Company has a system for approval of the transactions carried out at the Company when primary documents supporting the transaction must pass several approval and control stages before entering them into accounting management system. In this way implementation control of an economic transaction can be ensured in all stages.
- products licensed and restricted under legislations of the Republic of Lithuania. In case of changes in legislations in this field, the changes have a direct impact on activities of the Company, sale of products, they influence performance of the Company. Failure to adjust to new requirements established by legislations or decisions governing production and trade of alcoholic beverages (in respect of quality, labelling, containers) in a timely manner can limit production temporarily, and this can affect activities of the Company and influence business perspectives, cause unexpected expenses necessary for implementation of certain liabilities or payment of fines.
- The management of the Company continuously observes and assesses risks associated with activities and applies preventive measures enabling control of these risks.
- The Company has adopted internal rules of procedure, compliance thereof is checked periodically.

Alcohol products sold in Lithuania are subject to excise tax. Changes in excise tax rates would have a direct impact on the price of the products being sold by the Company and can have negative effect on the demand of the products in the local market. In order to reduce the risk of state regulation, the management of the Company seeks to increase the weight of non-alcoholic beverages which are not subject to excise tax in the overall volume of the products being sold.

Financial instruments: the fair value and risk management

The Company does not take any measures for management of the risks associated with changes in the fair value of these instruments. All the other financial assets and liabilities of the Company are not measured at the fair value, and amortized net cost of financial liabilities in terms of book value is approximate to the fair value thereof.

Equity management

The policy of the management of the Company is to maintain as big part of owner's equity as possible, in comparison to borrowed funds, and capital return in order to maintain trust of investors, creditors, and the market and to maintain future development of the activities.

Capital management policy of the Company has not changed during the accounting year.

NOTE 18: EVENTS AFTER REPORTING PERIOD

At 27th of March 2018 company MV GROUP Production AB acquired 94,21% of Company shares from the previous main shareholders of the Company, company MV GROUP refinanced Laumžirgiai UAB and Other loans. At 27th of March 2018 management Board of the company released previous CEO, appointed new CEO Mr. Algirdas Čiburys and resigned.

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ANNUAL REPORT FOR THE YEAR 2017

1. GENERAL INFORMATION

Reporting period

Year ended 31 Decemeber 2017.

Issuer and its contact details

Name	Gubernija AB
Legal form	Public company (joint-stock company)
Date of registration	5 May 5, 1993
Company code	144715765
Address	Dvaro str. 179, LT-76176 Šiauliai, Lithuania
Telephone number	(+370 41) 591900
Fax number	(+370 41) 591911
E-mail address	info@gubernija.lt
Internet address	www.gubernija.lt

Main activity

Production and sale of beer, beer drinks and kvass.

Information regarding material shares of other companies owned directly or indirectly

Company does not own, directly or indirectly, any material shares of other companies.

Information on agreements with intermediaries of public trading in securities

The Company has signed an aforementioned agreement with Šiaulių bankas AB

Data about securities traded on regulated market

Type of shares	Number of shares	Nominal value, EUR	Total nominal value, EUR	Issue code
Ordinary registered shares	14 160 946	0,19	2 690 579,74	LT0000114357

2. THE INFORMATION PROVIDED FOR IN ARTICLE 25 OF THE LAW ON FINANCIAL STATEMENTS OF ENTITIES OF THE REPUBLIC OF LITHUANIA

2.1. Objective overview of the company's financial position, performance and development, description of exposure to key risks and uncertainties

Economic conditions

The joint-stock company "Gubernija is the oldest and the fourth largest beer producer in Lithuania and the second kvass producer (Nielsen data), sells its production in Lithuania and exports to the United States, Russia, Africa, the European Union countries. The products are made of high quality by using traditional production techniques: a natural maturing method of beer production is carried out by the classical technique, stabilizers and other synthetics are not used. In the structure of the company manufactured products in 2017 beer accounts for about 70 per cent., Kvass and kvass drinks about 30 percent. (In 2016 72 per cent beer and 28 per cent kvass).

Over the last two years the excise tax rose by 189 % (from 2.46 to 7,11 per 1% of the actual alcoholic strength by volume per hectolitre). The recent hikes in excise duty prompted the rise of beer prices, which led to decrease in demand, increased price competition and lower profitability volumes.

