**AUGA group, AB**

Code 126264360, VAT number LT100001193419

Address Konstitucijos ave. 21C, Vilnius

Ordinary general shareholders meeting, 30th May 2024, 10.00 a.m.

**GENERAL VOTING BALLOT**

Shareholder: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, code\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*(Name, surname, personal code / company name, company code)*

Number of shares: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |
| --- | --- |
| *Draft resolutions of the general meeting of shareholders*  | *Shareholder's vote* |
| *For*  | *Against* |
| 1. **Consolidated annual report of the Company for the year 2023 and Auditor’s report except the part of the remuneration report of the Company**

*Note: no vote on this agenda item.* | **Taken for information** |
| 1. **Consolidated annual report of the Company for the year 2023 and Auditor’s report except the part of the remuneration report of the Company**

*To approve Remuneration report of the Company for the year 2023 as the part of the Consolidated annual report of the Company for the year 2023* |  |  |
| 1. **Approval of consolidated and separate annual financial statements of the Company for the year 2023**

*To approve consolidated and separate annual financial statements for the year 2023.* |  |  |
| 1. **Approval of the profit (loss) allocation of the Company for the year 2023**

*To distribute the Company‘s profit in the total sum of EUR 3,218,717 available for appropriation, as follows:*

|  |  |  |
| --- | --- | --- |
| *No.* | *Ratios* | *Amount, Euros* |
| *1.* | *Non-allocated profit (loss) of the previous year at the end of the financial year as of 31 December 2023* | *6,856,678* |
| *2.* | *Net profit (loss) for the financial year* | *(4,295,292)* |
| *3.* | *Profit (loss) for the reporting financial year not recognized in the profit and loss account* | *-* |
| *4.* | *Share based payment for employees’ expenses accounted in the profit and loss account* | *657,331* |
| *5.* | *Shareholders' contribution against losses* | *-* |
| *6.* | *Portion of the reserve of tangible fixed assets*  | *-* |
| *7.* | *Profit (loss) for allocation (1+2+3+4+5+6)*  | *3,218,717* |
| *8.* | *Allocation of profit to compulsory reserve*  | *-* |
| *9.* | *Allocation of profit to reserve for granting of shares*  | *400,000* |
| *10.* | *Allocation of profit to other reserves*  | *-* |
| *11.* | *Allocation of profit to dividends*  | *-* |
| *12.* | *Allocation of profit to tantièmes* | *-* |
| *13.* | *Non-allocated profit (loss) at the end of the reporting year carried forward to next financial year (7-8-9-10-11-12)*  | *2,818,717* |

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| 1. **Increase of the authorized capital of the Company under the Employee Share Option Programme**

5.1 In accordance with provisions of the Company’s Share Allocation Rules to increase the authorized share capital of the Company from EUR 67,203,188.28 to EUR 67,845,318.17, by issuing 2,214,241 ordinary registered shares with the nominal value of EUR 0.29 to granting shares of the Company  free of charge to the employees and/or subsidiaries corporate body members in accordance with the procedure established by Article 471 of the Law on Companies of the Republic of Lithuania (the ***New Shares***). Following the issuance of the New Shares, the authorized share capital of the Company will be divided into 233,949,373 ordinary registered shares.5.2 Establish that the total issue price of all New Shares equals to their nominal value – EUR 642,129.89. The New Shares are granted free of charge, and they are paid by the Company from the reserve for granting of shares.5.3 Establish that right to subscribe and acquire the New Shares free of charge shall be granted to the Company’s or its subsidiaries employees/corporate body members who have concluded the Share Option Agreement of the Company in 2021 and accordingly in 2024 have submitted notice to the Company regarding use of the option (the Option Holders). The list of Option Holders, who are entitled to acquire the New Shares is not published to ensure the protection of personal data.5.4 Considering that the Company grants shares of the Company to employees and/or subsidiaries corporate body members in accordance with the procedure established by Article 471 of the Law on Companies of the Republic of Lithuania, to revoke the pre-emption right of all shareholders of the Company to acquire the New Shares.5.5 Establish that the option holders shall have a right to subscribe to a number of the New Shares provided in the shares option agreements by concluding a share subscription agreement with the Company within 40 (forty) days from the date of the resolution being adopted by the Meeting.5.6 If during the period for the subscription of the New Shares not all the New Shares are subscribed, the authorized share capital of the Company may be increased by the amount of the nominal values of the New Shares that have been subscribed by the separate decision of the Board of the Company.5.7 To authorize (including the power to delegate) the CEO of the Company to sign share subscription agreements with the Option Holders. |  |  |
| 1. **Approval of new wording of the Articles of Association of the Company**

To amend Articles of Association of the Company by:6.1   To amend and approve Item 3.1 of the Articles of Association of the Company and to set it out in the following (new) wording: ”3.1. The authorised capital of the Company shall be EUR 67,845,318.17 (sixty-seven million eight hundred forty-five thousand three hundred eighteen euros and 17 cents)”.6.2   To amend and approve Item 3.2 of the Articles of Association of the Company and to set it out in the following (new) wording: “3.2 The authorised capital shall be divided into 233,949,373 (two hundred thirty-three million nine hundred forty-nine thousand three hundred seventy-three) ordinary registered shares. The par value of each share shall be EUR 0.29 (twenty-nine-euro cents).6.3   To authorize (including the power to delegate) the CEO to sign the amended Articles of Association and to perform all actions necessary for the implementation of this resolution.6.4   To establish that if during the period for the subscription of the New Shares not all the New Shares are subscribed, Items 3.1 and 3.2 of the Company's Articles of Association may be amended by the amount of the nominal values of the New Shares that have been subscribed, by the separate decision of the Board of the Company. According to this decision, the Board of the Company has the right to change the amount of the authorized capital and the number of shares of the Company in the Articles of Association and to submit the amended Articles of Association to the Register of Legal Entities. |  |  |
| 1. **Approval of new wording of the Remuneration policy of executives of the Company**

*To approve the Remuneration policy of executives of the Company as per the attached draft.* |  |  |
| 1. **Provision of the Strategy implementation report.**

*Note: no vote on this issue.*  | **Taken for information** |

Shareholder (or another person entitled to vote):

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature) (Position (if applicable), Name and Surname)