

Shareholder's name, surname (title) – .....

Shareholder's personal code (legal person's code) - .....

Number of the shares held – .....

**The agenda includes:**

1. Presentation of the public joint stock company Invalda INVL consolidated annual report for 2022.
2. Presentation of the independent auditor's report on the financial statements and consolidated annual report of the public joint stock company Invalda INVL.
3. Approval of the consolidated and stand-alone financial statements for 2022 of the public joint stock company Invalda INVL.
4. Resolution regarding profit distribution of the public joint stock company Invalda INVL.
5. Decision on approval of the Remuneration Report of the public joint stock company Invalda INVL.
6. Resolution regarding purchase of own shares of the public joint-stock company Invalda INVL.
7. Resolution regarding the exercise of stock options granted to Invalda INVL Group employees in 2020.
8. Resolution regarding increase of authorised capital of the public joint stock company Invalda INVL.
9. Class, number, nominal value and minimum issue price and payment for the issued shares.
10. Cancellation of the pre-emptive right of shareholders of the public joint stock company Invalda INVL to acquire shares issued by the Company.
11. Amendment of the Articles of Association of the public joint stock company Invalda INVL and approval of the new wording of the Articles of Association.
12. Resolution regarding the number of ordinary registered shares of Invalda INVL for which employees shall be offered stock options contracts during the year 2023 and regarding the price of the shares.
13. Update of the Regulations of the Audit Committee
14. Revocation of members of the Audit Committee and election of members of the Audit Committee for a new term of office.
15. Regarding the determination of remuneration for members of the Audit Committee.

Please **mark** the voting guideline with **X**: In favour, Against.

<b>Draft resolutions:</b>	
<b>1. Presentation of the public joint stock company Invalda INVL consolidated annual report for 2022.</b>	
Shareholders of the public joint stock company Invalda INVL are presented with the Consolidated Annual Report of the Company for 2022 (attached). There is no voting on this issue of agenda.	
<b>2. Presentation of the independent auditor's report on the financial statements and consolidated annual report of the public joint stock company Invalda INVL.</b>	
Shareholders of the public joint stock company Invalda INVL are presented with the independent auditor's report on the financial statements and consolidated annual report of the Company (attached). There is no voting on this issue of agenda	
<b>3. Approval of the consolidated and stand-alone financial statements for 2022 of the public joint stock company Invalda INVL.</b>	
To approve the consolidated and stand-alone financial statements for 2022 (attached) of the public joint stock company Invalda INVL.	<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST

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**4. Resolution regarding profit distribution of the public joint stock company Invalda INVL.**

To approve the profit distribution of Invalda INVL

<b>DRAFT PROFIT DISTRIBUTION, EUR. THOUSAND</b>		<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST
1) Retained earnings (loss) at the beginning of the financial year of the reporting period;	92 786	
2) Net profit (loss) for the financial year;	16 666	
3) Profit (loss) not recognized in the income statement of the reporting financial year	-	
4) Transfers from reserves;	-	
from the reserve for the acquisition of own shares	-	
from the mandatory reserve	-	
from share premium	-	
from share based payments reserve	-	
5) Shareholders contribution to cover loss (if all or part of loss is covered by the shareholders)	-	
6) Distributable profit (loss) in total;	109 452	
7) Profit transfers to the legal reserves;	-	
8) Profit transfers to the reserves for own shares acquisition	-	
9) Profit transfers to the reserve for granting equity incentives	-	
10) Profit to be paid as dividends*;	-	
11) Profit to be paid as annual payments (bonus) and for other purposes;	-	
12) Retained earnings (loss) at the end of the financial year.	109 452	

**5. Decision on approval of the Remuneration Report of the public joint stock company Invalda INVL.**

To approve the Remuneration Report of the public joint stock company Invalda INVL for 2022 (included into the Consolidated Annual Report as Annex 4).	<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> PRIEŠ
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**6. Resolution regarding purchase of own shares of the public joint-stock company Invalda INVL.**

