

# VILNIAUS BALDAI AB

CONSOLIDATED AND PARENT COMPANY'S FINANCIAL STATEMENTS FOR  
THE YEAR ENDED 31 DECEMBER 2011  
PREPARED ACCORDING TO INTERNATIONAL FINANCIAL REPORTING  
STANDARDS AS ADOPTED BY THE EUROPEAN UNION  
PRESENTED TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

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*Our report has been prepared in Lithuanian and English languages. In all matters of interpretation of information, views or opinions, the Lithuanian language version of our report takes precedence over the English language version.*

## **Independent Auditor's Report**

To the shareholders of Vilniaus Baldai AB

### **Report on the financial statements**

We have audited the accompanying stand alone and consolidated financial statements (together 'the Financial statements') of Vilniaus Baldai AB ('the Company') and its subsidiary (collectively 'the Group') set out on pages 38 - 73 which comprise the stand alone and consolidated statement of financial position as of 31 December 2011 and the stand alone and consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Management's responsibility for the financial statements*

Management is responsible for the preparation and fair presentation of these Financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's responsibility*

Our responsibility is to express an opinion on these Financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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*PricewaterhouseCoopers UAB, J. Jasinskio 16B, LT-01112 Vilnius, Lithuania  
T: +370 (5) 239 2300, F: +370 (5) 239 2301, E-mail: vilnius@lt.pwc.com, www.pwc.com/lt*

PricewaterhouseCoopers UAB, company code 111473315, VAT payer's code LT114733113, registered office at J. Jasinskio 16B, LT-01112 Vilnius, is a private company registered with the Legal Entities' Register of the Republic of Lithuania. PricewaterhouseCoopers refers to the network of member firms of PricewaterhouseCoopers International Limited, each of which is a separate and independent legal entity.



*Opinion*

In our opinion, the accompanying Financial statements give a true and fair view of the financial position of the Company and the Group as of 31 December 2011, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

**Report on other legal and regulatory requirements**

Furthermore, we have read the consolidated Annual Report for the year ended 31 December 2011 set out on pages 5 - 37 and have not noted any material inconsistencies between the financial information included in it and the audited Financial statements for the year ended 31 December 2011.

On behalf of PricewaterhouseCoopers UAB

A handwritten signature in blue ink, appearing to read 'C. Butler', is written over a faint circular stamp.

Christopher C. Butler  
Director

A handwritten signature in blue ink, appearing to read 'R. Radzevičienė', is written over a faint circular stamp.

Rasa Radzevičienė  
Auditor's Certificate No.000377

Vilnius, Republic of Lithuania  
30 March 2012

Confirmed \_\_\_ \_\_ 2012  
 at the Board Meeting

**COMPANIES COMPOSING THE GROUP**

Vilniaus Baldai AB (hereinafter – the Company) prepares both separate Company's and consolidated financial statements. The Group (hereinafter – the Group) consists of Vilniaus Baldai AB and subsidiary ARI-LUX UAB in which the Company directly controls 100% of shares.

**GENERAL INFORMATION ABOUT THE COMPANY:**

<b>Name</b>	<b>Joint stock company Vilniaus Baldai AB</b>
Legal form	Joint stock company
Code	121922783
VAT payer's code	LT219227811
Authorised capital	LTL 15,545,068, divided into 3,886,267 ordinary registered shares with the par value of LTL 4 each.
Office address	Savanoriu Ave. 178B, LT-03154 Vilnius
Telephone	(8-5) 252 57 00
Fax	(8-5) 231 11 30
E-mail	info@vilniausbaldai.lt
Internet website	<a href="http://www.vilniausbaldai.lt">www.vilniausbaldai.lt</a>
Registration date and place	9 February 1993, Vilnius City Board
Register, where all the information about the Company is collected and stored	Register of legal entities
Main type of the activity	Design, production and selling of the office, bedroom, living-room and hall furniture

**GENERAL INFORMATION ABOUT THE SUBSIDIARY:**

<b>Name</b>	<b>Limited liability company ARI-LUX UAB</b>
Legal form	Limited liability company
Code	120989619
VAT payer's code	LT209896113
Authorised capital	LTL 10,000
Office address	Savanoriu Ave. 178B, LT-03154 Vilnius
Telephone	(8-5) 252 57 44
Fax	(8-5) 252 57 44
E-mail	<a href="mailto:aleksas.rimkus@ari-lux.lt">aleksas.rimkus@ari-lux.lt</a>
Internet website	
Registration date and place	28 October 1991, Vilnius City Board
Register, where all the information about the Company is collected and stored	Register of legal entities
Main type of the activity	Packaging

## 1. REVIEW OF THE COMPANIES GROUP'S POSITION, ACTIVITY AND DEVELOPMENT, CHARACTERISATION OF THE MAIN TYPES OF RISKS AND UNCERTAINTIES, FACED BY THE COMPANY

Vilniaus Baldai AB is a leading manufacturer of flat-pack furniture. The public company Vilniaus Baldai is the company that cherishes time-honoured traditions, applies modern technologies and enjoys a stable and continuous business growth.

The activity of Vilniaus Baldai was successful in 2011. The revenue increased to LTL 238.4 million and that was the best result in the Company's history. The Company continued to focus on cost reduction, increasing productivity and competitiveness levels and searching for new sales orders in 2011. Due to the optimisation of the labour processes, the labour productivity increased by 16 %, and one employee averagely manufactured production for LTL 556 thousand during 2011. We expect that the continued developments will help to implement the strategy of the Company. Furthermore, the rational use of the resources of the Company, increase of productivity aiming for the European standards and strict control of the quality will ensure better operating results of the Company in the future.

### Main risks faced by the Group:

**Economic risk factors.** The sales of Vilniaus Baldai AB to the main customer Swedish concern IKEA made about 98 % of all the sales of the Company in the year 2011 (in 2010 – 98 %, in 2009 – 99 %, in 2008 – 99 %). In 2011, the Company's sales revenue comprised sales of furniture which account for 98 % of total sales (in 2010 – 98 %) and sales of raw materials and waste of raw materials.

The Company competes with the world furniture producers.

**Political risk factors.** Critical changes in the business environment are related to the unstable economic situation in the world. This has a direct impact on the net profit and cash flows of the Company. There are no requirements and restrictions established by the State to the issuer's activity.

**Social risk factors.** The unstable situation of business in Lithuania effects the Company as well, and this results in the need for changes to be introduced in the Company's organisational structure, the need for higher labour productivity, introduction of an effective system of the purchase of raw materials and services, improvement of technological processes. In the year 2011 the wages in the Company were increased by 5 % on the average. The Company pays great attention to the improvement of operating conditions and training and qualification improvement of the employees. Trade Union, representing the interests of the employees, operates actively in the Company.

**Supply.** Vilniaus Baldai AB has introduced an effective system of the purchase of raw materials and services. The Company maintains strong strategic relations with suppliers and constantly searches for new opportunities in the markets of raw materials and services. Vilniaus Baldai AB signs long-term contracts with the suppliers of the raw materials.

**Technical and technological risk factors.** The modern production equipment is introduced in the Company. The manufacturing processes should be further modernised. The physical and moral condition of the main facilities is good and does not cause any risk to the activity of the Company. Vilniaus Baldai AB focuses on maintenance of production facilities, optimisation of technological processes, increase in labour productivity. The Company regularly invests in renovation of facilities and introduction of the latest technologies.

**Ecological risk factors.** There is an environment protection management system introduced in the Company, corresponding to the ISO 14001 requirements. The core of this system is the management and permanent improvement of the environment protection. The Company works purposefully seeking to make the production ecological, to control the impact that the materials and raw materials have on the environment, to ensure that the suppliers of the products and services correspond to the environment protection management requirements. Company was granted FSC production line certificate. The annual audit of quality management system and environmental management system according EN ISO 9001:2008 and EN ISO 14001:2005 was performed in July 2011, the annual maintenance audit for FSC production line was performed in December 2011. There aren't identified any non - conformances. In 2011 Vilniaus Baldai AB paid LTL 17 thousand of the environment pollution taxes, as well as LTL 413 thousand for the waste utilisation services. There were no manufacturing restrictions because of the environment pollution.

**1. REVIEW OF THE COMPANIES GROUP'S POSITION, ACTIVITY AND DEVELOPMENT, CHARACTERISATION OF THE MAIN TYPES OF RISKS AND UNCERTAINTIES, FACED BY THE COMPANY (cont'd)**

**Repayment of the loans.** The repayment of the loans is made according upon the contractual schedules. All the payments to the bank are made on time. Information on terms and conditions of repayment of financial liabilities, credit and interest rate risks of the Group and the Company is provided in the notes to the Consolidated and the Parent company's financial statements for the year 2011 (13 and 24 Notes).

**Characteristics of internal control and risk management systems related to the preparation of consolidated financial statement of the Company and the Group.** Invalda AB Audit committee supervises the preparation of the consolidated financial statement, internal control and risk management systems, compliance with the legal acts, which regulate the preparation of the consolidated financial statement. The Company is a public interest company that is a subsidiary of the public limited company Invalda and its financial statements are consolidated. The issue of the demand for such committee at the Company itself may be discussed in the future with regard to the situation, the financial costs and other factors and by taking advantage of the market's best practices.

The Company's Chief Accountant is responsible for the preparation of the consolidated financial statement, ensures the collection of information from Group companies, its' timely and fair processing and preparation for the financial statement.

**2. THE ANALYSIS OF THE FINANCIAL AND NON-FINANCIAL ACTIVITY RESULTS, INFORMATION RELATED TO THE ENVIRONMENTAL AND PERSONNEL MATTERS**

Indicators characterising the operation of the Group in the period of 2009 – 2011:

	2011	2010	2009
Net profitability = net profit / sales * 100	11.25%	14.13%	10.47%
Average return on assets ROA = net profit / (assets at the beginning of the period + assets at the end of the period) / 2 *100	23.86%	29.84%	18.35%
Return on equity ROE = net profit / equity*100	31.91%	38.28%	34.71%
Net earnings per share EPS = net profit / number of shares	6.90	7.17	4.01
Debt ratio = liabilities / assets	0.28	0.33	0.42
Debt to equity coefficient = liabilities / share capital	0.38	0.49	0.74
Current ratio = current assets / current liabilities	2.80	2.48	1.50
Asset's turnover = sales / assets	2.05	1.81	1.91
Book value of share = equity / number of shares	21.63	18.73	11.56
Turnover (thousand LTL)	238,368	197,214	148,966
Gross profit (thousand LTL)	41,748	41,615	28,974
Net profit (thousand LTL)	26,811	27,857	15,590
EBITDA (million LTL)	36.1	38.2	27.0
Dividends per share (for the prior accounting period)	LTL 4	-	-
Earnings per share P/E	5.2	4.6	2.2
The lowest share price	LTL 26.93	LTL 8.50	LTL 6.01
The highest share price	LTL 44.89	LTL 36.00	LTL 11.00
Closing price	LTL 35.56	LTL 32.80	LTL 9.00
Capitalisation (thousand LTL )	138,196	127,470	34,980

## PRODUCTION AND SALES

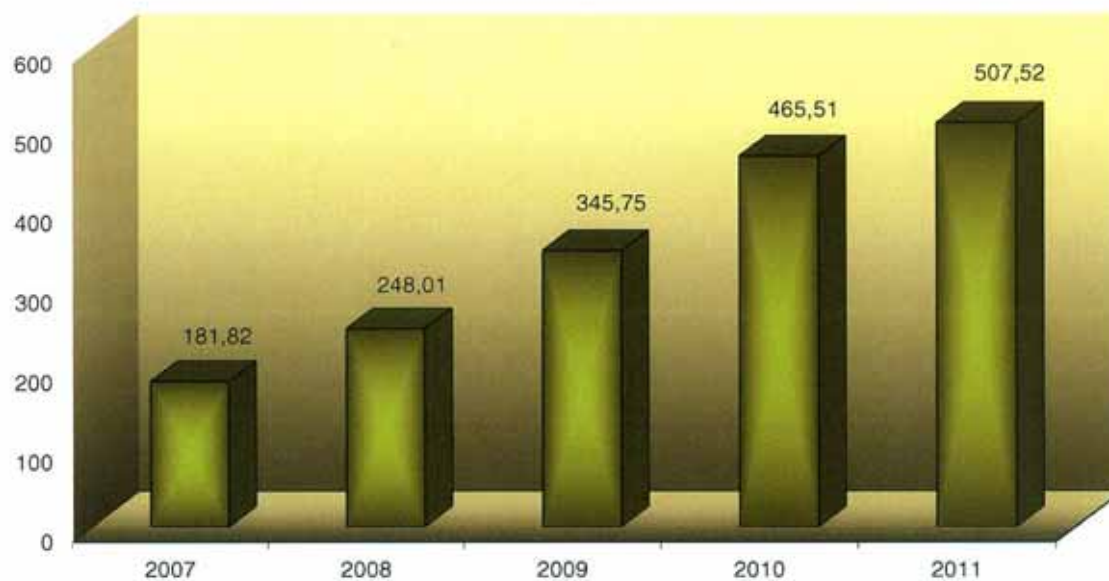
Vilniaus Baldai AB designs, produces flat-pack furniture. The production of the Company is produced from wood particle boards, the most modern technology of board on frame is used, according to which the produced furniture is lighter, however massively looking. When employing this technology less raw materials can be used, and stable quality of the production is attained. Each year new products are developed and production technologies of existing ones are improved taking into consideration the needs of consumers and prevailing tendencies. The new planning system is implemented in the Company.

Modern equipment, purchased from such world-renowned manufacturers as Holzma, Homag, Burkle, Weeke, Wikoma, Ima, Biesse, Wemhoner etc., enables to manufacture different types of the furniture, coated with planed plywood and enamel.

The volumes of Company's production in terms of value in the period of 2009 – 2011:

Production	2011		2010		2009	
	thousand LTL	%	thousand LTL	%	thousand LTL	%
Furniture	224,016	99.19	192,721	100.00	152,823	100.00
Other production	1,832	0.81	-	-	-	-
<b>Total</b>	<b>225,848</b>	<b>100.00</b>	<b>192,721</b>	<b>100.00</b>	<b>152,823</b>	<b>100.00</b>

Production per worker 2007 – 2011 (thousand LTL / per year):





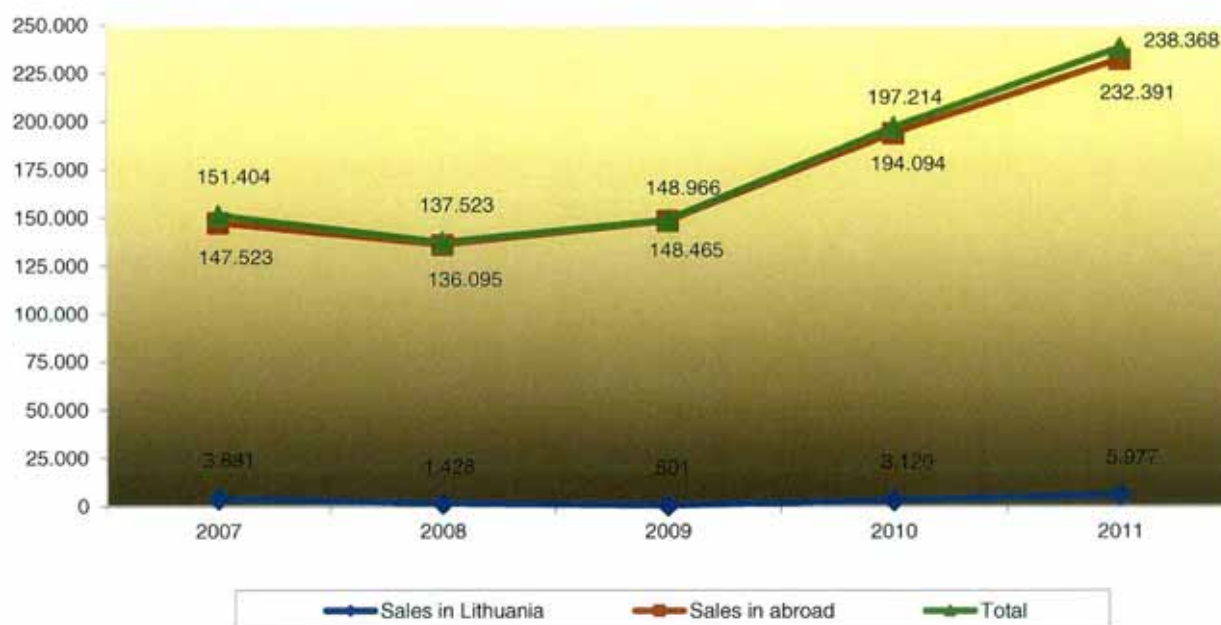
**PRODUCTION AND SALES (cont'd)**

Production sales according to the markets in the period of 2009 – 2011:

Sales	2011		2010		2009	
	thousand LTL	%	thousand LTL	%	thousand LTL	%
Sales in Lithuania	5,977	2.51	3,120	1.58	501	0.34
Sales in abroad	232,391	97.49	194,094	98.42	148,465	99.66
<b>Total</b>	<b>238,368</b>	<b>100.00</b>	<b>197,214</b>	<b>100.00</b>	<b>148,966</b>	<b>100.00</b>

The Company's sales in Lithuania mostly comprise sales of raw materials and waste of raw materials.