2017 product sales revenue compared to the same period last year decreased by EUR 730 thousand or 9 percent. During the reporting period company incurred a net loss of EUR 1 214 thousand (2016 – EUR 510 thousand.).

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Technical- technological factors

The Company produces beer of 60 commercial titles, 1 beer drink having the commercial title, 9 types of kvass with the commercial titles, and 7 types of soft drinks having the commercial titles. The production is produced according to the legal acts- requirements of technical regulations:

the Technical Regulation for Beer characterization, production and sales approved by the Minister of Agriculture Ministry of the Republic of Lithuania on January 28, 2005, the law No 3D-45 (Žin., 2005, No 16 – 507) and the Technical Regulation for Soft drinks and kvass characterization, production and sales approved by the Minister of Agriculture Ministry of The Republic of Lithuania on January 12, 2009, the law No 3D-13 (Žin., 2009, No 7 – 252), and the standard of the enterprise beer drinks JST 144715765 – 07:2004. The Company following the regulations of the law participates in preparation of the technical regulations, prepares and rectifies itself the standards for the enterprise with the accredited institution.

Food safety control is performed according to the installed plan for the food security system which consists of the system plan HACCP (Hazard Analysis and Critical Control Points) - (food safety is under control during the technology process) and the mandatory programme (Conditions for food production are under control). Such control of food security is set in the legal acts and mandatory.

The Company did not deployment any standards for environment protection, quality, and management control.

The Company is not able to reduce expenses due to the technical-technological development because the quality of the produced goods depends on that. It is necessary to follow quality standards for the production of food and drinks, and the requirements of the hygiene norms.

Description of main types of risk and uncertainties faced by the company

Company specializes in production and selling of beer, drinks of beer, production and selling of kvass. Main factors which give the risk of company business are possible price movements in the markets of products; also possible political, juridical, social and technological changes immediately or indirectly concerned with AB „Gubernija” continue proceeding, which might make a negative influence on company’s money flows and results of activity.

Main features of Company’s internal control and risk management systems related to preparation of financial statements

The Company’s financial statements are prepared in accordance with the Business Accounting Standards. Chief financial officer (CFO) and Audit committee supervises preparation of the financial statements, systems of internal control and financial risk management and how the Company follows legal acts that regulate preparation of financial statements. CFO of the Company is responsible for the preparation supervision and the final revision of financial statements. He constantly reviews Business Accounting Standards in order to implement in time BAS changes, analyses Company’s significant transactions, ensures timely and fair preparation of information for the financial statements. In order to ensure that financial statements are prepared correctly and on time, Company has established appropriate rules and procedures which regulate the principles, methods, and rules of accounting, preparation and submission of financial statements. Information on the types and management of financial risks that Company faces is presented in Financial risk management part in the notes to the financial statements.

2.2. Analysis of financial and non-financial performance, information on environmental and personnel-related issues

Key figures	31 12 2017	31 12 2016
Turnover	7 454	8 184
Profit before taxes, interests and depreciation (EBITDA), excluding one-off items	(225)	156
Profit (loss) before profit tax	(1 282)	(527)
Investment in property, plant and equipment	16	21
Number of employees	146	154

Main quality management and environmental principles

The production of AB “Gubernija” is performed following the licence No 82 TIPIK issued by Šiauliai Regional Environmental Department by The ministry of Environment to the Republic of Lithuania. Main sources of industrial pollutants are the boiler-house of the steam production (contaminants- carbonic and nitrogen oxides) and the dust forming during the discharging of malt. The amounts of the pollutants are pro rata: carbonic and nitrogen oxides – 15.74 t/a year, dust (solid particles) – 0.50 t/

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a year. While producing the production there is a by-product which is utilized or sold as the forage for the cattle. Due to the need to wash the containers and to disinfect them at the end of the production, there are over norms of the effluent pollution. To perform its activities the Company has the programmes for collecting the tare, collects and uses it, and takes for salvage the one not suitable to use. Due to the mobile and stationery pollution sources a tax was paid. The activities of the Company due to damage for the nature mentioned above from the owned sources of pollution were not stopped in the twelve months of year 2017. The prevention of the laboratory findings related to the pollution of the product and the environment in the territory is performed every day which allows protecting nature, the local population, and customers. The possibility to restrain or stop the activities of the Company is minimal, unless the accident in the freezing compressor happens during which ammonia spills. The means for liquidation of the accident is ready.