<p>Until the day of the General Shareholders meeting the reserve for the purchase of own shares which is equal to EUR 9,888 thousand is not used. To use the reserve (a part of it) for the purchase of own shares and to purchase shares in Invalda INVL under these conditions:</p> <p>1) The goal for the purchase of own shares is to ensure shareholders a possibility to sell company's shares. 2) The maximum number of shares to be acquired – the nominal value of own shares may not exceed 1/10 of the share capital. 3) The period during which the company may purchase its own shares – 18 months from the day of this resolution. 4) The maximum and minimal one share acquisition price: the maximum one share acquisition price – value of consolidated equity per one share calculated according to the last publicly announced data of the consolidated equity of Invalda INVL before the decision of the Board is taken; minimum one share acquisition price – EUR 1. 5) The conditions of the selling of the purchased shares and minimal purchase price: Purchased own shares (including the shares acquired before the adoption of this decision) may be cancelled by the decision of the General Shareholders Meeting or by the decision of the Board granted the right to acquire the shares for the employees upon conditions of the Rules for Granting Equity Incentives, or sold by the decision of the Board upon the condition that minimum sale price for one share isn't lower than value of consolidated equity per one share calculated according to the publicly announced data of the consolidated equity of Invalda INVL before the decision of the Board is taken, and the sale procedure will ensure equal possibilities for all shareholders to purchase these shares. The Board of Invalda INVL is delegated, on the basis of this resolution and the Law on Companies of the Republic of Lithuania, to adopt decisions regarding purchase and sale of own shares, to organise purchase and selling procedure of own shares and to determine an order and timing for purchase and sale of own shares as well as the amount of shares and shares' price, and to complete all other actions related with purchase and sale procedure of own shares.</p> <p>From the date of this resolution the resolution of the General Shareholders Meeting on 30 April 2022 on the acquisition of own shares expires.</p>	<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST
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<p><b>7. Resolution regarding the exercise of stock options granted to Invalda INVL Group employees in 2020.</b></p>	
<p>Pursuant to the decisions of the General Meetings of Shareholders of 30 April 2020 and 1 July 2020, on the basis of which stock option agreements on the acquisition of shares of Invalda INVL in 2023 were concluded with the employees of Invalda INVL AB and companies in which more than 50% of the shares are owned by Invalda INVL, to establish that the right of the employees to acquire the said shares is exercised by submitting to the employees for subscription no more than 314,819 newly issued shares of the company.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p><b>8. Resolution regarding increase of authorised capital of the public joint stock company Invalda INVL.</b></p>	
<p>Increase the authorised capital of the joint stock company Invalda INVL by additional monetary contributions from EUR 3,493,935.08 to EUR 3,585,232.59.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p><b>9. Class, number, nominal value and minimum issue price and payment for the issued shares.</b></p>	
<p>The authorised capital of Invalda INVL is increased by issuing 314,819 ordinary registered shares with a nominal value of EUR 0.29.</p> <p>If not all shares are subscribed for during the subscription period, the authorised capital will be increased by the sum of the nominal values of the subscribed shares. On the basis of this decision, the Board of the Company must amend the Articles of Association and the number of shares accordingly in the Articles of Association and submit the amended Articles of Association to the Registrar of Legal Entities.</p> <p>To determine that when exercising the stock options granted in 2020, the minimum issue price of one share is EUR 0.35 (the minimum total issue value of these shares is EUR 110,186.65).</p> <p>To instruct the Board of the Company to make all decisions necessary to exercise stock options granted in 2020, including, but not limited to, determining the exact share issue price. In accordance with the provisions of Article 45 of the Law on Companies, shares may be issued at different share issue prices during one share issue.</p> <p>The issue price of the newly issued shares is paid in cash by the persons subscribing to the shares.</p> <p>The subscription agreements for the issued shares are concluded until 20 July 2023.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p><b>10. Cancellation of the pre-emptive right of shareholders of the public joint stock company Invalda INVL to acquire shares issued by the Company.</b></p>	
<p>Pursuant to the provisions of Article 57 of the Law on Companies of the Republic of Lithuania, to cancel the pre-emptive right of the shareholders of Invalda INVL to acquire 314,819 ordinary registered shares with a nominal value of EUR 0.29 each.</p> <p>Priority will be revoked upon implementation of the decisions of the company's general meetings of shareholders on 30 April 2020 and 1 July 2020, on the basis of which employees of the public joint-stock company Invalda INVL and employees of the companies where more than 50 per cent of the shares are owned by the Company, signed stock option contracts to acquire ordinary registered shares of the public joint-stock company Invalda INVL. Accordingly, the pre-emptive right to acquire the newly issued 314,819 ordinary registered shares of the public joint-stock company Invalda INVL is granted to the employees of the joint stock company Invalda INVL and employees of the companies with more than 50 per cent of the shares owned by Invalda INVL, who have concluded the aforementioned option contracts and for whom the right to acquire the newly issued shares has not been revoked on the grounds established in the Rules for Granting Equity Incentives (the list of persons who are entitled to acquire the newly issued 314,819 ordinary registered shares of the public joint-stock company Invalda INVL is stored in the premises of Invalda INVL, in order to ensure the protection of the personal data the list is not published).</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>