Sales of the Company in the period of 2007 – 2011, in LTL thousand:



**SUPPLY**

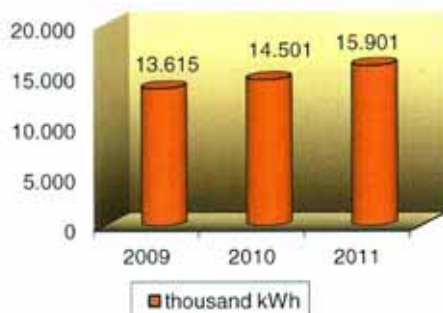
Vilniaus Baldai AB has introduced an effective system of the purchase of raw materials and services. The Company maintains strong strategic relations with suppliers and constantly searches for new opportunities in the markets of raw materials and services. The purchase process is distinguished into strategic and operational purchases. The Company aims to manage the supply risk, therefore main raw materials may be supplied by principal or alternative suppliers. The Company has implemented and continuously improves the assessment system of suppliers, audits of suppliers are carried out.

Vilniaus Baldai AB establishes the long-term contracts with the suppliers. The Company acquires the main raw materials from the local, Slovak, Polish and German producers. The main suppliers are Swedspan Giriu Bizonas UAB, Freda AB, Pfeleiderer Grajewo S.A., Sherwin – Williams Lietuva UAB, IKEA Components S.R.O, Vokė III UAB, Homanit Polska Sp.zo.o, Rehau AG+co, SCA Packaging UAB, RVG baldai UAB. The local supply of the raw materials is pre-conditioned by the cheap transportation costs and good relations with the major suppliers.

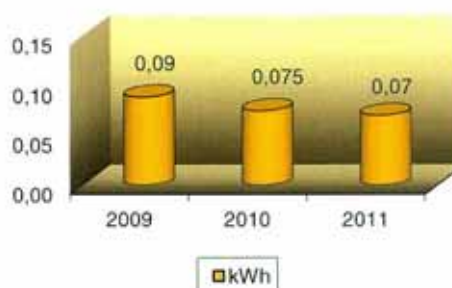
## ENERGETICS

Vilniaus Baldai AB pays a lot of attention on reduction of energy costs. During 2011 the Company consumed 15,901 thousand kWh of electricity (2010 – 14,501 thousand kWh, 2009 – 13,615 thousand kWh). The electricity consumption for production of LTL 1 amounted to 0.07 kWh (2010 – 0.075 kWh, 2009 – 0.09 kWh).

**Consumption of electricity, thousand kWh per year**



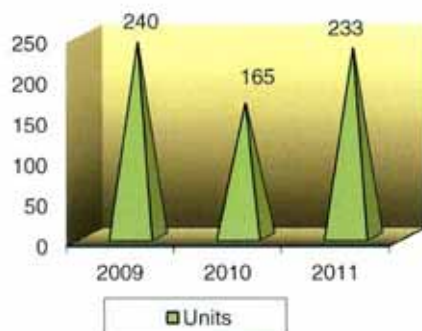
**Output per one LTL consumption of electricity, kWh**



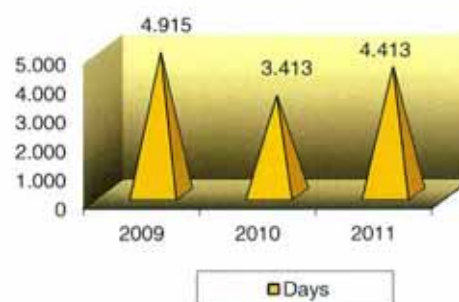
## EMPLOYEES

The Company pays great attention and allocates funds for the improvement of working conditions and trainings, qualification improvement of the personnel, implementation of LEAN principles and methods. Vilniaus Baldai AB makes regular investments in production facilities, automation of technological processes in order to improve working conditions, reduce physical workload of employees. Investments in occupational safety and wellbeing of employees serve as a basis for establishing a different working environment which encourages to aim for better performance and achieve higher competitiveness in the international markets.

**Employees of the Company the number of cases of illness, units per year**



**Employees of the Company the number of days of illness, days per year**



During 2011 the number of work places at the Group and the Company was increase, this was caused by the increase in labour productivity and sales. 507 employees worked in the Group and 456 employees in the Company at the end of 2011 (453 in the Group and 431 in the Company at the end of 2010). The average age of the employees is 43 years.

The average number of the recorded employees in the period of 2009 – 2011:

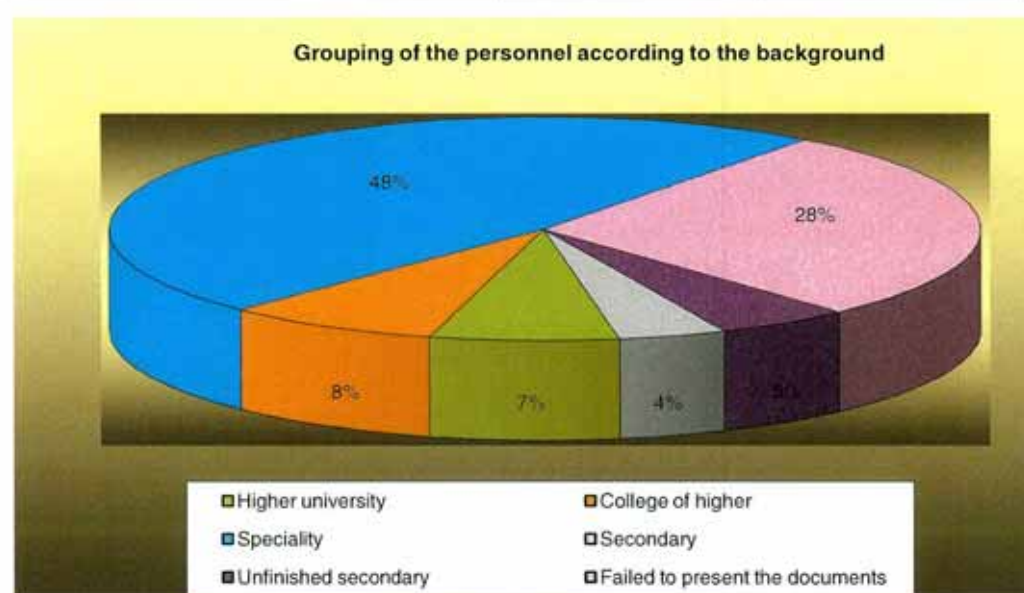
	2011	2010	2009
Executive personnel	4	5	5
Specialists	35	38	40
Workers	406	371	397
<b>Total</b>	<b>445</b>	<b>414</b>	<b>442</b>

**EMPLOYEES (cont'd)**

The increasing production capacity of the Company and sales allow to increase wages, which increased by an average of 5% in 2011. Remuneration comprises a basic and variable component. A variable component of remuneration depends on the Company's results of operations. The Company is proud of its highly experienced and qualified employees.

The average wages of the employees in the period of 2009 – 2011, LTL:

	2011	2010	2009
Executive personnel	18,756	16,184	12,746
Specialists	4,422	4,101	3,615
Workers	2,757	2,637	2,429
<b>Total</b>	<b>3,063</b>	<b>2,924</b>	<b>2,661.5</b>



The collective agreement is concluded in the Company. The collective agreement was renewed on 23 November 2011. The agreement is mandatory for all the employees of the Company. The purpose of this agreement is to ensure the harmonious work of the staff, high level of working conditions of different categories of employees, salary and other working conditions also to ensure additional social guarantees which are not stated according to the regulations of Lithuanian legislations for the employees of the Company. The collective agreement includes the working contract formation, change, termination, work and rest time, payment for work done, improvement of the qualification of the employees, safety at work and medical assistance, social care, trade - union activity and guarantees of the elected employees.

**3. REFERENCES AND ADDITIONAL EXPLANATIONS ABOUT THE INFORMATION PRESENTED IN THE ANNUAL FINANCIAL STATEMENTS**

The information presented in the annual financial statements and the explanatory notes.

**4. INFORMATION ABOUT THE OWN SHARES**

The Company did not have any own shares, did not acquire or transfer any in the reporting period.

During the ordinary general meeting of shareholders held on 29 April 2010 a decision was passed to make a transfer of LTL 25,000 thousand from the Company's retained earnings to the reserve for the acquisition of own shares. The matter on the acquisition of own shares will be deliberated by the shareholders in the future considering the Company's results of operations and the market situation.

**5. INFORMATION ABOUT THE BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY**

The Company does not have any branches or representative offices.

## 6. IMPORTANT EVENTS, WHICH HAVE OCCURED AFTER FINANCIAL YEAR END

There were no significant events at the Company subsequent to the end of the reporting period prior to the approval of the consolidated annual report.

## 7. OPERATING PLANS AND FORECASTS OF THE GROUP'S ACTIVITY

The unstable economic situation in the world reinforces the Company's global competition with other furniture manufacturers. In 2012 it will be harder to compete for the sales orders, but the Company expects for the further revenue growth. The commodity markets have been stabilized, so the Company expects to maintain its profit margins. The Company will continue improving production processes and labour productivity, increasing quality of products and their range and will aim to retain its position as one of the most competitive companies in the industry sector in which is operates.

## 8. INFORMATION ABOUT THE RESEARCH AND DEVELOPMENT ACTIVITY OF THE COMPANY

The Company did not carry out any research or development activity. The Company used the results of the customers' research.

## 9. WHEN THE GROUP EMPLOYS THE FINANCIAL INSTRUMENTS AND WHEN IT IS IMPORTANT FOR VALUATION OF THE COMPANY'S ASSETS, EQUITY, LIABILITIES, FINANCIAL POSITION AND ACTIVITY RESULTS OF THE COMPANY, THE COMPANY DISCLOSES THE OBJECTIVES OF THE FINANCIAL RISK MANAGEMENT, ITS POLICY FOR HEDGING MAJOR TYPES OF FORECASTED TRANSACTIONS FOR WHICH HEDGE ACCOUNTING IS USED, AND COMPANY'S EXPOSURE TO PRICE RISK, CREDIT RISK, LIQUIDITY RISK AND CASH FLOW RISK

The Group did not use any financial instruments, which are important to the evaluation of the Group's assets, liabilities and operation results.

## 10. INFORMATION ON THE CONTRACTS WITH THE INTERMEDIARIES OF THE PUBLIC TURNOVER OF THE SECURITIES

The Company has signed the contract with the FMĮ Finasta AB (Maironio Str. 11, Vilnius) on the management of the Company's securities accounting and the payment of dividends to the shareholders.

## 11. STRUCTURE OF THE ISSUER'S AUTHORISED CAPITAL

Structure of the authorized capital of Vilniaus Baldai AB:

Type of shares	Number of shares, units	Nominal value, LTL	Total nominal value, LTL	Share in the authorised capital, %
Ordinary registered shares	3,886,267	4	15,545,068	100.00

The Company's authorised share capital is divided into 3,886,267 ordinary registered shares with par value of LTL 4 each. The shares are intangible. They are recorded in personal securities accounts of shareholders. These accounts are managed following the procedure established by regulatory legislation on the securities market.

### Rights and obligations carried by the shares

The shareholders have no property obligations to the Company, except for the obligation to pay up, in the established manner, all the shares subscribed for at their issue price.

If the General Meeting takes a decision to cover the losses of the Company from additional contributions made by the shareholders, the shareholders who voted "for" shall be obligated to pay the contributions. The shareholders who did not attend the General Meeting or voted against such a resolution shall have the right to refrain from paying additional contributions.

A shareholder shall repay to the Company any dividend paid out in violation of the mandatory norms of the Law on Stock Companies of the Republic of Lithuania, if the Company proves that the shareholder knew or should have known thereof.

## 11. STRUCTURE OF THE ISSUER'S AUTHORISED CAPITAL (cont'd)

### Rights and obligations carried by the shares

The shareholders have the following property and moral rights:

1. to receive a part of Company's profit (dividend);
2. to receive Company's funds when the authorized capital of the Company is decreased in order to pay the Company's funds to the shareholders;
3. to receive shares without payment if the authorized capital is increased out of the Company's funds except in cases provided for by the laws of the Republic of Lithuania;
4. to have the pre-emption right in acquiring shares or convertible debentures issued by the Company, except in cases when the General Meeting in the manner prescribed in the Law on Companies of the Republic of Lithuania decides to withdraw the pre-emption right in acquiring the Company's newly issued shares or convertible debentures for all the shareholders;
5. to lend the Company in the manner prescribed by laws, but the Company, borrowing from its shareholders has no right to mortgage its property to shareholders. The interest shall not exceed the average interest rate of commercial banks in the lender's place of residence or business in force at the time of the loan contract when the Company is borrowing from the shareholder. In this case it is prohibited to the Company and its shareholders to agree on a higher interest rate;
6. to receive a part of assets of the Company in liquidation;
7. other statutory property rights;
8. the rights, indicated in statutes 1 - 4 have persons who were Company's shareholders at the tenth day after the decision that was accepted at the end of general shareholders' meeting (hereinafter – at the end of right record day);
9. to participate in general shareholders' meetings;
10. to submit the questions related to the agenda of general shareholders' meetings to the Company in advance;
11. to vote at general shareholders' meetings according to voting rights carried by their shares. Each registered ordinary share carries one vote at the general shareholders' meeting except the exceptions indicated in the Company Law of the Republic of Lithuania. The right to vote at the general shareholders' meetings may be prohibited or restricted by the Company Law of the Republic of Lithuania and other cases established by law, as well as, when the ownership of the share is being disputed;
12. to receive information on the Company as indicated in the Company Law of the Republic of Lithuania;
13. to file a claim with the court for reparation of Company's damage resulting from nonfeasance or malfeasance by the Company's executive and board members of their obligations prescribed by the Company Law of the Republic of Lithuania and other laws as well as Company's regulations;
14. to authorize natural or legal person to represent him in relations with the Company and other persons;
15. other non-property rights established by the Company Law of the Republic of Lithuania or Company's regulations.

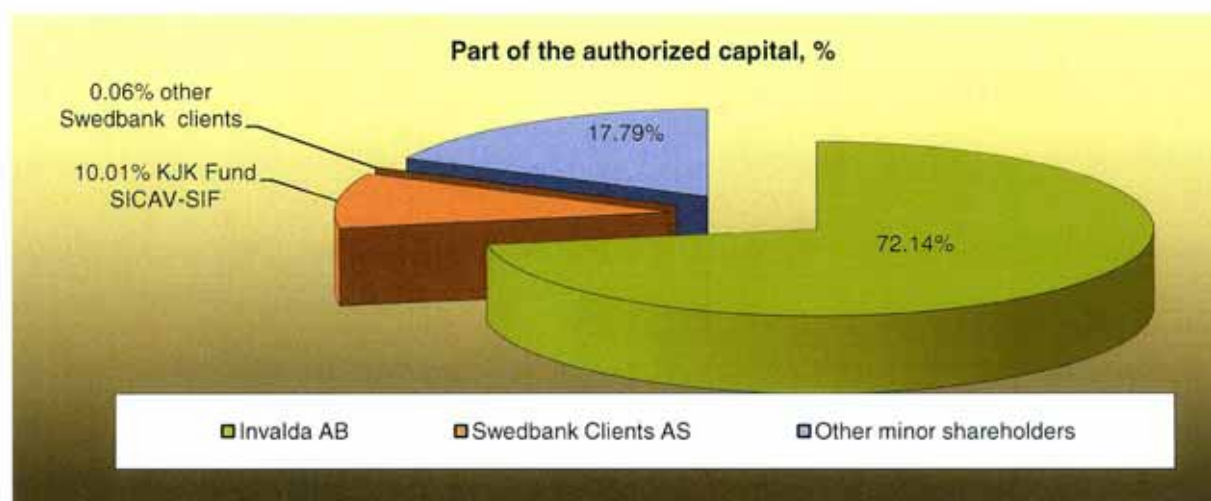
## 12. SHAREHOLDERS

Total number of the shareholders as of 31 December 2011 is 1,179.