The company's top management annually reviews and approves food safety, quality and environmental protection policies.

2.3. Additional information regarding data provided in annual financial statements

All necessary information and clarifications were provided in annual financial statements.

2.4. The number and nominal value of the Company's own shares acquired and held. The percentage of the Company's authorised share capital they represent

Company did not possess any own shares at the end of the reporting period.

2.5. The number and nominal value of the Company's own shares acquired and disposed during the reporting period. The percentage of the Company's authorised share capital they represent

Company neither acquired nor disposed of its own shares during the reporting period.

2.6 Information regarding the payment for acquisition and disposal of own shares

Company neither acquired nor disposed of its own shares during the reporting period.

2.7 Company's reasons for acquisition of own shares during the reporting period

Company did not acquire any own shares during the reporting period.

2.8. Information on the Company's branches and representative offices

At the end of the reporting period Company did not possess any established branches or representative offices.

2.9. Information regarding significant events after reporting period

At 27th of March 2018 company MV GROUP Production AB acquired 94,21% of Company shares from the previous main shareholders of the Company. Algirdas Čiburys has been appointed as CEO of the Company since 28th of March 2018.

2.10. Company's business plans and perspectives

In reporting period, the main focus of the Company was related to operating efficiency, decrease of costs, increased attention to profitability margins, optimisation of inventory levels and stable cash flows. All the implemented measures and the change of shareholders provide the Company with a good possibility to reach better results in the coming years.

2.11. Information regarding Company's research and development activities

There is no current research and development activity.

2.12. Information regarding goals of financial risk management, used hedges (recognized in hedge accounting), and the amount of prices, credit and liquidity risk, undertaken when company uses financial products and when it is significant in determining company's assets, equity, liabilities, income and expenses

All necessary information and clarifications were provided in annual financial statements.

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3. OTHER INFORMATION

3.1. Structure of the Issuer's authorized capital

The authorized capital registered with the Companies Register Center amounts to EUR 3 064 626.66. The authorized capital is divided into 16 129 614 ordinary shares (nominal value 0.19 EUR). All ordinary registered shares of AB Gubernija are fully paid. Stock transfer restrictions do not apply.

3.2. Restrictions applicable upon the transfer of securities

Following the Credit Agreement No. 0640-40-4060817-20 of 28 December 2004, 76.68 percent or 12 368 131 shares were put in pledge in favor of the creditor in a Mortgage institution.

All the company's shares with voting rights are of equal nominal value and each share in general meeting of shareholders has one vote.

3.3. Shareholders

On 31 December 2017 total number of Company's shareholders was 295.

Shareholders that got ownership and votes of more than 5% of authorized capital of the Company are as follows:

Shareholder	Number of shares	Share, %	Share of votes with related persons, %
Vitas Tomkus	4.609.703	28,58%	38,53%
Romualdas Dunauskas	4.210.959	26,11%	39,97%
Javelin Finance	1.752.712	10,86%	39,97%
Larisa Afanaseva	1.683.572	10,44%	0,00%
Respublikos spaustuvė UAB	1.604.981	9,95%	38,53%
Takhir Shabaev	851.604	5,28%	0,00%
Sigitas Vilčiauskas	0	0	15,72%

At 27th of March 2018 company MV GROUP Production AB acquired 94,21% of Company shares from the previous main shareholders of the Company.

3.4. Shareholders having special control rights, and description of such rights;

There are no shareholders having special control rights in the Company.

3.5. All restrictions imposed upon the voting rights

There are no shareholders with restrictions imposed upon the voting rights.

3.6. All the agreements concluded among the shareholders of which the issuer was aware and due to which the securities transfer and (or) voting rights may be restricted

At 31 December 2017 the voting rights of shareholders Larissa Afanajeva and Takhir Shabaev were transferred by mandate to Sigitas Vilčiauskas. This transfer has ceased to exist at 27th of March 2018.

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3.7. Employees

	2017	2016
Average number of Employees	150	157
With University education	32	35
With College education	48	48
With secondary education	66	71
With not completed secondary education	4	3
Average Salary, EUR	2017	2016
Management	2364	2578
Specialists	817	779
Workers	645	664

3.8. Change of Articles of Association

Articles of Association of AB Gubernija can be changed in accordance with the laws of the Republic of Lithuania.

