

**THE OPINION OF THE BOARD OF THE  
PUBLIC JOINT – STOCK COMPANY VILNIAUS BALDAI  
ABOUT THE TENDER OFFER**

The Board of the public joint – stock company Vilniaus baldai (hereinafter referred to as the Company or Vilniaus baldai, AB) having reviewed the material submitted by the offerors of the tender offer Irena Ona Miseikiene, Darius Sulnis, Alvydas Banys, Indre Miseikyte, Greta Miseikyte Myers, Vytautas Bucas, public joint – stock company Invalda LT and public joint stock company Invalda privatus kapitalas (all together hereinafter referred to as the Offerors) concerning the mandatory tender offer to buy up the shares in Vilniaus baldai, AB, at the meeting held on July 11, 2013, passed the following decision:

**1. The opinion of the Board on the tender offer:**

The tender offer was submitted in compliance with the requirements of the Law on Securities of the Republic of Lithuania and the Rules for Preparation, Approval of the Tender Offer Circular and implementation of the Tender Offer, approved by the Resolution No. 03-47 of February 28, 2013 of the Bank of Lithuania.

In the opinion of the Board, the tender offer provides an additional opportunity to the Company's shareholders to sell the shares for the price stated in the tender offer circular, i.e. EUR 14,869 per share.

**2. The opinion of the Board on the plans and intentions of the Offerors in respect to the offeree Company:**

**2.1. possible impact of the implementation of the tender offer on the interests of the Company:**

Taking into account the fact that the Offerors do not have an intention to: (i) change the current areas of activity of the Company; (ii) initiate a restructuring (corporate structure), transformation, reorganization or liquidation of the Company; (iii) change the Company's personnel policy; (iv) amend the Company's policy with regard to its management staff; (v) initiate an additional fundraising; (vi) initiate a dividend policy implementation; (vii) initiate an amendment of the Articles of Association of the Company; (viii) initiate a payment of any special bonuses to the managers of the Company or implementation of an incentive schemes,

in the opinion of the Board, the implementation of the tender offer will not have any negative impact on the interests of Vilniaus baldai, AB.

**2.2. impact on the employment situation in the Company:**

Taking into account the fact that the Offerors do not have any intention to change areas of activity of the Company and its personnel policy, the implementation of the tender offer will not have any negative effect on the interests of the Company's employment situation.

**2.3. impact on the number of employees:**

The Offerors are not going to change areas of activity of the Company as well its personnel policy, therefore, in the opinion of the Board, implementation of the tender offer will not have negative impact on the number of employees.

**2.4. opinion concerning strategic plans of the Offerors and the impact thereof on the number of employees and locations of the Company's places of businesses:**

The Offerors are going to maintain a continuation of the Company's activity in the current areas, therefore, implementation of the tender offer will not have a negative impact on the number of

employees and location of business of the Company.

**3. The opinion of the Board on the purchase price of the offeree Company securities:**

The offered purchase price of the shares in Vilniaus baldai, AB is in compliance with all formal rules of setting the price foreseen in part 1 of Article 34 of the Law on Securities of the Republic of Lithuania, according to which a price of a mandatory tender offer shall be not lower than the highest price of the securities acquired by the offeror in the course of 12 months preceding the exceeding of the threshold of 1/3 votes, and shall be not lower than the average weighted price on a regulated market and the multilateral trading facility in six months prior to the date of exceeding the established threshold when the securities concerned are traded on a regulated market.

The average weighted price of the Company's shares on NASDAQ OMX Vilnius Stock Exchange in six months prior to the date of exceeding the threshold of 1/3 votes (May 31, 2013) was EUR 14,869. The Offerors did not acquire the Company's shares within 12 months preceding the exceeding of the threshold of 1/3 votes (May 31, 2013), therefore, the tender offer price per share is equal to the average weighted price, i.e. EUR 14,869.

In the opinion of the Board, the tender offer price has been stated in line with the requirements of legal acts.

**4. Recommendations of the Board to holders of the securities of the offeree Company: argumentation for the suggestion to accept or reject the tender offer. If case no such recommendations are provided, the reasons for not providing any guidance are to be indicated.**

The Board is not giving any recommendations for shareholders concerning the response to the submitted tender offer, as two out of the three Board members belong to the group of the Offerors. Due to this reason, the Board is not in a position to give any recommendation to accept or reject the tender offer.

**5. Information on whether there exists a written agreement between the Board (its members) of the offeree Company and the Offerors on implementation of the tender offer.**

Two members of the Board, as the Offerors, are also parties to the Agreement on the mandatory tender offer implementation procedure executed on May 31, 2013. According to this Agreement, the shares offered during the tender offer will be acquired in the proportion stated in the tender offer circular by the following shareholders: the public joint stock company Invalda LT and public joint stock company Invalda privatus kapitalas.

There are no other agreements on implementation of the tender offer between the Company's Board members and the Offerors.

**6. Information on whether exists a written agreement between the Board (its members) of the offeree Company and the Offerors concerning the joint management policy:**

There are no agreements executed by the Company's Board members with the Company or/and Offerors on the joint management policy.

**7. Information about the number of voting shares in the Offerors and votes in the general meeting of shareholders of the Offerors held by the offeree Company by the right of the ownership:**

Vilniaus baldai, AB has no such shares.

**8. Information about the number of voting shares in the Offerors and votes in the general meeting of shareholders of the Offerors held by the members of the managing bodies of the offeree Company by the right of ownership:**

The members of the Board of Vilniaus baldai, AB hold the following number of shares and/or votes in the general meeting of shareholders of the Company:

- Darius Sulnis by the right of ownership holds 10 866 ordinary registered shares in Vilniaus baldai, AB and 10 866 votes granted by those shares (0,28 percent of total voting shares);
- Vytautas Bucas and Dalius Kaziunas do not hold shares and voting rights in Vilniaus baldai, AB.

**9. The number of Board members and results of voting thereby:**

9.1. total number of the Board members, provided in the Articles of Association of the Company: 3 (three);

9.2. number of the Board members participated in the meeting: 3 (three);

9.3. number of the Board members voting in support of the opinion of the Board: 3 (three);

9.4. number of the Board members voting against the opinion of the Board: 0 (zero).

**10. Other information on the discretion of the Board:**

Two members of the Board of Vilniaus baldai, AB – Darius Sulnis and Vytautas Bucas are also the Offerors and parties to the Agreement of May 31, 2013 on the mandatory tender offer implementation procedure.

In the opinion of the Board, the mentioned above fact does not constitute a conflict of interests.

The Board repeatedly indicates that it does not provide recommendations to the shareholders to accept or reject the tender offer. In the opinion of the Board, this opinion cannot be interpreted as an advice on investment. Each shareholder must decide on himself whether to accept or reject the tender offer.

The Chairman of the Board

Vytautas Bucas

July 11, 2013