The shareholders who had upon the property rights or possessed more than 5 % of the issuer's authorised capital on 31 December 2011:

Names of the companies, office addresses, codes	Number of shares owned under the property rights, units	Part of the authorised capital, %	Part of the votes, %
Invalda AB, company code 121304349, Seimyniskiu Str. 1 A, Vilnius	2,803,395	72.14	72.14
Swedbank Clients, company code 10060701 Liivalaia 8, 15040 Tallinn, Estonia	391,284	10.07	10.07
- of which KJK Fund SICAV-SIF	389,161	10.01	10.01

## 12. SHAREHOLDERS (cont'd)



The are no shareholders, having any special rights of control.

The are no voting rights restrictions.

The issuer is not aware of any agreements between the shareholders, because of which the transfer of the securities and (or) the voting right could be limited.

## 13. INFORMATION ABOUT THE ISSUER'S STOCK EXCHANGE TRADING ON THE REGULATED MARKETS

The Company's ordinary registered shares are on the Official list of the Nasdaq OMX Vilnius AB.

The main characteristics of shares:

Type of shares	VP ISIN code	Abbreviation	Number of shares, units.	Nominal value, LTL	Total nominal value, LTL
Ordinary registered shares	LT0000104267	VBL1L	3,886,267	4	15,545,068

The trade of the shares of the Company:

	2011	2010
Price of the shares, LTL:		
- opening	32.46	8.99
- highest	44.89	36.00
- lowest	26.93	8.50
- closing	35.56	32.80
- average	34.94	20.35
Turnover of shares, units	113,526	206,393
Turnover of shares, LTL	3,966,193	4,199,716
Total number of transactions, units	1,251	1,038
Capitalization, million LTL	138.20	127.47

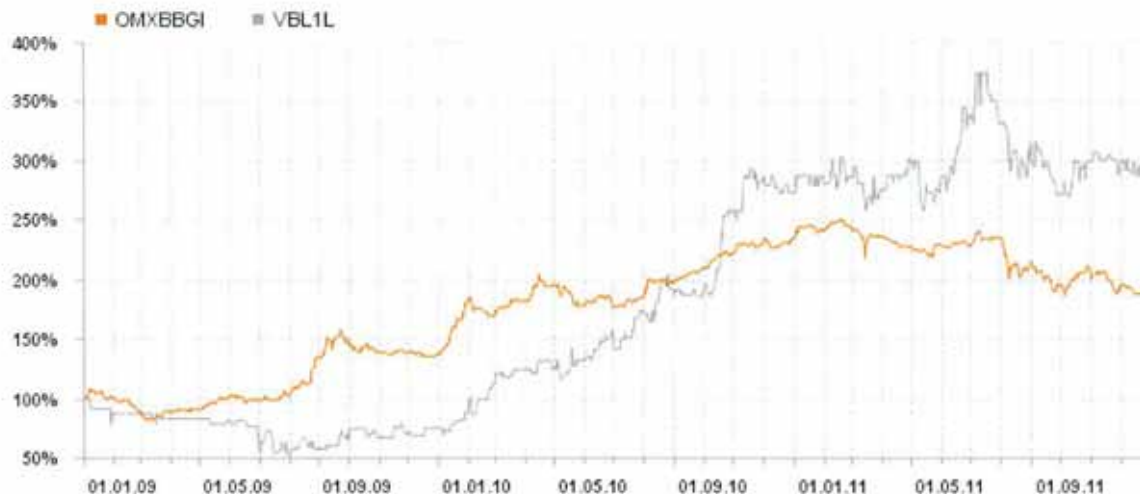
### 13. INFORMATION ABOUT THE ISSUER'S STOCK EXCHANGE TRADING ON THE REGULATED MARKETS (cont'd)

Shares turnover and price of Vilnius Baldai AB in the period of 2002 – 2011:



Comparison of the price of shares of Vilnius Baldai AB with the OMXBB index in the period of 2009 – 2011:

#### Baltic market indexes



Index/Equity	01.01.2009	31.12.2011	+/-%
— OMX Baltic Benchmark GI	228.12	431.94	89.35 ↑
— VBL1L	3.48 EUR	10.30 EUR	196.37 ↑

### 14. ORDER OF CHANGING OF THE ISSUER'S ARTICLES OF ASSOCIATION



The Articles of Company are changed by the resolution of the General Meeting of shareholders, adopted by the majority of more than 2/3 of all the votes.

## 15. ISSUER'S BODIES

The Company has the General Meeting of shareholders, a one-man management body – chief executive officer (General Director) and the collegial management body – the Board. The Company does not have Supervisory Board.

The Board of the Company consists of 3 members. It is elected for the period of four years by the General Meeting. The Board of the Company elects and withdraws and dismisses from the position the Chief Executive Officer, determines his salary, confirms the job descriptions, appoints him and imposes penalties.




The Board and Administration of the Company:

	<b>Mr. Vytautas Bucas</b>	
	<b>Position</b>	
	Chairman of the Board, elected to the Board on 12.04.2007, re-elected on 29.04.2008, end of the term – 2012.	
	<b>Work experience</b>	
	Since 2006 Adviser of Invalda AB (since May 2007 Chairman of the Board) 2006 – 2007 Director of Invaldos Nekilnojamojo Turto Fondas AB 2000 – 2006 SEB Bankas AB, Board member, Vice President, CFO, Head of IT Department 1992 – 2000 Senior Auditor, Senior Manager, Manager at Arthur Andersen	
	<b>Participation in the activities of other companies</b>	<b>Number of shares and of voting rights</b>
	Chairman of the Board of Invalda AB	18.56 % of shares and of voting rights; together with related parties 26.85 % of voting rights
	Chairman of the Board of Invaldos Nekilnojamojo Turto Fondas AB	-
Board member of Inreal Pastatu Prieziura UAB	-	
Board member of Invalda Lux S.a.r.l.	-	
Chairman of the Board of BAIP Grupe UAB	-	
Board member of Litagra UAB	-	
	<b>Mr. Darius Sulnis</b>	
	<b>Position</b>	
	Board member, elected to the Board on 12.04.2007, re-elected on 29.04.2008, end of the term – 2012.	
	<b>Work experience</b>	
	Since January 2012 – Board member of Invalda AB 2006 – 2011 President and Board member of Invalda AB 2002 – 2006 Director of Invalda Nekilnojamojo Turto Valdymas UAB 1994 – 2002 Director of FMI Finasta AB	
	<b>Participation in the activities of other companies</b>	<b>Number of shares and of voting rights</b>
	Board member of Invalda AB	5.55 % of shares, 7.89 % of voting rights; together with related parties 26.85 % of voting rights
	Board member of Invaldos Nekilnojamojo Turto Fondas AB	-
	Board member of Umega AB (till January 2012)	-
	Board member of Litagra UAB	-
	Chairman of the Supervisory Board at Dommo SIA (Latvia)	-
Chairman of the Supervisory Board at Burusala SIA (Latvia)	-	
Lucrum investicija UAB	100 % (all voting rights are disposed)	
Golfas UAB	31 %	
<b>Participation in Vilniaus Baldai AB authorised capital</b>	<b>0.28 %</b>	



**15. ISSUER'S BODIES (cont'd)**

The Board and Administration of the Company (cont'd)

	<b>Mr. Dalius Kazius</b>	
	<b>Position</b>	
	Board member, elected to the Board on 29.04.2010, end of the term – 2012.	
	<b>Work experience</b>	
	Since January 2012 – President and Board member of Invalda AB	
	2008 – 2011 Adviser and Board member of Invalda AB	
	2008 – 2009 Director of Bankas Finasta AB	
	1996 – February 2008 assistant of financial broker of FMI Finasta AB, financial broker, Director.	
	<b>Participation in the activities of other companies</b>	<b>Number of shares and of voting rights</b>
	President and Board member of Invalda AB	0.41 % of shares and of voting rights; together with related parties 26.85 % of voting rights
	Board member of Ineturas UAB	-
	Board member of Inreal pastatu prieziura UAB	-
	Board member of Kelio Zenklai UAB	-
Board member of BAIP Grupe UAB	-	
Board member of Invetex UAB	-	
Board member of Tiltra Group AB (till March 2012)	-	
Member of the Supervisory Board at Vernitas AB (till March 2012)	-	
Board member of Invalda Lux S.a.r.l.	-	
Board member Jurita UAB	-	
Chairman of the Board of Lauko gelininkystes bandymu stotis	-	
Board member of Litagra UAB	-	
	<b>Mr. Aidas Mackevicius</b>	
	<b>Position</b>	
	General director since 01.07.2010	
	<b>Work experience</b>	
2008 – 2009 General director of AG group UAB		
2004 – 2008 General director of Palink UAB		
1999 – 2004 Finance director Palink UAB		
<b>Participation in the activities of other companies</b>	<b>Number of shares and of voting rights</b>	
-	-	
	<b>Mrs. Ausra Kibirkstiene</b>	
	<b>Position</b>	
	Chief accountant since 18.08.2008	
	<b>Work experience</b>	
2001 – 2008 m. Manager of accounting system Navision of Litesko UAB		
2005 – 2008 m. Chief accountant of Druskininku dujos UAB		
1996 – 2001 m. Accountant of Bite Lietuva UAB		
<b>Participation in the activities of other companies</b>	<b>Number of shares and of voting rights</b>	
-	-	

## 15. ISSUER'S BODIES (cont'd)

The Board and Administration of the Company (cont'd)

The Company's key management personnel includes the Company's General Director and Chief Accountant. In 2011 the average monthly remuneration to the management member of the Company amounted to LTL 30.63 thousand (2010 – LTL 38.75 thousand). The remuneration is not paid to the Board members of the Company. In 2011 the Company paid to the Board members LTL 795 thousand annual payments (bonus).

Remuneration to the management member of the Company:

	2011	2010
Wages, salaries	561	710
Social security	174	220
<b>Total</b>	<b>735</b>	<b>930</b>

During the 2011 the Company did not transfer any assets to the Board members, Head of the Company, Chief accountant as well as any guarantees or warranties, by which the performance of their liabilities would be secured.

## 16. SIGNIFICANT AGREEMENTS IN WHICH THE COMPANY IS INVOLVED AND WHICH WOULD BECOME EFFECTIVE, WOULD CHANGE OR WOULD BE TERMINATED IF THE CONTROL OF ISSUER WILL CHANGE

During the 2011 no material agreements were signed which would become effective, would change or would be terminated if the control of issuer will change. Furthermore, there were no agreements signed during the 2011 between the Company and its body, employees which allow compensations if they would resign or would be fired without the justified reason or their work would be finished due to the issuer control change.

## 17. RELATED PARTY TRANSACTIONS

The parties are considered related when one party has the possibility to control the other one or have significant influence over the other party in making financial and operating decisions. The related parties of the Company during 2011 and 2010 were: Invalda AB (ultimate shareholder) and all companies controlled by Invalda AB. Transactions with related parties during 2011 and 2010 and the balances as of 31 December 2011 and 2010 is provided in the notes (Note 26) to Consolidated and Parent Company's financial statements for the year ended 31 December 2011.

## 18. DATA ON THE PUBLICLY DISCLOSED INFORMATION

The information publicly disclosed by Vilnius Baldai AB during 2011 is presented in the Company's website [www.vilniausbaldai.lt](http://www.vilniausbaldai.lt).

Summary of publicly disclosed information during 2011:

Date of disclosure	Brief description of disclosed information
06.01.2011	Notification about acquisition of voting rights
06.01.2011	Vilnius baldai AB investor's calendar for year 2011
14.01.2011	Notification about acquisition of voting rights
18.02.2011	Interim information for the twelve months of 2010
18.02.2011	Sales and Result for activity during period of January – December 2010
01.04.2011	Annual audited information for the year 2010
06.04.2011	Convocation of Vilnius Baldai AB Ordinary General Shareholders Meeting
06.04.2011	Draft resolutions for the Annual General Shareholders Meeting
28.04.2011	Resolutions of the Annual General Shareholders Meeting of Vilnius Baldai AB on 28.04.2011
28.04.2011	Vilnius baldai AB annual information for the year 2010
02.05.2011	Sales and Result for activity during period of January – March 2011
02.05.2011	Non audited interim condensed consolidated financial statement for the three months of 2011
17.05.2011	Procedure for the payout of dividends for the year 2010

**18. DATA ON THE PUBLICLY DISCLOSED INFORMATION (cont'd)**

Summary of publicly disclosed information during 2011 (cont'd):

18.08.2011	Sales and Result for activity during period of January – June 2011
18.08.2011	Non audited interim condensed consolidated financial statement for the six months of 2011
02.11.2011	Sales and Result for activity during period of January – September 2011
02.11.2011	Non audited interim condensed consolidated financial statement for the nine months of 2011

Summary of the notifications on transactions in Vilniaus baldai AB shares concluded by Managers of the Company during 2011:

Date	Person	Number of shares	Share price, LTL	Total value of transaction, LTL	Form of transaction	Type of transaction	Placement of transaction
02.09.2011	Invalda AB	5,000	34.53	172,640	Acquisition	Purchase – sale	TS

Explanations:

AUTO – automatically matched trade concluded in the regulated market;

TS – negotiated deal concluded on a regulated market;

XOFF – OTC trade.

General Director



Aidas Mackevicius

**Vilniaus Baldai AB disclosure form concerning the compliance with the Governance Code for the companies listed on the regulated market**

Following the Article 21 paragraph 3 of the Law on Securities of the Republic of Lithuania and the paragraph 24.5. of the Listing Rules of the NASDAQ OMX Vilnius AB, Vilniaus Baldai AB discloses its compliance with the Governance Code, approved by the NASDAQ OMX Vilnius for the companies listed on the regulated market, and its specific provisions.

PRINCIPLES/ RECOMMENDATIONS	YES/ NO/ NOT APP- LICAB- LE	COMMENTARY
<b>Principle I: Basic Provisions</b>		
<b>The overriding objective of a company should be to operate in common interests of all the shareholders by optimizing over time shareholder value.</b>		
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 unstable economic situation in the world reinforces the Company's global competition with other furniture manufacturers. In 2012 it will be harder to compete for the sales orders, but the Company expects for the further revenue growth. The commodity markets have been stabilized, so the Company expects to maintain its profit margins. The Company will continue improving production processes and labour productivity, increasing quality of products and their range and will aim to retain its position as one of the most competitive companies in the industry sector in which it operates.
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	The activity of the Company's management bodies is concentrated on the implementation of the main goals and tasks.
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 Board of the Company adopts the decisions on all the most important matters. The ordinary meetings of the Board of the Company are held once a quarter. Extraordinary – upon the suggestion of Chairman of the Board or Board member for the discussion and decision making of the important matters. The Board of the Company cooperates with the Chief Executive Officer.
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 respects the rights and the interests of all main concerned groups.
<b>Principle II: The corporate governance framework</b>		
<b>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.</b>		
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.	No	Management bodies of the Company are General Meeting, Board and Chief Executive Officer. The Company does not have a supervisory board. Control of the Board of the Company is performed by General Meeting, the Board reports to the General Meeting of Shareholders.

<p>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.</p>	<p>Yes</p>	<p>The Company has a collegial management body – the Board.</p>
<p>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.</p>	<p>No</p>	<p>The Company does not follow this recommendation. It has just one collegial body – the Board.</p>
<p>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 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.</p>	<p>No</p>	<p>The Company follows the majority of the provisions defined in Principle III. It does not follow the provisions defined in Principle IV on the establishment of committees.</p>
<p>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.</p>	<p>Yes</p>	<p>The Board of the Company consists of 3 members. All the 3 members represent the interests of the shareholders' and aim for the benefit of the Company.</p>
<p>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.</p>	<p>No</p>	<p>Members of the Supervisory Board and the directors' consultants are not appointed by the Company.</p>
<p>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 depart from these recommendations, it should furnish information on the measures it has taken to ensure impartiality of the supervision.</p>	<p>Yes</p>	<p>Chief Executive Officer of the Company is not a Board member. Chairman of the Board of the Company is not and was not the chief executive officer of the Company. There is no obstacles in independent and fair supervision.</p>
<p><b>Principle III: The order of the formation of a collegial body to be elected by a general shareholders' meeting</b></p>		
<p><b>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.</b></p>		
<p>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.</p>	<p>Yes</p>	<p>The Board formation mechanism allows to ensure proper monitoring of the Company. Only a person, having the proper qualification can become a Board member. The Board of the Company consists of the members not working at the Company.</p>

<p>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.</p>	<p>Yes</p>	<p>Information about current Board members is presented in the Company's periodic reports.</p>
<p>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 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>Yes</p>	<p>The information on the composition of the Board is published in the annual report.</p>
<p>3.4. In order to maintain a proper balance in terms of the current qualifications possessed by its members, the collegial body should determine its desired composition 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.</p>	<p>Yes</p>	<p>Members of the Company's Board have significant experience in Companies' management, diversity of knowledge and experience to complete their tasks properly.</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>Members of the Company's Board have significant experience in companies' management. The Company's Board members are acquainted with Company's organisation, its activity and management specifics.</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 independence of the elected Board members was not evaluated in the Company as well as the content of the notion of the sufficiency 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"> <li>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;</li> <li>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;</li> </ol>	<p>No</p>	<p>At the General Meeting of the shareholders the persons were elected to the members of the Board, who are independent and acting with an aim for the benefit of the Company, however they do not correspond to the recommendation on independence of this code.</p>

<p>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 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>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>3.9. 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	The Company did not use Board members' independence evaluation and disclosure practice.
<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</p>	No	The Company did not use Board members' independence evaluation and disclosure practice.