3.9. Management bodies

The managing bodies of the company are as follows: General shareholders' meeting, the Management Board and the General Manager. The Supervisory Council is not formed in the Company.

The Company Board is the collegial management body, representing shareholders of the Company during the period between meetings and making decisions on the most important issues of the economic activity of the Company. The Work Order of the Board is defined by the Work Regulation, confirmed by the Board. The Board is composed from 5 (five) members. The Board members are elected by for the period not longer than four years. The Board activity is supervised by the Chairman, which is elected from the Board members by the Board.

The competence of and procedure of announcement of the shareholders' meeting as well the competence, election, recall and other issues related to the Board and the General director are regulated by the Companies Law of the Republic of Lithuania.

3.10. Members of the management bodies, the management of the Company

The Management Board of the Company at 31 December 2017, which resigned on 27-03-2018

Name, Surname	Position Issuer	Number of owned shares	The part of the owned authorized capital, %	Start of the tenure	Resignation date
Romualdas Dunauskas	Chairman	4 210 959	26.11	25.04.2013	27.03.2018
Lina Dunauskaite	Member	0	0	25.04.2013	27.03.2018
Augustinas Radavicius	Member	0	0	25.04.2013	27.03.2018
Sigitas Vilciauskas	Member	0	0	25.04.2013	27.03.2018
Muradas Bakanas	Member	0	0	25.04.2013	27.03.2018

Board members were not paid bonuses or other remuneration.

New Board should be elected on extraordinary general meeting of shareholders at 20th of April, 2018.

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The Audit Committee

Name, Surname	Position	Number of owned shares	The part of the owned authorized capital, %	Start of the tenure	End of the tenure
Mantas Sindriunas	External auditor (UAB „Erpas“)	0	0	25.04.2014	24.04.2018
Rolandas Lideikis	The Economist	0	0	25.04.2014	24.04.2018
Audronė Neimantaite	Debt collection lawyer	0	0	25.04.2014	24.04.2018

Audit committee members are not paid for their work in the audit committee.

3.11. All material agreements to which the issuer is a party and which would come into effect, be amended or terminated in case of change in the issuer's control, also their impact except the cases where the disclosure of the nature of the agreements would cause significant damage to the issuer

There are no such agreements.

3.12. All agreements of the issuer and the members of its management bodies, or the employee agreements providing for a compensation in case of the resignation or in case they are dismissed without a due reason or their employment is terminated in view of the change of the control of the issuer

The Issuer has not entered into agreements with the members of its collegial management bodies and employees prescribing payment of allowances in case of resignation or dismissal without grounded reason or termination of work due to change in control over the Issuer.

3.13. Harmful transactions made during the reporting period, on behalf of issuer

During the reporting period, there were no harmful transactions made on behalf of the company (which do not meet the company's objectives, the existing ordinary market conditions, interest breach of the shareholders or other persons, groups etc.), which had or will likely have a negative impact on the company's operation and (or) its performance results.

3.14. Information on the major related parties' transactions

There were no transactions made under a conflict of interests between the company managers, controlling shareholders or other related parties' obligations towards the company and their private interests and (or) other duties.

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4. DATA ON THE PUBLICLY DISCLOSED INFORMATION

All the publicly disclosed information is available at www.gubernija.lt

Summary of Company's published information in 2017:

Announc. date	Summary
28-02-2017	GUBERNIJA, AB interim information for twelve months of 2016
30-03-2017	Notice of the Ordinary General Shareholders Meeting of Gubernija AB
11-04-2017	Audited activity results of Gubernija AB of the year 2016
21-04-2017	Decisions of the Ordinary General Meeting of Shareholders of Gubernija AB
21-04-2017	Gubernija, AB Annual information of 2016
31-05-2017	Gubernija, AB unaudited activity result for the first quarter of 2017
30-08-2017	Gubernija, AB unaudited activity result for the first half of 2017
29-11-2017	Gubernija, AB unaudited activity result for the nine months of the year 2017
05-12-2017	Gubernija, AB unaudited activity result for the nine months of the year 2017 Correction
07-12-2017	Signed purchase and sale agreements regarding sale of a controlling block of shares of the Company
07-12-2017	Notice on transfer of loan agreement rights
08-12-2017	Signed purchase and sale agreements regarding sale of a controlling block of shares of the Company

