

Vilnius, 22nd of April, 2014

Notifying Parties:

Volemer Holdings Limited
Avlonos str. 1, Maria House 5th floor
CY 1075 Nicosia
Cyprus

Vretola Holdings Limited
Stylianou Lena, 18, Pallouriotissa
1046, Nicosia
Cyprus

Eastern Agro Holdings UAB
Smolensko str. 10
LT-03201 Vilnius
Lithuania

Sauledra UAB
Mindaugo str. 14B-14
Vilnius
Lithuania

Baltic Champs Group UAB
Šiaulių r. sav. Poviliškių k.
Lithuania

Romualdas Antanas Petrošius

Aldona Petrošienė

Jurgis Petrošius

Marius Žutautas

Vladas Bagavičius

Domantas Savičius

To: **Komisja Nadzoru Finansowego
(Financial Supervision Commission)**
Plac Powstańców Warszawy 1
00-950 Warszawa
(the "Commission")
e-mail: dno@knf.gov.pl

To: **Agrowill Group AB (**
Smolensko str. 10,
LT-03201 Vilnius
(the "Company" or "Agrowill")
e-mail: v.bagavicius@agrowill.lt

**NOTIFICATION CONCERNING
CHANGE OF THE SHARE IN THE TOTAL NUMBER OF VOTES**

Acting on the basis of powers of attorney, pursuant to art. 69.1.1) in connection with art. 69.2.1) and 4 of the Act of July 29, 2005 on Public Offers and Conditions of Introduction of Financial Instruments to Organized Trading System and on Public Companies (Journal of Laws No. 184, Item 1539, as amended, the "Act"), Volemer Holdings Limited, a company organized under the laws of Cyprus, with its registered seat at Avlonos str. 1, Maria House 5th floor, CY 1075 Nicosia, Cyprus ("**Volemer**"), Vretola Holdings Limited, a company organized under the laws of Cyprus, with its registered seat at Stylianou Lena, 18, Pallouriotissa, 1046, Nicosia, Cyprus ("**Vretola**"), Eastern Agro Holdings UAB, a company organized under the laws of Lithuania, with its registered seat at Smolensko str. 10, Vilnius, Lithuania ("**Eastern Agro Holdings**"), Sauledra UAB, with its registered address Mindaugo str. 14B-14, Vilnius, Lithuania ("**Sauledra**"), Baltic Champs Group UAB, a company organized under the laws of Lithuania, with its registered seat at Šiaulių r. sav. Poviliškių k., Lithuania ("**Baltic Champs**"), Mr

Romualdas Antanas Petrošius, Mrs Aldona Petrošienė, Mr Jurgis Petrošius, Mr Marius Žutautas, Mr Vladas Bagavičius and Mr Domantas Savičius (with Volemer, Vretola, Eastern Agro Holdings, Sauledra, Baltic Champs, Romualdas Antanas Petrošius, Aldona Petrošienė, Jurgis Petrošius, Marius Žutautas and Vladas Bagavičius jointly referred to as the "Parties") hereby notify the Company and the Commission of change of the share in the total number of the votes at the General Meeting of the Company.

On 17 April 2014, following increase of the Company's authorized capital according to the decisions of the general meeting of shareholders, dated 13 March 2014 and registration of new shares with the Central Securities Depository of Lithuania and following signature by the Parties with the Company the shareholders' agreement they are parties acting in concert in the meaning of art. 87.1.6) of the Act. Concurrently with entering into the agreement and after the registrations referred to in the previous sentence, the Parties have acquired total number of 102,595,266 ordinary registered shares with a nominal value of LTL 1 each share, constituting 54.74% of the increased share capital and entitling to exercise 102,595,266 votes, representing 54.74% of the total number of votes in the increased share capital at the general shareholders' meeting of Agrowill, which together with shares already held by the Parties exceed the threshold of 75% of the total number of votes in the Company (the "Change of Share").