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.		
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.	Yes	On 28 April 2011 the Annual General Meeting decided to pay LTL 795 thousand annual payments (tantiemes) for the Board members.
<b>Principle IV: The duties and liabilities of a collegial body elected by the general shareholders' meeting</b>		
<b>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.</b>		
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.	Yes	The Chief Executive Officer of the Company at least once in a month reports to the company's Board and receives its recommendations. The Board of the Company confirms the annual report prepared by the Chief Executive Officer.
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).	Yes	Members of the Company's Board act in good faith for the benefit and in the interests of the Company. They try to maintain own independence in making decisions.
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.	Yes	Board members perform their functions properly: actively participate in the Board meetings and devote sufficient time and attention to perform their duties. Board meetings are attended by all members.
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.	Yes	The Company follows this recommendation.
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.	Yes	The transactions between the Company and its shareholders, Supervisory Board or management bodies or other bodies that may have influence on management of the Company are confirmed according to the Articles of the Association of the Company.



<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.</p>	<p>Yes</p>	<p>The Company's Board has financial resources and does not depend on the Company's management.</p>
<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 their role, operation, and transparency) should apply, where relevant, to the collegial body as a whole.</p>	<p>No</p>	<p>Due to the simple structure of the Company the nomination and remuneration committees are not carried out. Question regarding establishment of nomination and remuneration committees will be solved in future after analyzing situation, evaluating financial expenses and other factors, implementing best practices in the market. The Company is a public interest company that is a subsidiary of the public limited company Invalda, which forms the Audit Committee, and its financial statements are consolidated. Given these circumstances and following Paragraph 6 Article 52 of the Law on Audit of the Republic of Lithuania, the Company does not form an Audit Committee. The issue of the demand for such committee at the Company itself may be discussed in the future with regard to the situation, the financial costs and other factors and by taking advantage of the market's best practices.</p>
<p>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 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.</p>	<p>No</p>	<p>The Committees of Nomination and Remuneration are not established. The Committee of Audit is established in Invalda AB which is the public interest parent company and the financial statements of the Company are consolidated.</p>
<p>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.</p>	<p>No</p>	<p>The Committees of Nomination and Remuneration are not established because of the structural simplicity of the Company's management. The Audit Committee of Invalda AB consists of 2 members, one of them is independent.</p>

<p>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.</p>	No	The Committees of Nomination and Remuneration are not established because of the structural simplicity of the Company's management.
<p>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.</p>	No	The Committees of Nomination and Remuneration are not established because of the structural simplicity of the Company's management.
<p>4.12. Nomination Committee.  4.12.1. Key functions of the nomination committee should be the following:</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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;</li> <li>• Assess on regular basis the skills, knowledge and experience of individual directors and report on this to the collegial body;</li> <li>• Properly consider issues related to succession planning;</li> <li>• Review the policy of the management bodies for selection and appointment of senior management.</li> </ul> <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>	No	The Committees of Nomination and Remuneration are not established because of the structural simplicity of the Company's management.

<p>4.13. Remuneration Committee.</p> <p>4.13.1. Key functions of the remuneration committee should be the following:</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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;</li> <li>• Make proposals to the collegial body on suitable forms of contracts for executive directors and members of the management bodies;</li> <li>• 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);</li> <li>• 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.</li> </ul> <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> <ul style="list-style-type: none"> <li>• Consider general policy regarding the granting of the above mentioned schemes, in particular stock options, and make any related proposals to the collegial body;</li> <li>• Examine the related information that is given in the company's annual report and documents intended for the use during the shareholders meeting;</li> <li>• 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.</li> </ul> <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>No</p>	<p>The Committees of Nomination and Remuneration are not established because of the structural simplicity of the Company's management.</p>
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<p>4.14. Audit Committee.</p> <p>4.14.1. Key functions of the audit committee should be the following:</p> <ul style="list-style-type: none"> <li>• 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);</li> <li>• 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;</li> <li>• 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;</li> <li>• 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 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;</li> <li>• 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;</li> <li>• Review efficiency of the external audit process and responsiveness of management to recommendations made in the external auditor's management letter.</li> </ul>	<p>No</p>	<p>Invalda AB Audit committee supervises the preparation of the consolidated financial statement, internal control and risk management systems, compliance with the legal acts, which regulate the preparation of the consolidated financial statement. The Company is a public interest company that is a subsidiary of the public limited company Invalda and its financial statements are consolidated.</p> <p>The main functions of the Audit Committee of Invalda AB are:</p> <ol style="list-style-type: none"> <li>1. to advice for the Board of Invalda AB about the reliability, assignment, repeated assignment and dismissal of the external audit company and about the conditions of the agreement with external audit company;</li> <li>2. to observe the process of external audit;</li> <li>3. to observe if external audit company and its auditors keep the principles of independency and objectivity;</li> <li>4. to observe the process of preparation of financial statements;</li> <li>5. to observe the efficiency of internal control and risk management systems and to evaluate the need of internal audit functions once per financial year.</li> </ol>
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<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 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>	<p>No</p>	<p>There was no such practice.</p>

<b>Principle V: The working procedure of the company's collegial bodies</b>		
<b>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.</b>		
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.	Yes	This provision is adopted in the Company by collegial management – the Board.
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.	Yes	Meetings of the Company's Board are arranged at least once in a month.
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.	Yes	The Company follows provisions listed in this recommendation.
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-coordinating dates of the meetings, their agendas and 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.	No	The Company can not implement this principle, because Company has just collegial management – the Board.
<b>Principle VI: The equitable treatment of shareholders and shareholder rights</b>		
<b>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.</b>		
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.	Yes	The Company's capital consist only of the ordinary shares that grant the same rights to all their holders.
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.	Yes	The Company follows provisions listed in this recommendation.
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.	No	The Company does not follow this provision because of the developed routine practice, which was resulted by the quicker and timely decision-making process. The Company's Board adopts the decisions on these matters.

<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. Prior to the shareholders' meeting, the company's supervisory and management bodies should enable the shareholders to lodge questions on issues on the agenda of the general shareholders' meeting and receive answers to them.</p>	<p>Yes</p>	<p>All the shareholders of the Company are informed about date, venue and time of the General Meeting. Prior to the General Meeting of Shareholders all the shareholders have possibility to receive information, related to the agenda of General Meeting.</p>
<p>6.5. It is recommended that documents on the course of the general shareholders' meeting, including draft resolutions of the meeting, should be placed on the publicly accessible website of the company 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 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>Yes</p>	<p>The Company discloses the documents prepared for the General Meeting, including the drafts of the resolutions of the meetings via the information disclosure system of AB NASDAQ OMX Vilnius Stock Exchange. The information is e-mailed to each shareholder, requesting it. This information is not publicly accessible on the website of the Company.</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>Yes</p>	<p>Shareholders of the Company can implement the right to participate at the General Meeting of Shareholders either in person, or through the representative, if a person has the duly issued Power of Attorney. The Company also provides the possibilities for the shareholders to vote by completing the general voting ballot.</p>
<p>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 in voting processes by allowing the shareholders to vote in general meetings via terminal equipment of telecommunications. In such cases security of telecommunication equipment, text protection and a possibility to identify the signature of the voting person should be guaranteed. Moreover, companies could furnish its shareholders, especially foreigners, with the opportunity to watch shareholder meetings by means of modern technologies.</p>	<p>Not applicable</p>	<p>Up till now the Company has not had any need to implement this recommendation. Shareholders of the Company can vote through the authorized person or completing the general voting ballot.</p>
<p><b>Principle VII: The avoidance of conflicts of interest and their disclosure</b></p>		
<p><b>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.</b></p>		
<p>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.</p>	<p>Yes</p>	<p>The Company follows provisions listed in this recommendation.</p>
<p>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.</p>	<p>Yes</p>	

<p>8.5. 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.</p>	<p>No</p>	<p>The Company's remuneration policy is not confirmed at the Company. The Company does not prepare the remuneration statement, because the majority of the points of Principle VIII are not relevant to the present structure of the Company.</p>
<p>8.6. 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.</p>	<p>No</p>	<p>The Company's remuneration policy is not confirmed at the Company. The company does not prepare the remuneration statement, because the majority of the points of Principle VIII are not relevant to the present structure of the Company.</p>
<p>8.7. 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 8.7.1 to 8.7.4 for each person who has served as a director of the company at any time during the relevant financial year.</p> <p>8.7.1. The following remuneration and/or emoluments-related information should be disclosed:</p> <ul style="list-style-type: none"> <li>• The total amount of remuneration paid or due to the director for services performed during the relevant financial year, inclusive of, where relevant, attendance fees fixed by the annual general shareholders meeting;</li> <li>• The remuneration and advantages received from any undertaking belonging to the same group;</li> <li>• 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;</li> <li>• 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;</li> <li>• 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;</li> <li>• Total estimated value of non-cash benefits considered as remuneration, other than the items covered in the above points.</li> </ul> <p>8.7.2. As regards shares and/or rights to acquire share options and/or all other share-incentive schemes, the following information should be disclosed:</p> <ul style="list-style-type: none"> <li>• The number of share options offered or shares granted by the company during the relevant financial year and their conditions of application;</li> <li>• 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;</li> <li>• 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;</li> <li>• All changes in the terms and conditions of existing share options occurring during the financial year.</li> </ul> <p>8.7.3. The following supplementary pension schemes-related information should be disclosed:</p> <ul style="list-style-type: none"> <li>• When the pension scheme is a defined-benefit scheme, changes in the directors' accrued benefits under that scheme during the relevant financial year;</li> <li>• 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.</li> </ul>	<p>No</p>	<p>The Company's remuneration policy is not confirmed at the Company. The Company does not prepare the remuneration statement, because the majority of the points of Principle VIII are not relevant to the present structure of the Company.</p>



<p>8.7.4. The statement should also state amounts that the company or any subsidiary company or entity included in the consolidated annual financial statements 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>The Company's remuneration policy is not confirmed at the Company. The Company does not prepare the remuneration statement, because the majority of the points of Principle VIII are not relevant to the present structure of the Company.</p>
<p>8.8. 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; 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.</p>	<p>Not applicable</p>	<p>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 not used in the Company.</p>
<p>8.9. The following issues should be subject to approval by the shareholders' annual general meeting:</p> <ul style="list-style-type: none"> <li>• Grant of share-based schemes, including share options, to directors;</li> <li>• Determination of maximum number of shares and main conditions of share granting;</li> <li>• The term within which options can be exercised;</li> <li>• The conditions for any subsequent change in the exercise of the options, if permissible by law;</li> <li>• 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.</li> </ul>		
<p>8.10. 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.</p>		
<p>8.11. Provisions of Articles 8.8 and 8.9 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.</p>		

<p>8.12. Prior to the annual general meeting that is intended to consider decision stipulated in Article 8.8, 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.</p>	<p>Not applicable</p>	<p>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 not be used in the Company.</p>
<p><b>Principle IX: The role of stakeholders in corporate governance</b></p>		
<p><b>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.</b></p>		
<p>9.1. The corporate governance framework should assure that the rights of stakeholders that are protected by law are respected.</p>	<p>Yes</p>	<p>The Company follows all the requirements provided by the laws, ensuring the rights of stakeholders. The Company's employees make an influence on the Company's management through the Trade Union; the relationships with the creditors, suppliers and clients are stipulated in the contracts established with them.</p>
<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>		
<p>9.3. Where stakeholders participate in the corporate governance process, they should have access to relevant information.</p>		

<b>Principle X: Information disclosure and transparency</b>		
<b>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.</b>		
<p>10.1. The company should disclose information on:</p> <ul style="list-style-type: none"> <li>• The financial and operating results of the company;</li> <li>• Company objectives;</li> <li>• Persons holding by the right of ownership or in control of a block of shares in the company;</li> <li>• Members of the company's supervisory and management bodies, chief executive officer of the company and their remuneration;</li> <li>• Material foreseeable risk factors;</li> <li>• Transactions between the company and connected persons, as well as transactions concluded outside the course of the company's regular operations;</li> <li>• Material issues regarding employees and other stakeholders;</li> <li>• Governance structures and strategy.</li> </ul> <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> <p>10.2. It is recommended 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> <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> <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	<p>The information about the Company, indicated in these recommendations, is disclosed only in the following sources: in the annual report of the Company, financial statements, reports on the purchase/loss of blocks of shares, the reports on the essential events, announcing this information in the information disclosure system of NASDAQ OMX Vilnius AB Stock Exchange.</p>
<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>	Yes	<p>The information on the information disclosure of NASDAQ OMX Vilnius AB Stock Exchange is presented in the Lithuanian and English languages simultaneously. The Stock Exchange announces the received information on its website and in the trading system, in this way ensuring the simultaneous presentation of the information to everybody. The Company strives to announce the information before or after a trading session of Stock Exchange. The Company does not disclose the information, which might have impact on the value of its shares, in any comments, interviews or other ways till such information is announced officially through the information system of the Stock Exchange.</p>

<p>10.6. Channels for disseminating information should provide for fair, timely and cost-efficient 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 sends the reports simultaneously to the Commission of Stock Exchange and NASDAQ OMX Vilnius AB Stock Exchange. In this way the independent and timely accessibility of the information is ensured. The information on the major events is presented in the Lithuanian and English languages.</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 announces on its website annual financial information and other periodic reports prepared by the Company, announcements about material events and changes of the Company's share prices on the Stock Exchange.</p>
<p><b>Principle XI: The selection of the company's auditor</b></p>		
<p><b>The mechanism of the selection of the company's auditor should ensure independence of the firm of auditor's conclusion and opinion.</b></p>		
<p>11.1. An annual audit of the company's financial statements and report 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>No</p>	<p>The independent firm of auditors conducts the audit of the annual financial statements and reviews the annual report that there would be no any material inconsistencies between the financial information included in it and the audited Financial statements. The audit of the interim financial statement is not conducted.</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>Company follows this principle. A candidate firm of auditors to the General Meeting is proposed by Board of the Company.</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>No</p>	<p>The audit company didn't provide any non – audit services.</p>

## Statements of financial position

	Notes	Group		Company	
		As of 31 December 2011	As of 31 December 2010	As of 31 December 2011	As of 31 December 2010
<b>ASSETS</b>					
<b>Non-current assets</b>					
Intangible assets	4	187	323	187	323
Property, plant and equipment	5				
Land and buildings		13,003	12,682	13,003	12,682
Machinery and equipment		14,988	15,914	14,987	15,912
Vehicles		373	283	373	283
Other property, plant and equipment		1,179	1,018	1,175	1,016
Total property, plant and equipment		29,543	29,897	29,538	29,893
Non-current financial assets					
Investments in subsidiaries	6	-	-	17	17
Other non-current financial assets		-	2	-	2
Total non-current financial assets		-	2	17	19
Deferred income tax asset	22	29	-	29	-
<b>Total non-current assets</b>		<b>29,759</b>	<b>30,222</b>	<b>29,771</b>	<b>30,235</b>
<b>Current assets</b>					
Inventories	7	13,997	19,379	13,997	19,379
Accounts receivable					
Trade receivables	8	18,186	15,131	18,186	15,131
Loans to related parties	9	-	41,396	-	41,396
Time deposits	11	49,101	-	49,101	-
Prepayments		144	195	143	195
Current income tax prepayment		893	-	893	-
Other receivables	10	2,075	2,049	2,065	2,027
Total accounts receivable		70,399	58,771	70,388	58,749
Cash and cash equivalents	11	1,906	345	1,816	303
<b>Total current assets</b>		<b>86,302</b>	<b>78,495</b>	<b>86,201</b>	<b>78,431</b>
<b>Total assets</b>		<b>116,061</b>	<b>108,717</b>	<b>115,972</b>	<b>108,666</b>

(cont'd on the next page)

The accompanying notes set out in pages 44 – 73 are an integral part of these financial statements.