5. OTHER INFORMATION

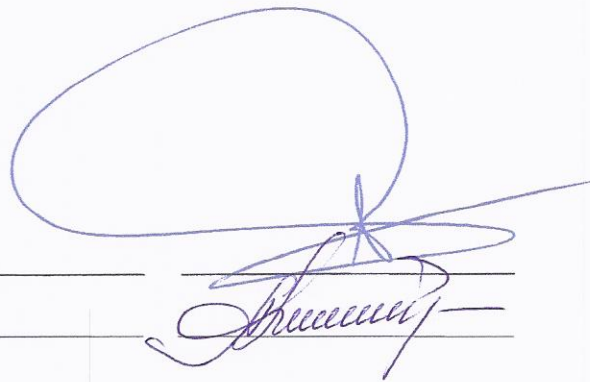
There is no other information that should be disclosed in the annual financial statement under the legal acts governing the activities of companies or other legal acts or the Articles of Association of the Company.

General director

Algirdas Čiburys

Chief accountant

Asta Mickuvienė



20th April 2018

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Appendix 1 to the annual report. Corporate governance report

The stock company "GUBERNIJA" acting in compliance with Article 21(3) of the law of Republic of Lithuania on Securities and paragraph 24.5 of the Listing Rules of AB Nasdaq Vilnius, hereby discloses how it complies with the Corporate Governance Code for the companies listed on Nasdaq Vilnius as well as its specific provisions or recommendations. In case of non-compliance with this Code or some of its provisions or recommendations, the specific provisions or recommendations that are not complied with are indicated and the reasons for such non-compliance are specified. In addition, other explanatory information indicated in this form is provided.

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 presents forecasts announcing significant events through the the information system of Nasdaq Vilnius Stock Exchange.
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 one-person managing body – the head of the Company, the collegial managing body – the management board cooperate in view of seeking the best benefit for the Company and its shareholders.
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 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.	Yes	The bodies of the Company are general shareholders' meeting, management board and chief executive officer. Supervisory board is not constituted in the Company. Such structure of bodies was approved by shareholders decision during general shareholders meeting, when approving articles of association of the Company. The division of competencies and responsibilities among the governingbodies of the Company is set forth by the Company Bylaws, the regulations of the governing bodies of the Company and in the General Manager's employment contract and in the Law on Companies of the Republic of Lithuania (hereinafter referred to as the 'Law on Companies').
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 set forth in this recommendation are performed by the collegial management body – the 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	Only one collegial body is formed in the Company – the Board. It performs all essential management functions and ensures accountability and control of the Director of the Company. The Supervisory Board is not formed in the Company.
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	Yes	The provisions set forth in III and IV principles are applied on the Board's formation and activity as long as that does not contradict with the essence and purpose of this body.

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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.		
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.	Yes	The management board of Company consists of 5 members. This is set forth in the Articles of Association of the Company. The Articles of Association shall be approved by the supreme managing body of the Company, i.e., the general meeting of shareholders. 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.
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 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.	No	The Supervisory Board is not formed in the Company, and there are no non-executive directors either.
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 departure from these recommendations, it should furnish information on the measures it has taken to ensure impartiality of the supervision.	Yes	The Chairman of the Board of the Company and the head of the Company – General Manager are different persons. The Chairman of the Board of the Company is not related to the daily activities of the Company.
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..		
3.1. 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	The collegial body elected by the general meeting of shareholders is elected in compliance with the procedure prescribed by the legislation of the Republic of Lithuania. Concurrently, the interests of small shareholders, disinterested and unbiased supervision of the managing bodies are ensured.
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	The candidates to members to the Board are named to the shareholders in before the General shareholders meeting together with the decision projects of the meeting.
3.3. Should a person be nominated for members 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	Yes	Information about members of collegial body is presented in the annual report of the company and in periodic information. Before election of members of the collegial body, information about them is

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<p>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>presented together with the meeting's documentation as per legislation.</p>
<p>3.4 In order to maintain a proper balance in terms of the current qualifications possessed by its members, the desired composition of the collegial body shall be determined 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>	<p>Yes</p>	<p>The composition of the Board of the Company and the number of members meets the scopes of activities of the Company and the size of the existing structure. The members of the Board of the Company and the members of the Audit Committee of the Company have sufficient knowledge and experience for proper execution of duties. The Remuneration Committee is not formed.</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>	<p>Yes</p>	<p>Persons, newly elected to the board members be acquainted with the situation in the company and specifics of management.</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 sufficient number of independent members.</p>	<p>No</p>	<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 conflict of interest such as to impair his judgment. Since all cases when member of the collegial body is likely to become dependant 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 	<p>Not applicable</p>	<p>See commentary of 3.6 recommendation.</p>

