**Draft decisions of the Extraordinary General Meeting of Shareholders to be held on 3 January 2023**

Draft decisions proposed by the Management Board of AB Utenos Trikotažas (the **“Company”**) on the issues included in the agenda of the extraordinary general meeting of shareholders:

**1.     Concerning the approval of the payment terms for audit services.**

*Draft decision*

Determine that the remuneration to the UAB KPMG Baltics for the audit of AB Utenos trikotažas is as follows: for the year 2022 - EUR 38,280 plus VAT, for the year 2023 - EUR 39,050 plus VAT, for the year 2024 (if the contract is extended) - EUR 39,050 plus VAT.

**2.     Election of new individual members of the Management Board of the Company.**

*Draft decision*

2.1. In order to fill the vacant positions in the Management Board, which arose after the resignation of NERIJUS KALINAUSKAS and NORTAUTAS LUOPAS (independent member) from the Company’s Management Board, to elect these candidates as members of the Management Board who will received the most votes at the General Meeting of Shareholders.

Following the recommendation of the Company‘s shareholder UAB SBA Grupė, the following candidates are proposed to be elected as members of the Management Board:

1. VYTAUTAS VAŠKYS;

2. NERINGA VAITELYTĖ (independent member).

2.2. Persons are elected to serve as members of the Management Board of the Company until the expiry of the term of office of the current Managements Board, which was elected by the decision of the general meeting of shareholders on 28.04.2021. The members of the Management Board shall start their activities upon the end of the Shareholders' Meeting of the Company that elected them.

2.3. To establish that the independent member of the Board of the Company shall be paid a remuneration for the activities of a member of the Board that meets the following conditions:   
 - hourly wage not exceeding 80 EUR / hour. (after taxes);  
 - the monthly remuneration does not exceed EUR 2000 (after tax);  
 - the minimum number of hours per quarter for which the Company pays independent member of the Board for activities on the Board is 10 hours. The contract with the independent board member may stipulate that no minimum number of hours is set.

2.4. 2.4. To instruct the Board of the Company to establish the procedure for calculation and payment of remuneration to independent member of the Board of the Company and to approve the form of the agreement on the activities of a member of the Board of the Company.

Additional information is available from Živilė Jonaitytė, Finance Director, tel. No. +370 686 5193.  
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