## Statements of financial position (cont'd)

	Notes	Group		Company	
		As of 31 December 2011	As of 31 December 2010	As of 31 December 2011	As of 31 December 2010
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
Share capital	1	15,545	15,545	15,545	15,545
Legal reserve	12	1,554	1,554	1,554	1,554
Reserve for acquisition of own shares	12	25,000	25,000	25,000	25,000
Retained earnings		41,937	30,671	41,896	30,618
<b>Total equity</b>		<b>84,036</b>	<b>72,770</b>	<b>83,995</b>	<b>72,717</b>
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Borrowings	13	197	3,469	197	3,469
Provision for employee benefits	15	997	771	997	771
Deferred income tax liability	22	-	36	-	36
<b>Total non-current liabilities</b>		<b>1,194</b>	<b>4,276</b>	<b>1,194</b>	<b>4,276</b>
<b>Current liabilities</b>					
Borrowings	13	1,290	2,540	1,290	2,540
Trade payables	14	22,406	22,288	22,418	22,325
Current income tax payable		-	527	-	527
Other current liabilities and accrued expenses	16	7,135	6,316	7,075	6,281
<b>Total current liabilities</b>		<b>30,831</b>	<b>31,671</b>	<b>30,783</b>	<b>31,673</b>
<b>Total liabilities</b>		<b>32,025</b>	<b>35,947</b>	<b>31,977</b>	<b>35,949</b>
<b>Total equity and liabilities</b>		<b>116,061</b>	<b>108,717</b>	<b>115,972</b>	<b>108,666</b>


The accompanying notes set out in pages 44 – 73 are an integral part of these financial statements.

General Director	Aidas Mackevicius		30 March 2012
Chief Accountant	Ausra Kibirkstiene		30 March 2012

## Statements of comprehensive income

	Notes	Group		Company	
		2011	2010	2011	2010
Revenue	17	238,368	197,214	238,368	197,214
Cost of sales	18	(196,620)	(155,599)	(196,770)	(155,748)
<b>Gross profit</b>		<b>41,748</b>	<b>41,615</b>	<b>41,598</b>	<b>41,466</b>
Operating expenses	19	(12,667)	(10,231)	(12,513)	(10,097)
Other income	20	1,424	1,251	1,432	1,257
Other expenses	20	(792)	(810)	(792)	(810)
<b>Operating profit</b>		<b>29,713</b>	<b>31,825</b>	<b>29,725</b>	<b>31,816</b>
Finance income	21	1,558	1,869	1,558	1,869
Finance costs	21	(341)	(943)	(341)	(943)
Finance costs - net		1,217	926	1,217	926
<b>Profit before income tax</b>		<b>30,930</b>	<b>32,751</b>	<b>30,942</b>	<b>32,742</b>
Income tax expense	22	(4,119)	(4,894)	(4,119)	(4,894)
<b>Profit for the year</b>		<b>26,811</b>	<b>27,857</b>	<b>26,823</b>	<b>27,848</b>
Other comprehensive income		-	-	-	-
<b>Total comprehensive income for the year</b>		<b>26,811</b>	<b>27,857</b>	<b>26,823</b>	<b>27,848</b>
<b>Attributable to Owners of the Company:</b>					
Profit		26,811	27,857	26,823	27,848
Total comprehensive income		26,811	27,857	26,823	27,848
Basic and diluted earnings per share (in LTL)	23	6.90	7.17	6.90	7.17


The accompanying notes set out in pages 44 – 73 are an integral part of these financial statements.

General Director	Aidas Mackevicius		30 March 2012
Chief Accountant	Ausra Kibirksiene		30 March 2012

## Statements of changes in equity

Group	Notes	Attributable to the owners of the parent				Total
		Share capital	Other reserves	Legal reserve	Retained earnings	
<b>Balance as of 31 December 2009</b>		<b>15,545</b>	-	<b>1,554</b>	<b>27,814</b>	<b>44,913</b>
Profit for the year		-	-	-	27,857	27,857
<b>Total comprehensive income for the year</b>		-	-	-	<b>27,857</b>	<b>27,857</b>
<b>Transactions with owners</b>						
Transfer to reserve for acquisition of own shares	12	-	25,000	-	(25,000)	-
<b>Total transactions with owners</b>		-	<b>25,000</b>	-	<b>(25,000)</b>	-
<b>Balance as of 31 December 2010</b>		<b>15,545</b>	<b>25,000</b>	<b>1,554</b>	<b>30,671</b>	<b>72,770</b>
Profit for the year		-	-	-	26,811	26,811
<b>Total comprehensive income for the year</b>		-	-	-	<b>26,811</b>	<b>26,811</b>
<b>Transactions with owners</b>						
Dividends to equity holders of the Company	16	-	-	-	(15,545)	(15,545)
<b>Total transactions with owners</b>		-	-	-	<b>(15,545)</b>	<b>(15,545)</b>
<b>Balance as of 31 December 2011</b>		<b>15,545</b>	<b>25,000</b>	<b>1,554</b>	<b>41,937</b>	<b>84,036</b>
<b>Company</b>						
	Notes	Share capital	Other reserves	Legal reserve	Retained earnings	Total
<b>Balance as of 31 December 2009</b>		<b>15,545</b>	-	<b>1,554</b>	<b>27,770</b>	<b>44,869</b>
Profit for the year		-	-	-	27,848	27,848
<b>Total comprehensive income for the year</b>		-	-	-	<b>27,848</b>	<b>27,848</b>
<b>Transactions with owners</b>						
Transfer to reserve for acquisition of own shares	12	-	25,000	-	(25,000)	-
<b>Total transactions with owners</b>		-	<b>25,000</b>	-	<b>(25,000)</b>	-
<b>Balance as of 31 December 2010</b>		<b>15,545</b>	<b>25,000</b>	<b>1,554</b>	<b>30,618</b>	<b>72,717</b>
Profit for the year		-	-	-	26,823	26,823
<b>Total comprehensive income for the year</b>		-	-	-	<b>26,823</b>	<b>26,823</b>
<b>Transactions with owners</b>						
Dividends to equity holders of the Company	16	-	-	-	(15,545)	(15,545)
<b>Total transactions with owners</b>		-	-	-	<b>(15,545)</b>	<b>(15,545)</b>
<b>Balance as of 31 December 2011</b>		<b>15,545</b>	<b>25,000</b>	<b>1,554</b>	<b>41,896</b>	<b>83,995</b>

The accompanying notes set out in pages 44 – 73 are an integral part of these financial statements.

General Director	Aidas Mackevicius		30 March 2012
Chief Accountant	Ausra Kibirksiene		30 March 2012



## Statements of cash flows

	Group		Company	
	2011	2010	2011	2010
<b>Cash flows from operating activities</b>				
Profit before income tax	30,930	32,751	30,942	32,742
<b>Adjustments for:</b>				
Depreciation and amortization	6,390	6,391	6,388	6,387
Change in provision for employee benefits	226	771	226	771
Result from the disposal of non-current assets	5	(14)	5	(14)
Write-off of non-current assets	5	138	5	137
Change in allowance for inventories	113	123	113	123
Financial expenses (income)	(1,269)	(997)	(1,269)	(997)
Other	2	4	2	4
	<u>36,402</u>	<u>39,167</u>	<u>36,412</u>	<u>39,153</u>
<b>Changes in working capital:</b>				
Decrease (increase) in inventories	5,269	(5,497)	5,269	(5,497)
Decrease in prepayments	86	59	86	59
Increase in trade receivables	(3,055)	(2,930)	(3,055)	(2,930)
Increase in other receivables	(3,038)	(903)	(3,049)	(887)
Increase in trade payables	118	6,412	93	6,423
Increase (decrease) in other current payables and liabilities	(2,251)	697	(2,276)	686
	<u>33,531</u>	<u>37,005</u>	<u>33,480</u>	<u>37,007</u>
<b>Cash flows from operating activities</b>				
Income tax (paid)	-	(4,306)	-	(4,306)
<b>Net cash flows from operating activities</b>	<u>33,531</u>	<u>32,699</u>	<u>33,480</u>	<u>32,701</u>
<b>Cash flows from investing activities</b>				
Loans granted to related party	(17,006)	(24,623)	(17,006)	(24,623)
Loan repayments received from related party	47,280	990	47,280	990
Received interest	1,052	9	1,052	9
Purchases of property, plant and equipment and intangible assets	(5,843)	(2,284)	(5,840)	(2,282)
Proceeds from disposal of property, plant and equipment	21	101	21	101
Transfer to time deposits	(48,775)	-	(48,775)	-
<b>Net cash flows from (to) investing activities</b>	<u>(23,271)</u>	<u>(25,807)</u>	<u>(23,268)</u>	<u>(25,805)</u>


(cont'd on the next page)

The accompanying notes set out in pages 44 – 73 are an integral part of these financial statements.

**Statements of cash flows (cont'd)**

	Group		Company	
	2011	2010	2011	2010
<b>Cash flows from (to) financing activities</b>				
Repayments of borrowings	(4,627)	(5,818)	(4,627)	(5,818)
Dividends (paid)	(3,884)	-	(3,884)	-
Interest (paid)	(188)	(785)	(188)	(785)
<b>Net cash flows (to) financial activities</b>	<b>(8,699)</b>	<b>(6,603)</b>	<b>(8,699)</b>	<b>(6,603)</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>1,561</b>	<b>289</b>	<b>1,513</b>	<b>293</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>345</b>	<b>56</b>	<b>303</b>	<b>10</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,906</b>	<b>345</b>	<b>1,816</b>	<b>303</b>

The accompanying notes set out in pages 44 – 73 are an integral part of these financial statements.

_____ General Director	_____ Aidas Mackevicius		_____ 30 March 2012
_____ Chief Accountant	_____ Ausra Kibirksiene		_____ 30 March 2012

**VILNIAUS BALDAI AB****CONSOLIDATED AND COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011**

(all amounts are in LTL thousand unless otherwise stated)

**Notes to the financial statements****1 General information**

Vilniaus Baldai AB (hereinafter the Company) is a public limited liability company registered in the Republic of Lithuania. The address of its registered office is Savanoriu Ave. 178B, Vilnius, LT-03154, Lithuania.

The Company is engaged in furniture production and trade. The Company was registered on 9 February 1993, its shares are traded in the Main List on the NASDAQ OMX Vilnius AB.

As of 31 December 2011 and 2010 the shareholders of the Group and the Company were:

	2011		2010	
	Number of votes held	Percentage	Number of votes held	Percentage
Invalda AB	2,803,395	72.14	2,798,395	72.01
Swedbank clients AS (Estonia)	391,284	10.07	387,912	9.98
- of which KJK Fund SICAV-SIF	389,161	10.01	356,845	9.18
Other minor shareholders	691,588	17.79	699,960	18.01
<b>Total</b>	<b>3,886,267</b>	<b>100.00</b>	<b>3,886,267</b>	<b>100.00</b>

All the shares of the Company are ordinary shares with the par value of LTL 4 each and were fully paid as of 31 December 2011 and 2010. The share capital did not change in 2011 and 2010. The Company did not hold its own shares.

The Group consists of Vilniaus Baldai AB and its subsidiary joint stock company ARI-LUX UAB (hereinafter the Group). ARI-LUX UAB information as of 31 December 2011:

Company	Registration address	Share of ownership held by the Company, %	Share capital	Income (loss) for the reporting period	Equity	Main activities
ARI-LUX UAB	Savanoriu Ave. 178B, Vilnius	100	10	(12)	57	Packaging of accessories

As of 31 December 2011 the number of employees of the Group and the Company was 507 and 456, respectively (as of 31 December 2010 – 453 and 431, respectively).

These financial statements include the consolidated financial statements of the Group and the separate financial statements of the Company.

The Company's management approved these financial statements on 30 March 2012. The shareholders of the Company have a statutory right to approve these financial statements or not to approve them and to require preparation of another set of financial statements.

## 2 Accounting principles

The principal accounting policies adopted in preparing the Group and the Company's financial statements for the year ended 31 December 2011 are as follows:

### 2.1. Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (hereinafter the IFRS), as adopted by the European Union (hereinafter the EU). The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.29. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates.

#### New standards, amendments and interpretations

- (a) *Standards, amendments and interpretations to existing standards effective in 2011 and relevant to the Group and the Company*

Improvements to International Financial Reporting Standards (issued in May 2010; effective dates vary standard by standard, most improvements are effective for annual periods beginning on or after 1 January 2011). Improvements did not have a significant impact on the Company's/Group's financial statements.

- (b) *New or revised standards effective in 2011 but not relevant to the Group and the Company*

Classification of rights issues – Amendment to IAS 32, 'Financial instruments: Presentation'.

Prepayments of a minimum funding requirement – Amendment to IFRIC 14.

IFRIC 19, Extinguishing financial liabilities with equity instruments.

Limited exemption from comparative IFRS 7 disclosures for first-time adopters – Amendment to IFRS 1.

IAS 24, 'Related party disclosures' (amended in November 2009; effective for annual periods beginning on or after 1 January 2011).

- (c) *New or revised standards and interpretations that are mandatory for the Group's and Company's accounting periods beginning on or after 1 January 2012 and which the Group and Company have not early adopted*

Disclosures—Transfers of financial assets – Amendments to IFRS 7 (effective for annual periods beginning on or after 1 July 2011). The Company/Group does not expect the amendments to have a significant impact on the financial statements.

- (d) *Published by International Accounting Standards Board but not yet adopted by EU standards and interpretation which the Group Company have not early adopted*

IFRS 9, 'Financial instruments' (issued in November 2009; effective for annual periods beginning on or after 1 January 2013, with earlier application permitted).

IFRS 10, 'Consolidated financial statements' (effective for annual periods beginning on or after 1 January 2013).

IFRS 11, 'Joint arrangements' (effective for annual periods beginning on or after 1 January 2013).

**2 Accounting principles (cont'd)**

**2.1. Basis of preparation (continued)**

IFRS 12, 'Disclosure of interests in other entities' (effective for annual periods beginning on or after 1 January 2013).

IFRS 13, 'Fair value measurement' (effective for annual periods beginning on or after 1 January 2013).

IAS 19 (revised 2011), 'Employee benefits' (effective for annual periods beginning on or after 1 January 2013).

IAS 27 (revised 2011), 'Separate financial statements' (effective for annual periods beginning on or after 1 January 2013).

IAS 28 (revised 2011), 'Investments in associates and joint ventures' (effective for annual periods beginning on or after 1 January 2013).

Deferred Tax: Recovery of underlying assets – Amendment to IAS 12 (effective for annual periods beginning on or after 1 January 2012).

Severe hyperinflation and removal of fixed dates for first-time adopters – Amendment to IFRS 1 (effective for annual periods beginning on or after 1 July 2011).

Government Loans – Amendments to IFRS 1 (effective for annual periods beginning on or after 1 January 2013).

Disclosures–Offsetting Financial Assets and Financial Liabilities – Amendments to IFRS 7 (effective for annual periods beginning on or after 1 January 2013).

Presentation of items of other comprehensive income – Amendment to IAS 1 (effective for annual periods beginning on or after 1 July 2012).

Offsetting financial assets and financial liabilities - Amendments to IAS 32 (effective for annual periods beginning on or after 1 January 2014).

IFRIC Interpretation 20 'Stripping Costs in the Production Phase of a Surface Mine' (effective for annual periods beginning on or after 1 January 2013).

**2.2. Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in a local currency, the litas (LTL), which is the Company's functional and presentation currency.

Starting from 2 February 2002, Lithuanian litas is pegged to euro at the rate of 3.4528 litas for 1 euro, and the exchange rates in relation to other currencies are set daily by the Bank of Lithuania.

**2.3. Principles of consolidation**

The consolidated financial statements of the Group include Vilnius Baldai AB and its subsidiary. The control is normally evidenced when the Group owns, either directly or indirectly, more than 50 percent of the voting rights of a company's share capital and/or is able to govern the financial and operating policies of an enterprise so as to benefit from its activities.

Subsidiaries are consolidated from the date from which effective control is transferred to the Company and cease to be consolidated from the date on which control is transferred out of the Company. All intercompany transactions, balances and unrealized gains and losses on transactions among the Group companies have been eliminated.

Consolidated financial statements are prepared on the basis of the same accounting principles applied to similar transactions and other events under similar circumstances. Financial statements of Subsidiary were prepared for the same period as that of the Company.

## 2 Accounting principles (cont'd)

### 2.4. Intangible assets

Intangible assets are measured initially at cost. Intangible assets are recognized if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of asset can be measured reliably. After initial recognition, intangible assets are measured at cost less accumulated amortization and any accumulated impairment losses. Intangible assets are amortized on a straight-line basis over the best estimate of their useful lives.

#### Software

The costs of acquisition of new software are capitalized and treated as an intangible asset if these costs are not an integral part of the related hardware. Software is amortized over a period not exceeding 3 years.

Costs incurred in order to restore or maintain the future economic benefits that the Group and the Company expects from the originally assessed standard of performance of existing software systems are recognized as an expense when the restoration or maintenance work is carried out.