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<p>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);</p> <p>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);</p> <p>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;</p> <p>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;</p> <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>10) 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>3.8. 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>Not applicable</p>	<p>See commentary of 3.6 recommendation.</p>

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<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	<p>The company has not implemented the practice of evaluation and disclosure of independence criteria of a members' of the Management Board</p>
<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	<p>The company has not implemented the practice of evaluation and disclosure of independence criteria of a members' of the Management Board.</p>
<p>3.11. In order to remunerate members of a collegial body for their work and participation in the meetings of the collegial body, they may be remunerated from the company's funds.. The general shareholders' meeting should approve the amount of such remuneration.</p>	No	<p>The Board members are not remunerated for their work and participation in the meeting of the Board from the Company's funds.</p>
<p>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 monitoring of the company's management bodies and protection of interests of all the company's shareholders.</p>		
<p>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.</p>	Yes	<p>The Management Board ensures the integrity and transparency of the company's financial accounting and control systems, analyze and assess the Company's annual financial statements of the project and the profit (loss) distribution and submits them to the general shareholders' meeting.</p>
<p>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).</p>	Yes	<p>The Board members perform on their good will on behalf of the company follow the company's interests trying to maintain independency in decision making.</p>
<p>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 event a member of the collegial body should be present in less than a half of the meetings of the collegial body throughout the financial year of the company, shareholders of the company should be notified.</p>	Yes	<p>Members of the collegial body properly fulfill their functions: take active part in sittings and dedicated sufficient time, as a collegial member for execution of duties. All sittings of the collegial body had quorum.</p>

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<p>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.</p>	Yes	The Board of the Company seeks, in its work, to conduct in good faith and impartially with all shareholders of the Company.
<p>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.</p>	Yes	Decisions about significant contracts are made by the board.
<p>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. 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 company concerned.</p>	Yes	In all cases the Management Board makes decisions only on the interest of the company. The Management Board of the company is provided 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 provide all necessary information that is relevant to the issues under discussion.
<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 committees. 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</p>	Yes	Only Audit committee established

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their role, operation, and transparency) should apply, where relevant, to the collegial body as a whole.		
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.	Yes	The Audit Committee operates in accordance with the Regulations approved by the Board. The Audit Committee in accordance with the need provides the Company's Board with recommendations. The solutions and documents submitted of the Audit Committee are advisory.
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. 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	The Audit Committee 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 rights and duties of the Audit Committee are provided for by the Audit Committee Formation and Work Regulations as approved by the Board.
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	The regulations of the Company's Audit Committee shall grant the right for the Audit Committee members to convene to the Audit Committee meetings the Board members and the other employees of the Company.
4.12. Nomination Committee. 4.12.1. Key functions of the nomination committee should be the following:	No	No nomination committee has been formed in the Company so far.

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<p>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, 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 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>	No	No remuneration committee has been formed in the Company so far.

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<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> <p>8) Consider general policy regarding the granting of the above mentioned schemes, in particular stock options, and make any related proposals to the collegial body;</p> <p>9) Examine the related information that is given in the company's annual report and documents intended for the use during the shareholders meeting;</p> <p>10) 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> <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> <p>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);</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</p>	<p>Yes</p>	<p>Pursuant to article 52 of the Law on Audit, implementing the provisions of article 41 of the Directive 2006/43/EC, upon the requirement of the Securities Commission, in 25 April, 2014 the Repeated Ordinary General Meeting of Shareholders elected the Audit Committee of three persons. Key functions of the Audit Committee: to monitor the process of drawing up financial statement; to monitor the process of carrying out audit; to monitor how the auditor and the audit firm adhere to the principles of independence and objectivity.</p>

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<p>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 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</p>		
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<p>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.</p>
<p>Principle V: The working procedure of the company's collegial bodies 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 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>	Yes	<p>The activity of the Board is chaired by the chairman who is also responsible for convocation of the meetings as well as preparation of the agenda. Frequency of the meetings and questions of the agenda depend on the particular events or projects or they are related with ordinary functions of the Board prescribed by legal acts.</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 month.</p>	Yes	<p>The Board sittings are convened at least once per quarter.</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>	Yes	<p>The agenda of the meeting is submitted to the members of the board one week before.</p>
<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-ordinating dates of the meetings, their agendas and</p>	No	<p>The Company may not implement this recommendation since only the Board is formed.</p>