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<p><b>11. Amendment of the Articles of Association of the public joint stock company Invalda INVL and approval of the new wording of the Articles of Association.</b></p>	
<p>To approve the new wording of the Articles of Association of the public joint stock company Invalda INVL (the draft Articles of Association are attached), changing the entire text of the Articles of Association (without separately approving the amendment of each clause of the Articles of Association). To authorise Darius Šulnis, the President of the public joint stock company Invalda INVL, to sign the new wording of the Company's Articles of Association.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p><b>12. Resolution regarding the number of ordinary registered shares of Invalda INVL for which employees shall be offered stock options contracts during the year 2023 and regarding the price of the shares.</b></p>	
<p>12.1. It is offered for the employees of Invalda INVL and of the companies, in which Invalda INVL owns 50% or more of shares, during the year 2023 to sign stock options contracts, on the basis of which, according to the procedures and terms established in stock options contracts, in year 2026 employees will be able to exercise the right to acquire up to 150,000 ordinary registered shares of Invalda INVL of EUR 0.29 nominal value, by paying for every acquired share EUR 1 (one). If a decision was made prior to the signing of the share purchase agreement, which stipulates payments to shareholders, the transfer price of EUR 1 (one) per share would be recalculated, reducing it by the amount paid per share. The acquisition price of the shares is fixed and does not change depending on the performance of the company and / or other group companies or the price of ordinary registered shares of Invalda INVL on the regulated market. These stock options would be granted as a variable part of the remuneration for the year.</p> <p>12.2. It is offered for the employees of Invalda INVL and of the companies, in which Invalda INVL owns 50% or more of shares, during the year 2023 to sign stock options contracts, on the basis of which, according to the procedures and terms established in stock options contracts, in year 2026 employees will be able to exercise the right to acquire up to 350,000 ordinary registered shares of Invalda INVL of EUR 0.29 nominal value, by paying for every acquired share EUR 1 (one). This number of shares will be recalculated by reducing it by an amount such that the value of the options granted will be equal to the amount indicated below. The beneficiaries of these options would be granted about 7% of the increase in the value of the net assets between 31.12.2022 (EUR 11.07 per share) and 31.12.2025 above a minimum return barrier of 12% (i.e. the right to acquire shares would be granted if the value of the net assets on 31.12.2025 exceeds EUR 15.0552 per share). If payments per share are made prior to the subscription of the share purchase agreement, the minimum return barrier (EUR 15.0552 per share) would be reduced by the amount of the payment plus 12% interest calculated from the determined date by the company's Board until 31.12.2025.</p> <p>These stock options would be granted as a variable part of long-term incentive programme. The company's board is authorized to establish detailed conditions for the implementation of this programme.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p><b>13. Update of the Regulations of the Audit Committee</b></p>	
<p>Approve the updated Regulations of the Audit Committee of Invalda INVL (the draft Regulations are attached).</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p><b>14. Revocation of members of the Audit Committee and election of members of the Audit Committee for a new term of office.</b></p>	
<p>To recall Dangutė Pranckėnienė and Tomas Bubinas from the Audit Committee of Invalda INVL in corpore. For a new term of 4 (four) years to elect to the Audit Committee of Invalda INVL 3 members, two of whom are independent: Dangutė Pranckėnienė (independent member), Andrius Lenickas (independent member) and Tomas Bubinas. The information about the candidates for the Audit Committee members is attached.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>

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**15. Regarding the determination of remuneration for members of the Audit Committee.**

To set a remuneration of no more than 200 euros per hour for work in the Audit Committee of Invalda INVL. The remuneration is paid for the hours actually spent performing the activities of a member of the Audit Committee.

- IN FAVOUR
- AGAINST

\_\_\_\_\_  
(Name, surname or title of shareholder or it's representative)

\_\_\_\_\_  
(signature)

Date \_\_\_\_\_ [day] \_\_\_\_\_ [month] 2023