### 2.5. Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses.

When assets are sold or retired, their cost and accumulated depreciation are eliminated from the accounts and any gain or loss resulting from their disposal is included in the statement of comprehensive income.

The initial cost of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repair and maintenance costs, are normally charged to the statement of comprehensive income in the period the costs are incurred.

Depreciation is computed on a straight-line basis over the following estimated useful lives:

Buildings	10 - 66 years
Machinery and equipment	6 - 10 years
Vehicles	5 - 10 years
Other property, plant and equipment	2 - 6 years.

The assets' residual values and useful lives are reviewed periodically to ensure that the period of depreciation is consistent with the expected pattern of economic benefits from items in property, plant and equipment.

Construction-in-progress is stated at cost. This includes the cost of construction, plant and equipment and other directly attributable costs. Construction-in-progress is not depreciated until the relevant assets are completed and available for use.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial time to get ready for intended use or sale (qualifying assets) are capitalised as part of the costs of those assets.

Capitalisation of borrowing costs continues up to the date when the assets are substantially ready for their use or sale.

The Group capitalises borrowing costs that could have been avoided if it had not made capital expenditure on qualifying assets. Borrowing costs capitalised are calculated at the group's average funding cost (the weighted average interest cost is applied to the expenditures on the qualifying assets), except to the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset. Where this occurs, actual borrowing costs incurred less any investment income on the temporary investment of those borrowings are capitalised.

## 2 Accounting principles (cont'd)

### 2.6. Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, and available-for-sale financial assets, as appropriate. The Company determines the classification of its financial assets based on its nature and purpose at initial recognition.

Financial assets are recognised on a trade date basis where the purchase or sale process is under a contract, which terms require delivery of the financial assets within the timeframe established by the market concerned. Financial assets are recognised initially at fair value, plus, in the case of investments are not carried at fair value through profit or loss, directly attributable transaction costs.

The Group's/ Company's financial assets include cash, time deposits, trade receivables and other receivables and loans are classified in the category of loans and receivables.

The subsequent measurement of financial assets depends on their classification as follows:

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortized cost using the effective interest method. Gains or losses are recognized in the statement of comprehensive income when the loans and receivables are derecognized or impaired, as well as through the amortization process. Receivables are initially recorded at the fair value of the consideration given. Current receivables are subsequently carried at cost less impairment, and non-current receivables and loans granted - at amortised cost, less impairment.

Loans and receivables are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

#### Effective interest rate method

Effective interest rate method is used to calculate amortised cost of financial assets and allocate interest income over the relevant period. The effective interest rate exactly discounts estimated future cash flows through the expected life of the financial asset.

#### Derecognition of financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group/ Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass through" arrangement; or
- the Group/ Company has transferred their rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### 2.7. Investments into subsidiaries in the Company's separate financial statements

Investments in subsidiaries and associated companies are accounted at cost in the Company's separate financial statements. Cost of investment is decreased by impairment losses. An assessment of recoverable amount of investment is performed for each investment individually.

Impairment is determined by assessing the recoverable amount of the cash-generating unit, to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount in the Company's statements of financial position, an impairment loss is recognized.

## **2 Accounting principles (cont'd)**

### **2.8. Inventories**

Inventories are initially recorded at acquisition cost. Subsequent to initial recognition, inventories are valued at the lower of cost or net realizable value, after impairment evaluation for obsolete and slow - moving items. Net realizable value is the selling price in the ordinary course of business, less the costs of completion and applicable variable marketing and distribution costs. Cost is determined by the first-in, first-out (FIFO) method. The cost of finished goods and work in progress includes the applicable allocation of fixed and variable overhead costs based on a normal operating capacity. Unrealizable inventory is fully written-off.

### **2.9. Trade receivables**

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as noncurrent assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### **2.10 Cash and cash equivalents**

Cash includes cash on hand and cash with banks and bank overdrafts. 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. Bank overdrafts are recognised in the statement of financial position as current borrowings, then they term does not exceed one year.

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, time deposits held at call with banks with original maturities of 3 months or less and other short-term highly liquid investments.

### **2.11. Share capital**

Ordinary shares are classified as equity. Ordinary shares are stated at their par value.

### **2.12. Dividends distribution**

Dividend distribution to the company's shareholders is recognised as a liability in the group's financial statements in the period in which the dividends are approved by the company's shareholders. Dividends paid are classified as financing cash flows in the statement of cash flows.

### **2.13. Borrowings**

Borrowing costs are expensed as incurred, unless they are directly attributable to acquisition, construction or production of a qualifying asset.

Borrowings are initially recognized at fair value of proceeds received, less the costs of transaction. They are subsequently carried at amortized cost, the difference between net proceeds and redemption value being recognized in the net profit or loss over the period of the borrowings using the effective interest method.

Interest paid is classified as investing activities cash flows in the statement of cash flows.



## 2 Accounting principles (cont'd)

### 2.14. Leases

*The Company and the Group are the lessees*

#### *(a) Finance lease*

Leases of property, plant and equipment where the Company and the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the estimated present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant interest rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in long-term payables except for instalments due within 12 months which are included in current liabilities.

The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

#### *(b) Operating lease*

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

*The Company and the Group are the lessors*

#### *(c) Operating lease*

Payments received under operating leases (net of any incentives given to the lessee) are credited to the statement of comprehensive income on a straight-line basis over the period of the lease.

### 2.15. Grants

Grants received in the form of non-current assets or intended for the purchase, construction or other acquisition of non-current assets are considered as asset-related grants. Assets received free of charge are also allocated to this group of grants. The amount of the grants related to assets is recognized as deferred income and released to income in equal annual amounts over the expected useful life of related asset. In the statement of comprehensive income, a relevant expense account is reduced by the amount of grant amortization.

Grants received as a compensation for the expenses or unearned income of the current or previous reporting period, also, all the grants, which are not grants related to assets, are considered as grants related to income. The income-related grants are recognized as used in parts to the extent of the expenses incurred during the reporting period or unearned income to be compensated by that grant.

The balance of unutilized grants is shown in the caption "Grants" in the statement of financial position.

### 2.16. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 2 Accounting principles (cont'd)

### 2.17. Employee benefits

#### (a) Social security contributions

The Company and the Group pay social security contributions to the state Social Security Fund (the Fund) on behalf of its employees based on the defined contribution plan in accordance with the local legal requirements. A defined contribution is a plan under which the Company/ Group pays fixed contributions into the Fund and will have no legal or constructive obligations to pay further contributions if the Fund does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior period. Social security contributions are recognised as expenses on an accrual basis and are included in payroll expenses.

#### (b) Termination benefits

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. The Group or the Company recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to their present value.

#### (c) Bonus plans

The Company recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

#### (d) Provisions for pensions and jubilee payments

According to the terms of the collective agreement effective at the Company, each employee is entitled to a jubilee payment and 2–3 months salary payment when retiring after reaching the pension age. Actuarial calculations are made to determine liability for such payments. The liability is recognised at present value discounted using market interest rate.

### 2.18. Provisions

Provisions are recognized when the Group and the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The provisions are reviewed at each statement of financial position date and adjusted in order to present the most reasonable current estimate. If the effect of the time value of money is material, the amount of provision is equal to the present value of the expenses, which are expected to be incurred to settle the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a borrowing cost.

### 2.19. Income tax

Income tax charge is based on profit for the year and considers deferred taxation. Income tax is calculated based on the Lithuanian tax legislation.

The income tax rate in Lithuania was 15 % in 2011 (15 % in 2010).

Since 2008 tax losses can be carried forward for indefinite period, except for the losses incurred as a result of disposal of securities and/or derivative financial instruments. Such carrying forward is disrupted if the Company changes its activities due to which these losses incurred except when the Company does not continue its activities due to reasons which do not depend on Company itself. The losses from disposal of securities and/or derivative financial instruments can be carried forward for 5 consecutive years and only be used to reduce the taxable income earned from the transactions of the same nature. Starting from 2010, tax losses can be transferred at no consideration or in exchange for certain consideration between the group companies if certain conditions are met.

## 2 Accounting principles (cont'd)

### 2.19. Income tax (cont'd)

Deferred taxes are calculated using the statement of financial position liability method. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse based on tax rates enacted or substantially enacted at the statement of financial position date.

Deferred tax asset has been recognized in statement of financial position to the extent the management believes it will be realized in the foreseeable future, based on taxable profit forecasts. If it is believed that part of the deferred tax asset is not going to be realized, this part of the deferred tax asset is not recognized in the financial statements.

Deferred tax assets and liabilities are offset when they are related to profit taxes levied by the same tax authority and when there is a legally enforceable right to set off current tax assets against current tax liabilities.

#### Income tax and deferred tax for the accounting period

Income tax and deferred income tax are charged or credited to profit or loss, except when they relate to items included directly to equity, in which case the deferred income tax is also accounted for in equity.

### 2.20. Revenue recognition

#### *a) Sales of goods*

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the enterprise and the amount of the revenue can be measured reliably. Sales are recognized net of VAT and discounts.

Revenue from sales of goods is recognized when delivery has taken place and transfer of risks and rewards has been completed.

#### *b) Interest income*

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group and the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate. Interest income is classified as financing cash flows in the statement of cash flows.

### 2.21. Expense recognition

Expenses are recognized on the basis of accrual and revenue and expense matching principles in the reporting period when the income related to these expenses was earned, irrespective of the time the money was spent. In those cases when the costs incurred cannot be directly attributed to the specific income and they will not bring income during the future periods, they are expensed as incurred.

The amount of expenses is usually accounted for as the amount paid or due, excluding VAT. In the cases when a long period of payment is established and the interest is not distinguished, the amount of expenses shall be estimated by discounting the amount of payment using the market interest rate.

### 2.22. Foreign currencies

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies on the statement of financial position date are recognized in the statement of comprehensive income. Such balances are translated at period-end exchange rates.

## 2 Accounting principles (cont'd)

### 2.23. Impairment of assets

#### Financial assets

Financial assets are reviewed for impairment at each statement of financial position date.

For financial assets carried at amortized cost, whenever it is probable that the Group and the Company will not collect all amounts due according to the contractual terms of loans or receivables, an impairment or bad debt loss is recognized in the statement of comprehensive income. A provision for impairment of trade receivables is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The reversal of impairment losses previously recognized is recorded when the decrease in impairment loss can be justified by an event occurring after the write-down. Such reversal is recorded in the statement of comprehensive income. However, the increased carrying amount is only recognized to the extent it does not exceed the amortized cost that would have been had the impairment not been recognized.

#### Non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the statement of comprehensive income. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. Reversal is accounted for in the same caption of the statement of comprehensive income as impairment losses. For evaluation of impairment of assets the entire Group is considered one cash generating unit.

### 2.24. Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors that makes strategic decisions.

### 2.25. Related parties

Related parties are defined as shareholders, employees, members of the Board, their close relatives and companies that directly or indirectly (through the intermediary) control or are controlled by, or are under common control with, the Group and the Company, provided the listed relationship empowers one of the parties to exercise the control or significant influence over the other party in making financial and operating decisions.

### 2.26. Contingencies

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is not recognized in the financial statements but disclosed when an inflow or economic benefits is probable.

### 2.27. Subsequent events

Post-statement of financial position events that provide additional information about the Group's and the Company's position at the statement of financial position date (adjusting events) are reflected in the financial statements. Post-statement of financial position events that are not adjusting events are disclosed in the notes when material.

## 2 Accounting principles (cont'd)

### 2.28. Offsetting and comparative figures

When preparing the financial statements, revenue and expenses are not set off, except the cases when certain IFRS specifically require such set-off. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

### 2.29. Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingencies, at the reporting date and within the next financial year. Estimates and judgements are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Management also makes certain judgements, apart from those involving estimations, in the process of applying the accounting policies. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

#### Estimates and assumptions

The main areas where management is required to make significant and critical judgements and areas where estimates and assumptions might have significant impact for the preparation of financial statements are described below: ,

#### *Property, plant and equipment – useful life*

The key assumptions concerning determination the useful life of property, plant and equipment are as follows: expected usage term of the asset, expected technical or commercial obsolescence arising from changes or improvements in the production on legal or similar limits on the use of the asset, such as the expiry dates of related leases. Further details are given in Note 2.5.

#### *Tax liabilities*

The tax authorities have a right to examine the Company's books and accounting records at anytime during the 5 years' period after the current tax year and account for additional taxes and fines. In the opinion of the Company's management currently there are no circumstances which would raise substantial liability in this respect.

#### *Related party transactions*

In the normal course of business the Company enters into transactions with its related parties. These transactions are priced predominantly at market rates. Judgement is applied in determining if transactions are priced at market or non-market interest rates, where there is no active market for such transactions. The basis for judgement is pricing for similar types of transactions with unrelated parties.

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(all amounts are in LTL thousand unless otherwise stated)

**3 Segment information**

Management of the Company has determined the operating segments based on the reports reviewed by the board of directors that are used to make strategic decisions.

The board of directors considers the business from both a geographic and product perspective to certain extent. Geographically, management considers sales volume to Lithuania, the European Union countries and the rest of the world depending on where the production is delivered. From product perspective management considers only the product quantities delivered by product type. All financial information, including the measure of profit and total assets, is analysed as single reportable segment – furniture production and trade, therefore is not further disclosed in these financial statements.

The entity is domiciled in Lithuania. Breakdown of revenue by the location where production is delivered:

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
European Union countries	206,170	161,558	206,170	161,558
Other than European Union countries	26,221	32,536	26,221	32,536
Lithuania	5,977	3,120	5,977	3,120
	<b>238,368</b>	<b>197,214</b>	<b>238,368</b>	<b>197,214</b>

**4 Intangible assets**

	<b>Software</b>	
	<b>Group</b>	<b>Company</b>
<b>Cost:</b>		
Balance as of 31 December 2009	1,210	1,210
Additions	248	248
Write-offs	(653)	(653)
Balance as of 31 December 2010	805	805
Additions	9	9
Write-offs	(384)	(384)
Balance as of 31 December 2011	430	430
<b>Accumulated amortisation:</b>		
Balance as of 31 December 2009	940	940
Charge for the year	195	195
Write-offs	(653)	(653)
Balance as of 31 December 2010	482	482
Charge for the year	145	145
Write-offs	(384)	(384)
Balance as of 31 December 2011	243	243
<b>Net book value as of 31 December 2011</b>	<b>187</b>	<b>187</b>
<b>Net book value as of 31 December 2010</b>	<b>323</b>	<b>323</b>

Amortization expenses of intangible assets are included within operating expenses in the statement of comprehensive income. Part of the non-current intangible assets of and the Group and the Company with the acquisition cost of LTL 28 thousand as of 31 December 2011 (as of 31 December 2010 – LTL 144 thousand) was fully amortised but was still in use.