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<p>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>		
<p>Principle VI: The equitable treatment of shareholders and shareholder rights 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>	<p style="text-align: center;">Yes</p>	<p>Ordinary nominal shares that make the authorized capital of the Company grant equal rights to the owners of the 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>	<p style="text-align: center;">Yes</p>	<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. 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>	<p style="text-align: center;">No</p>	<p>Transactions that are important to the Company including approval of transactions referred to is approved by the board.</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>	<p style="text-align: center;">Yes</p>	<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 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.</p>
<p>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.</p>	<p style="text-align: center;">Yes</p>	<p>The Company provides information on the convened General Meeting of Shareholders, proposed draft decisions, other documents related to the General Meeting of Shareholders as well as information on decisions approved at the General Meeting of Shareholders to its shareholders in the procedure and terms set in legislation, announcing them publicly and publishing them on the Company's website. All information and the documents for the investors are published in the Lithuanian and English languages through the information system of NASDAQ Vilnius Stock Exchange and on the Company's website.</p>
<p>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.</p>	<p style="text-align: center;">Yes</p>	<p>The Company's shareholders may exercise their right to participate in the General Meeting of Shareholders both in person and in absentia through a representative, provided that he/she has the due power of attorney or is a party to the agreement on</p>

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		the cession of the voting right made in the procedure prescribed by legislation. The Company also provides its shareholders with the possibility to vote in advance by filling in the general voting ballot paper, as established in the Law on Companies of the Republic of Lithuania.
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	The Company does not comply with the provisions of this recommendation, because there have been no such request on the part of the shareholders.
Principle VII: The avoidance of conflicts of interest and their disclosure 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.		
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 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.	Yes	The Board members' fully comply with these recommendations
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 Company fully complies with these recommendations.
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	The Company fully complies with these recommendations.
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 Company fully complies with these recommendations.
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	No	The Company does not prepare and publish remuneration statement. In Company's opinion, such information commercially is not published.

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<p>published as a part of the company's annual statement as well as posted on the company's website.</p>		
<p>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 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.</p>	<p>Not applicable</p>	<p>See commentary of 8.1. recommendation.</p>
<p>8.3. Remuneration statement should leastwise include the following information:</p> <ol style="list-style-type: none"> 1) Explanation of the relative importance of the variable and non-variable components of directors' remuneration; <ul style="list-style-type: none"> • Sufficient information on performance criteria that entitles directors to share options, shares or variable components of remuneration; 2) An explanation how the choice of performance criteria contributes to the long-term interests of the company; 3) An explanation of the methods, applied in order to determine whether performance criteria have been fulfilled; 4) Sufficient information on deferment periods with regard to variable components of remuneration; 5) Sufficient information on the linkage between the remuneration and performance; 6) The main parameters and rationale for any annual bonus scheme and any other non-cash benefits; 7) Sufficient information on the policy regarding termination payments; 8) Sufficient information with regard to vesting periods for share-based remuneration, as referred to in point 8.13 of this Code; 9) Sufficient information on the policy regarding retention of shares after vesting, as referred to in point 8.15 of this Code; 10) 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; 11) A description of the main characteristics of supplementary pension or early retirement schemes for directors; 12) Remuneration statement should not include commercially sensitive information. 	<p>Not applicable</p>	<p>See commentary of 8.1. recommendation.</p>
<p>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.</p>	<p>Not applicable</p>	<p>See commentary of 8.1. recommendation.</p>
<p>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 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.</p> <p>8.5.1. The following remuneration and/or emoluments-related information should be disclosed:</p> <ol style="list-style-type: none"> 1) The total amount of remuneration paid or due to the director for services performed during the relevant 	<p>Not applicable</p>	<p>See commentary of 8.1. recommendation.</p>