Prior to the above Change of Share, the share capital of Agrowill consisted of 84,820,986 ordinary shares with a nominal value of LTL 1 each share. The Parties held 51,364,542 ordinary registered shares with a nominal value of LTL 1 each share, constituting 60.56 % of the share capital of Agrowill and entitling to exercise 51,364,542 votes, representing 60.56 % of the total number of votes at General Meeting of Agrowill. In the table below the number of shares in the share capital of Agrowill and votes at the General Meeting of the Company of each Party as well as their respective percentages in the share capital and the total number of votes at the General Meeting of the Company is presented:

No.	Name, surname / name of the company	Shares held by shareholder	Share in total number of shares	Votes held by shareholder	Share in total number of votes
1.	Baltic Champs Group	0	0	0	0
2.	Vretola	17,522,426	20.66	17,522,426	20.66
3.	Volemer	16,575,672	19.54	16,575,672	19.54
4.	Eastern Agro Holdings	8,343,609	9.84	8,343,609	9.84
5.	Romualdas Antanas Petrošius	6,468,984	7.63	6,468,984	7.63
6.	Sauledra	1,000,000	1.18	1,000,000	1.18
7.	Vladas Bagavičius	270,000	0.32	270,000	0.32
8.	Aldona Petrošienė	411,538	0.49	411,538	0.49
9.	Domantas Savičius	269,417	0.32	269,417	0.32
10.	Jurgis Petrošius	367,896	0.43	367,896	0.43
11.	Marius Žutautas	135,000	0.16	135,000	0.16

As a result of the Change of Share, the Parties directly own 153,959,808 ordinary registered shares with a nominal value of LTL 1 each share, constituting 82.15 % of the share capital of Agrowill and entitling to exercise 153,959,808 votes, representing 82.15 % of the total number of votes at the General Meeting. In the table below the number of shares in the share capital of Agrowill and votes at the General Meeting of the Company of each Party as well as their respective percentages in the share capital and the total number of votes at the General Meeting of the Company is presented:

No.	Name, surname / name of the company	Shares held by shareholder	Share in total number of shares	Votes held by shareholder	Share in total number of votes
1.	Baltic Champs Group	94,066,502	50.20	94,066,502	50.20
2.	Vretola	26,051,190	13.90	26,051,190	13.90
3.	Volemer	16,575,672	8.84	16,575,672	8.84
4.	Eastern Agro Holdings	8,343,609	4.45	8,343,609	4.45
5.	Romualdas Antanas Petrošius	6,468,984	3.45	6,468,984	3.45
6.	Sauledra	1,000,000	0.53	1,000,000	0.53
7.	Aldona Petrošienė	411,538	0.22	411,538	0.22
8.	Jurgis Petrošius	367,896	0.20	367,896	0.20
9.	Vladas Bagavičius	270,000	0.14	270,000	0.14
10.	Domantas Savičius	269,417	0.14	269,417	0.14
11.	Marius Žutautas	135,000	0.07	135,000	0.07

There are no entities subsidiary to the Parties that directly or indirectly hold any shares in Agrowill.

There are no persons referred to in art. 87.1.3).c) of the Act, i.e. parties that entered into an agreement on the transfer of right to exercise voting rights.

The Parties do not exclude the possibility that as a consequence of further actions, they will, either directly or indirectly, purchase shares in Agrowill, within twelve months upon delivery of this notice.

On behalf of Volemer Holdings Limited

On behalf of Vretola Holdings Limited

On behalf of Eastern Agro Holdings UAB

On behalf of Sauledra UAB

On behalf of Mr Romualdas Antanas Petrošius

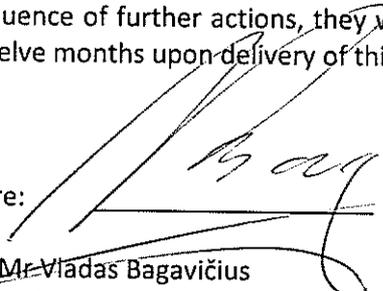
On behalf of Mrs Aldona Petrošienė

On behalf of Mr Jurgis Petrošius

On behalf of Mr Domantas Savičius

On behalf of Mr Marius Žutautas

Mr Vladas Bagavičius

Signature: 

Name: Mr Vladas Bagavičius

Function: Plenipotentiary

Signature: 