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5 Property, plant and equipment

Group	Land and buildings	Machinery and equipment	Vehicles	Other property, plant and equipment	Total
<b>Cost:</b>					
Balance as of 31 December 2009	22,647	59,288	251	3,110	85,296
Additions	-	1,474	267	562	2,303
Disposals and retirements	-	(2,373)	(147)	(313)	(2,833)
Reclassified from/ to	-	30	-	(30)	-
Balance as of 31 December 2010	22,647	58,419	371	3,329	84,766
Additions	933	3,019	125	1,845	5,922
Disposals and retirements	-	(1,590)	(37)	(193)	(1,820)
Reclassified from/ to	100	1,235	-	(1,335)	-
Balance as of 31 December 2011	23,680	61,083	459	3,646	88,868
<b>Accumulated depreciation:</b>					
Balance as of 31 December 2009	9,261	39,584	87	2,307	51,239
Charge for the year	704	5,131	30	336	6,201
Disposals and retirements	-	(2,240)	(29)	(302)	(2,571)
Reclassified from/ to	-	30	-	(30)	-
Balance as of 31 December 2010	9,965	42,505	88	2,311	54,869
Charge for the year	712	5,153	35	345	6,245
Disposals and retirements	-	(1,563)	(37)	(189)	(1,789)
Balance as of 31 December 2011	10,677	46,095	86	2,467	59,325
<b>Net book value as of 31 December 2011</b>	<b>13,003</b>	<b>14,988</b>	<b>373</b>	<b>1,179</b>	<b>29,543</b>
<b>Net book value as of 31 December 2010</b>	<b>12,682</b>	<b>15,914</b>	<b>283</b>	<b>1,018</b>	<b>29,897</b>

**VILNIAUS BALDAI AB**

**CONSOLIDATED AND COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011**

(all amounts are in LTL thousand unless otherwise stated)

**5 Property, plant and equipment (cont'd)**

**Company**

	Land and buildings	Machinery and equipment	Vehicles	Other property, plant and equipment	Total
<b>Cost:</b>					
Balance as of 31 December 2009	22,647	59,284	251	3,092	85,274
Additions	-	1,473	267	561	2,301
Disposals and retirements	-	(2,386)	(147)	(318)	(2,851)
Reclassified from/ to	-	37	-	(37)	-
Balance as of 31 December 2010	22,647	58,408	371	3,298	84,724
Additions	933	3,019	125	1,842	5,919
Disposals and retirements	-	(1,590)	(37)	(165)	(1,792)
Reclassified from/ to	100	1,235	-	(1,335)	-
Balance as of 31 December 2011	23,680	61,072	459	3,640	88,851
<b>Accumulated depreciation:</b>					
Balance as of 31 December 2009	9,261	39,584	87	2,297	51,229
Charge for the year	704	5,129	30	329	6,192
Disposals and retirements	-	(2,254)	(29)	(307)	(2,590)
Reclassified from/ to	-	37	-	(37)	-
Balance as of 31 December 2010	9,965	42,496	88	2,282	54,831
Charge for the year	712	5,152	35	344	6,243
Disposals and retirements	-	(1,563)	(37)	(161)	(1,761)
Balance as of 31 December 2011	10,677	46,085	86	2,465	59,313
<b>Net book value as of 31 December 2011</b>	<b>13,003</b>	<b>14,987</b>	<b>373</b>	<b>1,175</b>	<b>29,538</b>
<b>Net book value as of 31 December 2010</b>	<b>12,682</b>	<b>15,912</b>	<b>283</b>	<b>1,016</b>	<b>29,893</b>

Depreciation charge for the year was recognised as follows:

	Group		Company	
	2011	2010	2011	2010
Cost of sales	6,049	5,826	6,048	5,818
Operating expenses	350	392	349	391
Inventories – finished goods	(154)	(17)	(154)	(17)
	<b>6,245</b>	<b>6,201</b>	<b>6,243</b>	<b>6,192</b>

Property, plant and equipment of the Company with a net book value of LTL 17,622 thousand as of 31 December 2011 (LTL 21,227 thousand as of 31 December 2010) was pledged to the banks as a collateral for the loans (Note 13).

Part of property, plant and equipment of the Group and the Company with the acquisition cost of LTL 14,026 thousand and LTL 14,017 thousand was fully depreciated as of 31 December 2011 (LTL 11,532 thousand and LTL 11,496 thousand as of 31 December 2010) but was still in active use. The major part of the fully depreciated property, plant and equipment consists of machinery and equipment.



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(all amounts are in LTL thousand unless otherwise stated)

**5 Property, plant and equipment (cont'd)**

The net book value of property, plant and equipment acquired under finance lease contracts, from which the Company's financial liabilities arise, amounted to LTL 321 thousand as of 31 December 2011 (LTL 261 thousand as of 31 December 2010). Property, plant and equipment acquired under finance lease contracts is classified in the category of vehicles.

**6 Investments into subsidiaries and associates**

Acquisitions cost of investments of the Company into subsidiaries as of 31 December 2011 and 2010 are presented below:

	2011		2010	
	Share capital	Acquisition cost	Share capital	Acquisition cost
ARI - LUX UAB	100%	17	100%	17
		<u>17</u>		<u>17</u>

Changes in the carrying amount of investments of the Company into subsidiaries in 2011 and 2010 are presented below:

	Company	
	2011	2010
Balance at the beginning of the year	17	17
Value changes	-	-
Balance at the end of the year	<u>17</u>	<u>17</u>

**7 Inventories**

	Group		Company	
	2011	2010	2011	2010
Raw materials	6,993	9,560	6,993	9,560
Work in progress	2,422	2,229	2,422	2,229
Finished goods	4,661	7,782	4,661	7,782
	14,076	19,571	14,076	19,571
Less: write down to net realizable value	(79)	(192)	(79)	(192)
	<u>13,997</u>	<u>19,379</u>	<u>13,997</u>	<u>19,379</u>

Raw materials consist of wood, accessories, plastics, chemical materials and other materials used in production.

Inventories to the value of LTL 113 thousand were disposed and written down. Changes in the allowance for inventories for the years 2011 and 2010 have been included into cost of goods sold.

As disclosed in Note 13, in order to secure the repayment of loans, the Group and the Company pledged inventories with the total acquisition cost of LTL 9,000 thousand as of 31 December 2011 and 2010.

**VILNIAUS BALDAI AB**

**CONSOLIDATED AND COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011**

(all amounts are in LTL thousand unless otherwise stated)

**8 Trade receivables**

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Trade receivables, gross	18,186	15,131	18,186	15,131
Less: impairment for doubtful trade receivables	-	-	-	-
	<b>18,186</b>	<b>15,131</b>	<b>18,186</b>	<b>15,131</b>

Trade receivables are non-interest bearing and are generally on 30 days terms.

As of 31 December 2011 no allowance was recognised for trade receivables of the Group and the Company with the nominal value of LTL 18,186 thousand (LTL 15,131 thousand in 2010).

The ageing analysis of the Group's and Company's trade receivables as of 31 December 2011 and 2010 is as follows:

	<b>Trade receivables neither past due nor impaired</b>	<b>Trade receivables past due, but not impaired</b>					<b>Total</b>
		<b>Less than 30 days</b>	<b>30 - 60 days</b>	<b>60 - 90 days</b>	<b>90 - 120 days</b>	<b>More than 120 days</b>	
<b>2011</b>	16,783	1,403	-	-	-	-	<b>18,186</b>
<b>2010</b>	14,538	591	-	2	-	-	<b>15,131</b>

**9 Loans to related parties**

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Loans to related parties	-	41,396	-	41,396
	<b>-</b>	<b>41,396</b>	<b>-</b>	<b>41,396</b>

As of 31 December 2010 the Group's and Company's balance of loans granted to Invalda AB was LTL 41,396 thousand. As of 31 December 2011 Invalda AB fulfilled its liabilities according to loan agreements and fully and properly settled up with the Company.

**10 Other receivables**

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Refundable VAT	1,896	1,932	1,896	1,932
Other receivables	179	117	169	95
	<b>2,075</b>	<b>2,049</b>	<b>2,065</b>	<b>2,027</b>
Less: allowance for doubtful other receivables	-	-	-	-
	<b>2,075</b>	<b>2,049</b>	<b>2,065</b>	<b>2,027</b>

Other receivables of the Group and the Company were neither past due nor impaired as of 31 December 2011 and 2010.

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(all amounts are in LTL thousand unless otherwise stated)

**11 Cash and cash equivalents**

	<u>Group</u>		<u>Company</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Cash at bank	1,526	341	1,436	299
Cash on hand	3	4	3	4
Time deposits with the maturity less than 3 month	377	-	377	-
	<u>1,906</u>	<u>345</u>	<u>1,816</u>	<u>303</u>

The Company's foreign currency accounts in Danske Bank A/S Lithuania branch and future cash inflows into them are pledged to the banks as collateral in relation to the loans (Note 13).

On 31 December 2011 the Group and the Company have also placed in the banks time deposits with the maturity more than 3 months:

	<u>Group</u>	<u>Company</u>
	<u>2011</u>	
Time deposits with the maturity between 3 and 6 months	10,794	10,794
Time deposits with the maturity more than 6 months	37,981	37,981
Accumulated interest	326	326
	<u>49,101</u>	<u>49,101</u>

**12 Reserves**Legal reserve

A legal reserve is a compulsory reserve under Lithuanian legislation. Annual transfers of not less than 5 % of net profit are compulsory until the reserve reaches 10 % of the share capital.

Reserve for acquisition of own shares

During the ordinary general meeting of shareholders held on 29 April 2010 a decision was passed to make a transfer of LTL 25,000 thousand from the Company's retained earnings to the reserve for the acquisition of own shares. The issue on the acquisition of own shares will be deliberated by shareholders in future in view of the Company's results of operations and the market situation.

**13 Borrowings**

	<u>Group</u>		<u>Company</u>	
	<u>As of 31 December 2011</u>	<u>As of 31 December 2010</u>	<u>As of 31 December 2011</u>	<u>As of 31 December 2010</u>
<b>Non-current borrowings</b>				
Bank borrowings	-	1,253	-	1,253
Credit line facility (overdraft)	-	2,055	-	2,055
Finance lease	197	161	197	161
	<u>197</u>	<u>3,469</u>	<u>197</u>	<u>3,469</u>

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(all amounts are in LTL thousand unless otherwise stated)

13 Borrowings (cont'd)

	Group		Company	
	As of 31 December 2011	As of 31 December 2010	As of 31 December 2011	As of 31 December 2010
<b>Current borrowings</b>				
Current portion of non-current bank borrowings	1,253	2,504	1,253	2,504
Current portion of non-current finance lease	37	36	37	36
	<u>1,290</u>	<u>2,540</u>	<u>1,290</u>	<u>2,540</u>
	<b>1,487</b>	<b>6,009</b>	<b>1,487</b>	<b>6,009</b>

Terms of repayment of non-current and current borrowings of the Group and the Company are as follows:

	Group		Company	
	As of 31 December 2011		As of 31 December 2011	
	Fixed interest rate	Variable interest rate	Fixed interest rate	Variable interest rate
2012	-	1,290	-	1,290
2013	-	34	-	34
2014	-	36	-	36
2015	-	97	-	97
2016	-	30	-	30
	-	<u>1,487</u>	-	<u>1,487</u>

Actual interest rates are close to the effective interest rates. As of 31 December 2011 the weighted average annual interest rate of the Group's and the Company's borrowings outstanding was 3.39 % (4.36 % as of 31 December 2010). In 2011 and 2010 the period of revising variable interest rates on borrowings was 3 and 6 months.

Weighted average interest rates of borrowings outstanding at the year end:

	Group		Company	
	2011	2010	2011	2010
Non-current borrowings	3.11%	3.47%	3.11%	3.47%
Finance lease	4.89%	5.15%	4.89%	5.15%

Parts of borrowings at the end of the year in national and foreign currencies:

	Group		Company	
	2011	2010	2011	2010
<b>Borrowings denominated in:</b>				
EUR	1,487	6,009	1,487	6,009
LTL	-	-	-	-
	<u>1,487</u>	<u>6,009</u>	<u>1,487</u>	<u>6,009</u>

On 14 September 2011 the Company fulfilled its liabilities, equal to 12,500 thousand LTL, to Danske Bank A/S Lithuanian branch according to the Credit Limit Agreement regarding overdraft, guarantees and warrants.

The Company pledged buildings and machinery and equipment with a net book value of LTL 17,622 thousand as of 31 December 2011 (LTL 21,227 thousand as of 31 December 2010), the inventories in turnover with the net book value of LTL 9,000 thousand as of 31 December 2011 and 2010 as well as current and future cash inflows into Company's bank accounts in Danske Bank A/S Lithuania branch.

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**14 Trade payables**

Trade payables are non-interest bearing and are normally settled on 30 -60 days terms.

**15 Post – employment ant other long term employee benefits**

	<u>Group</u>		<u>Company</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Post – employment ant other long term employee benefits	997	771	997	771
	<b>997</b>	<b>771</b>	<b>997</b>	<b>771</b>

Provision for pension and jubilee benefits comprise amounts calculated according to the collective agreement affective at the Company. Every employee of the Company is entitled to a jubilee benefit and 2 or 3 month salary payment on the leaving the Company after reaching the retirement age.

**16 Other current and accrued liabilities**

	<u>Group</u>		<u>Company</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Amounts payable for the take-over of tax losses (Note 26)	2,711	3,205	2,711	3,205
Payroll related liabilities	3,279	2,626	3,230	2,597
Dividends payable	744	276	744	276
Operation taxes payable	98	79	87	73
Other payables and accrued liabilities	303	130	303	130
	<b>7,135</b>	<b>6,316</b>	<b>7,075</b>	<b>6,281</b>

Terms and conditions of the above financial liabilities:

- Other payables are non-interest bearing and are normally settled on 15 – 30 day terms.

On 28 April 2011 the Annual General Meeting decided to pay LTL 15,545 thousand dividends (4 LTL attributable for 1 ordinary share). The balance of dividends payable amounted to LTL 744 thousand as at 31 December 2011 (31 December 2010 – LTL 276 thousand).

**17 Revenue**

	<u>Group</u>		<u>Company</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Sales of goods	238,366	197,209	238,366	197,209
Revenue from services	2	5	2	5
	<b>238,368</b>	<b>197,214</b>	<b>238,368</b>	<b>197,214</b>

In 2011 and 2010 sales of goods comprised sales of furniture which accounted for approx. 98 per cent of total sales and sales of raw materials and waste of raw materials.

The main customer of the Company is IKEA Supply AG in 2011 sales are amounting to LTL 232,379 thousand, i.e. 98 per cent (in 2010 sales were amounting to LTL 193,874 thousand, i.e. 98 per cent). The Company is working with this customer on the basis of the short-term agreements since 1998.

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(all amounts are in LTL thousand unless otherwise stated)

**18 Cost of sales**

	<u>Group</u>		<u>Company</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Materials	153,240	116,837	153,240	116,837
Wages, salaries	14,104	13,011	13,794	12,861
Social security	4,344	4,017	4,252	3,973
Depreciation*	6,049	5,821	6,048	5,818
Acquired furniture and materials	5,211	3,125	5,211	3,125
Other production expenses	13,672	12,788	14,225	13,134
	<b>196,620</b>	<b>155,599</b>	<b>196,770</b>	<b>155,748</b>

The depreciation charge of the Group included in the cost of sales (Note 5) is decreased by LTL 5 thousand subsidy received for the acquisition of property, plant and equipment.

**19 Operating expenses**

	<u>Group</u>		<u>Company</u>	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Wages, salaries	3,167	3,163	3,068	3,074
Social security	984	984	954	957
Transportation and logistics expenses	4,159	2,866	4,159	2,866
Bonus for the Board members	795	-	795	-
Depreciation and amortization	495	588	494	587
Audit and consultation expenses	434	243	433	243
Waste utilisation expenses	413	166	413	166
Utilities, maintenance and communications	312	249	311	249
Business trips expenses	152	75	152	75
Charity and support expenses	54	102	53	100
Other	1,702	1,795	1,681	1,780
	<b>12,667</b>	<b>10,231</b>	<b>12,513</b>	<b>10,097</b>

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(all amounts are in LTL thousand unless otherwise stated)

**20 Other operating income and expenses**

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Other operating income</b>				
Rent and utilities income	1,310	1,190	1,317	1,191
Gain on disposal of property, plant and equipment	7	18	7	18
Other income	107	43	108	48
	<b>1,424</b>	<b>1,251</b>	<b>1,432</b>	<b>1,257</b>
<b>Other operating expenses</b>				
Direct costs of rent income	(780)	(806)	(780)	(806)
Losses on disposal of property, plant and equipment	(12)	(4)	(12)	(4)
	<b>(792)</b>	<b>(810)</b>	<b>(792)</b>	<b>(810)</b>

**21 Income and expenses from financial and investment activities**

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Financial income</b>				
Interest income on loans to related parties	1,450	1,773	1,450	1,773
Currency exchange gain	108	96	108	96
	<b>1,558</b>	<b>1,869</b>	<b>1,558</b>	<b>1,869</b>
<b>Financial costs</b>				
Interest expenses	(181)	(776)	(181)	(776)
Currency exchange (expenses)	(160)	(167)	(160)	(167)
	<b>(341)</b>	<b>(943)</b>	<b>(341)</b>	<b>(943)</b>

**22 Income tax**

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Components of the income tax expense</b>				
Income tax expenses for the reporting year	4,398	5,072	4,398	5,072
Adjustments in respect of prior year	(217)	-	(217)	-
Income tax expenses from dividends paid to physical persons	3	-	3	-
Total current tax	<b>4,184</b>	<b>5,072</b>	<b>4,184</b>	<b>5,072</b>
Origination and reversal of temporary differences	(65)	(178)	(65)	(178)
Total deferred tax	<b>(65)</b>	<b>(178)</b>	<b>(65)</b>	<b>(178)</b>
Income tax expense	<b>4,119</b>	<b>4,894</b>	<b>4,119</b>	<b>4,894</b>

Deferred income tax asset and liability as of 31 December 2011 and 2010 was accounted for using tax rate of 15 %.

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**22 Income tax (cont'd)**

Income tax expense disclosed in the statement of comprehensive income may be reconciled to income tax expense that would arise using an enacted income tax rate applicable to profit before income tax.