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<p>financial year, inclusive of, where relevant, attendance fees fixed by the annual general shareholders meeting;</p> <p>2) The remuneration and advantages received from any undertaking belonging to the same group;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>6) Total estimated value of non-cash benefits considered as remuneration, other than the items covered in the above points.</p> <p>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:</p> <p>1) The number of share options offered or shares granted by the company during the relevant financial year and their conditions of application;</p> <p>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;</p> <p>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;</p> <p>4) All changes in the terms and conditions of existing share options occurring during the financial year.</p> <p>8.5.3. The following supplementary pension schemes-related information should be disclosed:</p> <p>5) When the pension scheme is a defined-benefit scheme, changes in the directors' accrued benefits under that scheme during the relevant financial year;</p> <p>6) 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.</p> <p>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.</p>		
<p>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.</p>	Not applicable	See commentary of 8.1. recommendation.
<p>8.7. Award of variable components of remuneration should be subject to predetermined and measurable performance criteria.</p>	Not applicable	See commentary of 8.1. recommendation.
<p>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</p>	Not applicable	See commentary of 8.1. recommendation.

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component compared to the non-variable component of remuneration.		
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.	Not applicable	See commentary of 8.1. recommendation.
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.	Not applicable	See commentary of 8.1. recommendation.
8.11. Termination payments should not be paid if the termination is due to inadequate performance.	Not applicable	See commentary of 8.1. recommendation.
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.	Not applicable	See commentary of 8.1. recommendation.
8.13. Shares should not vest for at least three years after their award.	Not applicable	See commentary of 8.1. recommendation. Company's directors are not remunerated in shares.
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.	Not applicable	See commentary of 8.1. recommendation. Company's directors are not remunerated in shares, share options or any other right to purchase Company's shares.
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).	Not applicable	See commentaries of 8.1. and 8.14 recommendations.
8.16. Remuneration of non-executive or supervisory directors should not include share options.	Not applicable	See commentaries of 8.1. and 8.14 recommendations.
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.	Not applicable	See commentary of 8.1. recommendation.
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.	Not applicable	See commentary of 8.1. recommendation.
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;	Not applicable	See commentaries of 8.1. and 8.14 recommendations.

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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.		
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; 4) 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	See commentaries of 8.1. and 8.14 recommendations.
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	See commentaries of 8.1. and 8.14 recommendations.
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.	Not applicable	See commentaries of 8.1. and 8.14 recommendations.
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.	Not applicable	See commentaries of 8.1. and 8.14 recommendations.
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 complies with all statutory requirements aimed at ensuring the rights of interest holders

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<p>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.</p>	Yes	The Company complies with all statutory requirements aimed at ensuring the rights of interest holders
<p>9.3. Where stakeholders participate in the corporate governance process, they should have access to relevant information.</p>	Yes	The Company complies with all statutory requirements aimed at ensuring the rights of interest holders
<p>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.</p>		
<p>10.1. The company should disclose information on:</p> <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. <p>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 list.</p>	Yes	Information set forth in this recommendation is disclosed in the notifications on material event, periodical reports. This information is also published on Company's website.
<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>	Not applicable	Company does not have subsidiaries
<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>	No	See commentaries of 3.2. and 8.1 recommendations
<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>	Yes	Information is disclosed in financial and annual reports in line with legal requirements

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<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 discloses information through the information disclosure system applied by the NASDAQ Vilnius Stock Exchange, in Lithuanian and English, in this way simultaneously providing all stakeholders. Information that may affect the price of securities issued by Company is treated as confidential therefore it is kept as a secret information and is not disclosed unless it is published through the informational system in the manner prescribed by laws.</p>
<p>10.6. Channels for disseminating information should provide for fair, timely and cost-efficient or in cases provided by the legal acts free of charge 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 ensures the impartial, timely and inexpensive access to the information, by announcing it in Lithuanian and English at its web site as well as through the information system of NASDAQ Vilnius Stock Exchange.</p>
<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.</p>	<p>Yes</p>	<p>The Company follows this recommendation and information has been placed on the Company's website www.gubernija.lt.</p>
<p>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.</p>		
<p>11.1. An annual audit of the company's financial reports and interim reports should be conducted by an independent firm of auditors in order to provide an external and objective opinion on the company's financial statements.</p>	<p>Yes</p>	<p>An independent audit company conducts an audit of the Company's financial statements and the annual report. The interim financial statements are not conducted by the audit company.</p>
<p>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.</p>	<p>Yes</p>	<p>The candidate audit company is suggested to the General Shareholders' Meeting by the Board.</p>
<p>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.</p>	<p>Not applicable</p>	<p>The audit company does not provide non-audit services to the Company.</p>