**Public Limited Liability Company ŽEMAITIJOS PIENAS**

**Registered office: Sedos g. 35, Telšiai, LT-87101**

**Company code 180240752, VAT payer code LT802407515**

**Data collected and stored in the Register of Legal Entities**

**GENERAL BALLOT PAPER**

**for the Annual General Meeting of Shareholders**

**on 29 April 2025**

Shareholder’s name, surname (name of legal entity)

………….............................................................................

Shareholder’s personal code (company code)

……………………………………................................................................................................................

Number of shares held

……………………………………………................................................................................................................

Number of votes held

……………………………………………................................................................................................................

Date of completion of the ballot paper

……………………………………………................................................................................................................

**Please mark the selected option “FOR” or “AGAINST” in the table:**

Organisational matters of the meeting (insert proposed candidates or write a dash if candidates (or part thereof) are not proposed)

To propose and vote “for” the proposed candidate as Chairperson of the meeting:

………………………………………………………

To propose and vote “for” the proposed candidate as Secretary of the meeting:

………………………………………………………

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Agenda item** | **Draft resolution** | **Expression of will** |
| 1. | Auditor’s report and presentation of the Company’s consolidated management report for 2024. | The auditor’s report and the consolidated management report are presented and heard. No decision is taken on this item. The auditor’s report and the consolidated management report are attached. | Not voted (for information) |
| 2. | Approval of the Company’s consolidated annual financial and activity reports for 2024. | The Company’s consolidated annual financial statements (set), activity report are presented (submitted/published), reviewed and approved. The approved 2024 consolidated annual financial statements of the Company with annexes are attached. | FOR | AGAINST |
| 3. | Approval of the Company’s 2024 profit (loss) distribution. | To approve the draft resolution of the Board of the Company regarding the 2024 profit (loss) distribution:

|  |  |  |
| --- | --- | --- |
| **No.** | **Profit distribution items** | **EUR thousand** |
| **1** | **Retained earnings (loss) from previous financial years at the end of the reporting financial year** | **89,944** |
| **2** | Net profit (loss) of the reporting financial year | 24,357 |
| **3** | Profit (loss) of the reporting financial year not recognised in the profit (loss) statement – actuarial change | -3,058 |
| **4** | Profit (loss) of the reporting financial year not recognised in the profit (loss) statement – result of reduction of share capital and cancellation of treasury shares |  |
| **5** | Transfers from reserves | 10,200 |
| **6** |

|  |
| --- |
|  |

|  |
| --- |
| Shareholders’ contributions to cover the Company’s losses (if shareholders decided to cover all or part of the losses) |

 |  |
| **7** | **Total distributable profit (loss)** | **121,443** |
| **8** | Share of profit allocated to mandatory reserve | 0 |
| **9** |

|  |
| --- |
| Share of profit allocated to reserve for acquisition of own shares |

|  |
| --- |
|  |

 | 10,000 |
| **10** | Share of profit allocated to reserve for granting shares | 0 |
| **11** | Share of profit allocated to other reserves | 0 |
| **12** |

|  |
| --- |
| Share of profit allocated for dividend payment \* |

|  |
| --- |
|  |

 | 0 |
| **13** |

|  |
| --- |
| Share of profit allocated for employee bonuses and other purposes \*\* |

|  |
| --- |
|  |

 | 200  |
| **14** |

|  |
| --- |
|  |

|  |
| --- |
| **Retained earnings (loss) at the end of the reporting financial year, carried forward to the next financial year** |

 | **111,243** |

\*\* for employee bonuses EUR 200,000 | FOR | AGAINST |
| 4. | Approval of the remuneration policy for members of the Supervisory Board, members of the Board and the CEO of AB “ŽEMAITIJOS PIENAS”. | To approve the remuneration policy for members of the Supervisory Board, members of the Board and the CEO of ŽEMAITIJOS PIENAS, AB. | FOR | AGAINST |
| 5. | Establishment of the budget for members of the Company’s collegial bodies for their activities in the Company. | To approve the budget of EUR 200,000.00 (two hundred thousand) for the members of the Company’s collegial bodies for their activities in the Company for the period from the date of adoption of the resolution of the 2025 Annual General Meeting of Shareholders until the date of adoption of the resolution of the 2026 Annual General Meeting of Shareholders. | FOR | AGAINST |
| 6. | Formation of a reserve for acquisition of own shares and establishment of the procedure for acquisition of own shares. | 1. To repurchase shares of the public limited liability company “ŽEMAITIJOS PIENAS” on the official offer market of AB NASDAQ Vilnius Stock Exchange in accordance with the rules governing this market.2. To establish a reserve for the acquisition of own shares and to acquire up to 10 percent of the Company’s own shares (including the number of shares held by the Company prior to the adoption of this resolution);3. To establish the conditions for the acquisition of own shares:3.1. to use funds from the formed reserve for acquisition of own shares for payment for the acquired shares;3.2. maximum number of ordinary registered shares of the Company to be acquired – up to 10% of all Company’s shares;3.3. period during which the Company may acquire its own shares – 18 months from the date of adoption of this resolution;3.4. minimum price per one acquired share – EUR 1.75, maximum acquisition price – EUR 3.00 per share;3.5. purpose of acquisition – cancellation of shares with a view to increasing each investor’s equity stake in the Company;3.6. in accordance with the conditions set out in this resolution and the provisions of the Law on Companies of the Republic of Lithuania, to authorise the Company’s Board to organise the acquisition of own shares for the purposes set out in this resolution, to establish the detailed procedure for the acquisition, timing, number of shares, price, and to carry out any and all actions related to the acquisition of own shares. | FOR | AGAINST |
|  |
| On any other new draft resolutions not listed above, we vote with all votes | FOR | AGAINST |

We hereby confirm that the shareholder of ŽEMAITIJOS PIENAS, AB signing this ballot paper has read in advance the agenda and the draft resolutions of the Annual General Meeting of Shareholders of ŽEMAITIJOS PIENAS, AB indicated in this ballot paper, and is therefore able to express their will in writing in advance by voting on the agenda items of the Annual General Meeting of Shareholders. Based on this written expression of will regarding the agenda items of the Annual General Meeting of Shareholders, it shall be deemed that the shareholder who signed this ballot paper participated in the Annual General Meeting of Shareholders of AB ŽEMAITIJOS PIENAS, AB held on 29 April 2025.

Shareholder’s (representative’s) name, surname, position, signature:

Title, date, number of document granting the right to vote (if signed by a person other than the shareholder (the shareholder’s head)):