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Profit (loss) before tax	30,930	32,751	30,942	32,742
Tax calculated at statutory 15% tax rate	4,640	4,913	4,641	4,911
Expenses not deductible for tax purposes	55	83	54	85
Income not subject to tax	(4)	(3)	(4)	(3)
Correction of income tax for the previous periods	(217)	10	(217)	10
Profit relief due to investments	(339)	(79)	(339)	(79)
Charity expenses deductible twice for tax purposes	(16)	(30)	(16)	(30)
<b>Income tax expenses (income)</b>	<b>4,119</b>	<b>4,894</b>	<b>4,119</b>	<b>4,894</b>

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Deferred tax assets:</b>				
- Deferred tax asset to be recovered after more than 12 months	154	116	154	116
- Deferred tax asset to be recovered within 12 months	89	91	89	91
<b>Deferred tax liabilities:</b>				
- Deferred tax liability to be recovered after more than 12 months	(214)	(243)	(214)	(243)
- Deferred tax liability to be recovered within 12 months	-	-	-	-
	<b>29</b>	<b>(36)</b>	<b>29</b>	<b>(36)</b>

The movement in the Group's and Company's deferred tax assets and liabilities (prior to and after offsetting the balances) during a period was as follows:

<b>Group</b>	<b>Credited (debited) to income tax expenses</b>		<b>Credited (debited) to income tax expenses</b>	
	<b>2009</b>	<b>2010</b>	<b>2010</b>	<b>2011</b>
<b>Deferred tax assets</b>				
- Provision for inventories	18	29	(17)	12
- Accrued charges	41	178	53	231
	<b>59</b>	<b>207</b>	<b>36</b>	<b>243</b>
<b>Deferred tax liabilities</b>				
- Investments	(273)	(243)	29	(214)
	<b>(273)</b>	<b>(243)</b>	<b>29</b>	<b>(214)</b>
<b>Deferred tax liabilities, net</b>	<b>(214)</b>	<b>(36)</b>	<b>65</b>	<b>29</b>



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**22 Income tax (cont'd)**

Income tax expense disclosed in the statement of comprehensive income may be reconciled to income tax expense that would arise using an enacted income tax rate applicable to profit before income tax.

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Profit (loss) before tax	30,930	32,751	30,942	32,742
Tax calculated at statutory 15% tax rate	4,640	4,913	4,641	4,911
Expenses not deductible for tax purposes	55	83	54	85
Income not subject to tax	(4)	(3)	(4)	(3)
Correction of income tax for the previous periods	(217)	10	(217)	10
Profit relief due to investments	(339)	(79)	(339)	(79)
Charity expenses deductible twice for tax purposes	(16)	(30)	(16)	(30)
Income tax expenses (income)	<b>4,119</b>	<b>4,894</b>	<b>4,119</b>	<b>4,894</b>

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Deferred tax assets:</b>				
– Deferred tax asset to be recovered after more than 12 months	154	116	154	116
– Deferred tax asset to be recovered within 12 months	89	91	89	91
<b>Deferred tax liabilities:</b>				
– Deferred tax liability to be recovered after more than 12 months	(214)	(243)	(214)	(243)
– Deferred tax liability to be recovered within 12 months	-	-	-	-
	<b>29</b>	<b>(36)</b>	<b>29</b>	<b>(36)</b>

The movement in the Group's and Company's deferred tax assets and liabilities (prior to and after offsetting the balances) during a period was as follows:

<b>Group</b>	<b>Credited (debited) to income tax expenses</b>		<b>Credited (debited) to income tax expenses</b>	
	<b>2009</b>	<b>2010</b>	<b>2010</b>	<b>2011</b>
<b>Deferred tax assets</b>				
– Provision for inventories	18	11	29	(17)
– Accrued charges	41	137	178	53
	<b>59</b>	<b>148</b>	<b>207</b>	<b>36</b>
<b>Deferred tax liabilities</b>				
– Investments	(273)	30	(243)	29
	<b>(273)</b>	<b>30</b>	<b>(243)</b>	<b>29</b>
<b>Deferred tax liabilities, net</b>	<b>(214)</b>	<b>178</b>	<b>(36)</b>	<b>29</b>

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(all amounts are in LTL thousand unless otherwise stated)

24 Financial assets and liabilities and risk management (cont'd)

	Group		Company	
	Category - Financial liabilities measured at amortised cost		Category - Financial liabilities measured at amortised cost	
	2011	2010	2011	2010
<b>Financial liabilities</b>				
Borrowings	1,253	5,812	1,253	5,812
Obligations under finance leases	234	197	234	197
Trade and other payables	26,163	25,896	26,175	25,933
<b>Total</b>	<b>27,650</b>	<b>31,905</b>	<b>27,662</b>	<b>31,942</b>

Liquidity risk

The Group's and the Company's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities to meet its commitments at a given date in accordance with its strategic plans. The Group's and Company's liquidity (total current assets / total current liabilities) and quick ratios ((total current assets – inventories) / total current liabilities) as of 31 December 2011 were 2.80 and 2.34, respectively (the Group's and the Company's liquidity and quick ratio as of 31 December 2010 – 2.48 and 1.87, respectively).

The tables below summarises the maturity profile of the Group's and the Company's financial liabilities as of 31 December 2011 based on contractual undiscounted cashflows (planned payments with interest):

Group	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Interest bearing loans and borrowings	-	686	1,994	3,513	-	6,193
Trade and other payables	274	22,417	3,205	-	-	25,896
<b>Balance as of 31 December 2010</b>	<b>274</b>	<b>23,103</b>	<b>5,199</b>	<b>3,513</b>	<b>-</b>	<b>32,089</b>
Interest bearing loans and borrowings	-	653	667	220	-	1,540
Trade and other payables	744	22,708	2,711	-	-	26,163
<b>Balance as of 31 December 2011</b>	<b>744</b>	<b>23,361</b>	<b>3,378</b>	<b>220</b>	<b>-</b>	<b>27,703</b>
<b>Company</b>	<b>On demand</b>	<b>Less than 3 months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Interest bearing loans and borrowings	-	686	1,994	3,513	-	6,193
Trade and other payables	274	22,454	3,205	-	-	25,933
<b>Balance as of 31 December 2010</b>	<b>274</b>	<b>23,140</b>	<b>5,199</b>	<b>3,513</b>	<b>-</b>	<b>32,126</b>
Interest bearing loans and borrowings	-	653	667	220	-	1,540
Trade and other payables	744	22,720	2,711	-	-	26,175
<b>Balance as of 31 December 2011</b>	<b>744</b>	<b>23,373</b>	<b>3,378</b>	<b>220</b>	<b>-</b>	<b>27,715</b>

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**24 Financial assets and liabilities and risk management (cont'd)**Credit risk

The Group and the Company has significant concentration of trading counterparties. The main customer of the Group and the Company – IKEA Supply AG – as of 31 December 2011 accounts for approximately 99 % and as of 31 December 2010 accounts for approximately 99 % of the total Group's and Company's trade receivables. Also the major part of the Company's sales is with this customer (Note 17).

The Group and the Company do not guarantee obligations of other parties. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. Consequently, the Management of the Group and the Company considers that its maximum exposure is reflected by the amount of trade receivables, net of allowance for doubtful accounts recognised at the statement of financial position date.

With respect to trade receivables and other receivables that are neither impaired nor past due, there are no indications as of the reporting date that the debtors will not meet their payments obligations since receivables balances are monitored on an ongoing basis.

The maximum exposure to credit risk of Group's and Company's cash and cash equivalents and term deposits is equal to fair value of cash and cash equivalents and term deposits at the date of financial position statements preparation. The management of the Group and the Company considers that risk arising from investments of cash and cash equivalents into short term financial instruments are not significant, as investments are made only in commercial banks in Lithuania which have high credit ratings.

Foreign exchange risk

Major currency risks of the Group and the Company occur due to the fact that the Group and the Company borrows foreign currency denominated funds as well as is being involved in imports and exports. The Group's and the Company's policy is to match cash flows arising from highly probable future sales and purchases in each foreign currency. The Group and the Company does not use any financial instruments to manage its exposure to foreign exchange risk other than aiming to borrow in EUR, to which LTL is pegged.

Monetary assets and liabilities stated in various currencies as of 31 December 2011 were as follows (stated in LTL):

	<b>Group</b>		<b>Company</b>	
	<b>Assets</b>	<b>Liabilities</b>	<b>Assets</b>	<b>Liabilities</b>
LTL	24,714	19,339	24,614	19,351
EUR	43,856	7,942	43,856	7,942
PLN	802	369	802	369
<b>Total</b>	<b>69,372</b>	<b>27,650</b>	<b>69,272</b>	<b>27,662</b>

**24 Financial assets and liabilities and risk management (cont'd)**

The following table demonstrates the sensitivity to a reasonably possible change in respect currency exchange rate, with all other variable held constant of the Company's profit before tax (due to change in the fair value of monetary assets and liabilities).

	Increase/ decrease in exchange rate, %	Effect on the profit before tax
<b>2011</b>		
PLN	+10%	(43)
PLN	-10%	43
<b>2010</b>		
PLN	+10%	(56)
PLN	-10%	56

Interest rate risk

The major part of the Group's and the Company's borrowings is with variable interest rates, related to EURIBOR, which creates an interest rate risk. There are no financial instruments designated to manage the exposure to fluctuation in interest rates outstanding as of 31 December 2011 and 2010.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's and the Company's profit before tax (through the impact on floating rate borrowings). There is no impact on the Group's and the Company's equity except for the impact of the current portion of net income.

	Increase / decrease, %	Effect on profit before tax
<b>2011</b>		
LTL	+1%	-
EUR	+1%	(15)
LTL	-0.1%	-
EUR	-0.1%	1
<b>2010</b>		
LTL	+1%	-
EUR	+1%	(57)
LTL	-0.1%	-
EUR	-0.1%	1

Fair value of financial instruments

The Group's and the Company's principal financial instruments accounted for at amortised cost are trade and other current and non-current receivables, trade and other payables, long-term and short-term borrowings. The net book value of these amounts approximates their fair value.

Fair value is defined as the amount at which the instrument could be exchanged between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models as appropriate.

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(all amounts are in LTL thousand unless otherwise stated)

**24 Financial assets and liabilities and risk management (cont'd)**

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

- The carrying amount of current trade accounts receivable, current trade accounts payable, other receivables and other payables and short-term borrowings approximates fair value.
- The fair value of non-current debt is based on the quoted market price for the same or similar issues or on the current rates available for debt with the same maturity profile. The fair value of non-current borrowings with variable interest rates approximates their carrying amounts.

Credit quality of financial assets

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to historical information about counterparty default rates:

	Group		Company	
	Category - Loans and receivables		Category - Loans and receivables	
	2011	2010	2011	2010
Loans to related parties	-	41,396	-	41,396
Trade and other receivables with no history of counterparty defaults	16,962	14,651	16,952	14,630
Time deposits*	49,101	-	49,101	-
Cash at bank that have high* credit ratings	1,900	341	1,810	299
<b>Total</b>	<b>67,963</b>	<b>56,388</b>	<b>67,863</b>	<b>56,325</b>

\* Credit rate A+, A provided by Fitch Ratings Agency

The Group and the Company held cash and make investments only in the short term financial instruments of commercial banks in Lithuania with high credit ratings.

**25 Capital management**

The Group's and the Company's capital includes share capital, legal reserves and retained earnings. The primary objective of the capital management is to ensure that the Group and the Company comply with externally imposed capital requirements.

The Group and the Company manage their capital structure and make adjustments to it in the light of changes in economics 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 year end 31 December 2011.

The Company is obliged to keep its equity at no less than 50 % of its share capital, as imposed by the Law on Companies of the Republic of Lithuania.

The Group and the Company have externally imposed capital requirements from the banks. The following requirements are imposed to secure the repayment of bank borrowings:

- ratio of equity (less amounts payable to Invalda AB) to total assets (less amounts payable to Invalda AB) should not be lower than 0.35;
- ratio of financial liabilities to equity (less amounts payable to Invalda AB) should not be higher than 0.65.

The management monitors that the Company is in line with the both above mentioned capital requirements. No other capital management tools are used.

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**25 Capital management (cont'd)**

The calculation of equity and assets ratio is presented below:

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Assets	116,061	108,717	115,972	108,666
Loans to related Invalda AB	-	(41,396)	-	(41,396)
<b>Total assets</b>	<b>116,061</b>	<b>67,321</b>	<b>115,972</b>	<b>67,270</b>
Equity	84,036	72,770	83,995	72,717
Loans to related Invalda AB	-	(41,396)	-	(41,396)
<b>Total equity</b>	<b>84,036</b>	<b>31,374</b>	<b>83,995</b>	<b>31,321</b>
<b>Total financial liabilities</b>	<b>1,487</b>	<b>6,009</b>	<b>1,487</b>	<b>6,009</b>
<b>Equity to assets ratio</b>	<b>0.72</b>	<b>0.47</b>	<b>0.72</b>	<b>0.47</b>
<b>Total equity and financial liabilities</b>	<b>0.02</b>	<b>0.19</b>	<b>0.02</b>	<b>0.19</b>

As at 31 December 2011 and 2010, the Group and the Company complied with all external requirements established to secure the repayment of bank borrowings.

**26 Related party transactions**

The parties are considered related when one party has the possibility to control the other one or have significant influence over the other party in making financial and operating decisions. The related parties of the Company during 2011 and 2010 were: ARI-LUX UAB (the subsidiary), Invalda AB (ultimate shareholder) and all companies controlled by Invalda AB. Transactions with related parties during 2011 and 2010 and the balances as of 31 December 2011 and 2010 were as follows:

*a) Sales and purchases of goods and services and year-end balances arising from these sales/purchases*

<b>2011</b>	<b>Purchases</b>	<b>Sales</b>	<b>Receivables</b>	<b>Payables</b>
ARI-LUX UAB	566	8	1	12
Companies controlled by Invalda AB	2,255	1,076	129	116
	<b>2,821</b>	<b>1,084</b>	<b>130</b>	<b>128</b>
<b>2010</b>	<b>Purchases</b>	<b>Sales</b>	<b>Receivables</b>	<b>Payables</b>
ARI-LUX UAB	351	8	1	36
Companies controlled by Invalda AB	1,271	804	91	170
	<b>1,622</b>	<b>812</b>	<b>92</b>	<b>206</b>

**VILNIAUS BALDAI AB**

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(all amounts are in LTL thousand unless otherwise stated)

**26 Related party transactions (cont'd)**

*b) Loans to Invalda AB*

	<b>2011</b>	<b>2010</b>
At 1 January	41,396	15,999
Loans advanced during a year	17,006	24,623
Loans repayments received	(47,280)	(990)
Interest charged	1,100	1,764
Interest received	(1,028)	-
Settlement of loan receivable to dividends payable	(11,194)	-
At 31 December	<u>-</u>	<u>41,396</u>

*c) Losses taken over from companies controlled by the Parent company*

As at 31 December 2011, the Company took over tax losses of LTL 18,076 thousand (LTL 21,365 thousand as at 31 December 2010) from companies whose parent entity is Invalda AB. The Company assumed obligation to pay 15 per cent on the amount of tax losses taken over to companies that transferred those tax losses, therefore liability to related parties amounting to LTL 2,711 thousand (LTL 3,205 thousand as at 31 December 2010) are accounted in other current liabilities.

The discounting effect related to taxable losses taken over by the Company from Invalda AB Group Companys' amounted to LTL 84 thousand and was accounted in the profit tax expenses.

Remuneration of the management and other payments

The General Director, Chief Accountant of the Company and General Director of subsidiary are considered to be the key management of the Group.

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Wages, salaries	620	737	561	710
Social security	192	228	174	220
	<u>812</u>	<u>965</u>	<u>735</u>	<u>930</u>

On 28 April 2011 the Annual General Meeting decided to pay LTL 795 thousand annual payments (tantiemes) for the Board members.

In 2011 and 2010 the management of the Group and the Company did not receive any loans, guarantees; no other payments or property transfers were made or accrued.

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**27 Commitments**Operating lease commitments – Group/Company as a lessee

The Group and the Company have signed contracts of transport equipment and warehouses leases. The lease requirements do not provide any restrictions for additional debts or additional non-current lease for Group or the Company activity which is related with dividends.

Group's or Company's lease expenses related with the lease of transport equipment or warehouses was LTL 626 thousand in 2011 (2010 – LTL 359 thousand)

The future aggregated minimum lease payments under non-cancellable operating leases are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Not later than 1 year				
Lease of transport equipment	187	211	187	211
Warehouse lease	294	-	294	-
	<u>481</u>	<u>211</u>	<u>481</u>	<u>211</u>
Later than 1 year and no later than 5 years				
Lease of transport equipment	243	339	243	339
Warehouse lease	381	-	381	-
	<u>624</u>	<u>339</u>	<u>624</u>	<u>339</u>
	<b><u>1,105</u></b>	<b><u>550</u></b>	<b><u>1,105</u></b>	<b><u>550</u></b>

**28 Events after financial position date**

There were no significant events in the Group and the Company after the date of the financial statements which could affect desitions of financial statements' users.