

OPINION OF THE BOARD OF AB "SNAIGĖ" ON THE PUBLISHED TAKEOVER BID

The board of directors (the "**Board**") of Snaigė AB (the "**Company**"), having taken note of the circular submitted to it by the official bidder, UAB EDS INVEST 3 (the "**Bidder**"), in respect of the non-competitive takeover bid for the purchase of the shares in the Company (the "**Takeover Bid**"), at its meeting held on 23 May 2024, has adopted and resolved to publish the following declaration:

1. **The Board's opinion on the takeover bid.**

The Financial Market Supervision Committee of the Bank of Lithuania, by Decision No V 2024/(1.160.E-9004)-441-85 of 14 May 2024 on the approval of the Takeover Bid Circular, approved the Takeover Bid Circular submitted by the Bidder for the purchase of the remaining 3,434,834 Ordinary Registered Shares in order to delist the shares from trading on the regulated market of AB Nasdaq Vilnius, at a price of EUR 0.13 per share.

The Takeover Bid was submitted in accordance with the requirements set out in the Law on Securities of the Republic of Lithuania (the "**Law on Securities**"), the Rules for the Preparation, Approval and Implementation of the Takeover Bid Circular approved by the Resolution of the Management Board of the Bank of Lithuania No. 03-47 of 28 February 2013, as well as in the other legal acts..

The Company is of the positive opinion on the Takeover Bid. The Board of the Company is of the opinion that the price of the Takeover Bid at which the Company's shares are offered to be bought is fair and has been determined in accordance with the requirements and principles for determining the price of the Takeover Bid as set out in the Law on Securities.

2. **The Board's opinion on the plans and intentions announced by the bidder in relation to the company whose shares are the subject of the takeover bid:**

2.1. the potential impact of the implementation of the takeover bid on the interests of the Company:

The Takeover Bid is being made in connection with the decisions taken by the Company's General Meeting of Shareholders on 15 April 2024 to initiate the delisting of the Company's shares issued by the Company and the delisting of the Company's shares from trading on the regulated market AB Nasdaq Vilnius.

Following the implementation of this Takeover Bid, the Company's shares will be delisted from trading on the regulated market AB Nasdaq Vilnius.

The Bidder has stated in the Takeover Bid Circular that (1) the continuity of the Company's operations and business lines will depend on the progress and outcome of the ongoing restructuring process of the Company; (2) if the Bidder was to acquire, by way of a share buy-back, a shareholding of at least 95 per cent, the Bidder would seek to use the right under Article 32(1) of the Act to compulsorily purchase the remaining shares (i.e. the right to require the remaining shareholders to sell the remaining shares)

The Board is of the opinion that the implementation of the Takeover Bid, in addition to the fact that the Company's shares will no longer be publicly listed, may affect the interests of the Company in a way that may lead to an attempt to exercise the right to buy back the entirety of the Company's shares. Meanwhile, the continuity of the Company's operations and business lines will not be affected by the implementation of the Takeover Bid but by the progress of the restructuring process.

2.2. impact on employment condition:

As stated in the Takeover Bid Circular, the Bidder does not intend to change the Company's policy towards employees, but the Company is in financial difficulties and is in the process of insolvency. In order to assist a Company in financial difficulty, business processes may be reviewed and, where efficiencies can be identified, efficiency measures may be introduced, which may impact employment conditions.

2.3. impact on the number of employees:

As stated in the Takeover Bid Circular, the Bidder does not intend to change the Company's policy towards its employees, but the Company is in financial difficulties and is in the process of insolvency. In order to assist a Company in financial difficulty, business processes may be reviewed and, where efficiencies can be identified, operational efficiency measures, including staff reductions, may be envisaged.

2.4. opinion on the strategic plans of the bidder and their impact on the number of employees and business locations:

With reference to the Takeover Bid Circular, the Bidder points out that the Company is currently facing financial difficulties, the Company is subject to restructuring proceedings, and the restructuring plan of the Company was approved by the Kaunas Regional Court on 29 February 2024.

The Board is of the positive opinion on the strategic plans outlined by the Bidder, which provide for the continuity of the Company's operations, operational efficiencies, and the preservation of existing jobs and the Company's operations. The Board considers that the actions proposed by the Bidder are positive steps towards resolving the Company's financial difficulties.

3. **The Board's opinion on the purchase price of the securities of the company whose shares are the subject of the takeover bid:**

In the opinion of the Board, the proposed purchase price is fair and in accordance with both the resolutions of the Company's General Shareholders' Meeting of 15 April 2024 and all the requirements and principles for the determination of the price of the Takeover Bid as set out in the Law on Securities and in other legal acts.

4. **Recommendation of the Board to the holders of securities issued by the company whose shares are the subject of the takeover bid: reasons for accepting or rejecting the takeover bid. If no recommendation is made, the reasons for not making it:**

The Board shall not make any recommendation to Shareholders to accept or reject an Bidder's submitted Takeover Bid. In the Board's view, the absence of any recommendation by the Board enables each of the Company's Shareholders to decide freely and at its own discretion whether to sell the Company's shares to the Bidder in during the implementation of the Takeover Bid.

5. **Information on whether there is a written agreement between the board of directors (members) of the company in respect of which shares the takeover bid is being made and the bidder on the implementation of the takeover bid:**

There are no agreements between the members of the Board and the Bidder which submitted the Takeover Bid regarding the implementation of the Takeover Bid.

6. **Information on whether there is a written agreement between the board of directors/members of the company in respect of which shares the takeover bid is being made and the bidder on a common management policy:**

The members of the Board and the Company and the Bidder have not entered into any agreement on a common management policy.

7. **Information on the number of voting shares and votes in the general meeting of the company in respect of which shares the takeover bid is being made held:**

The Company does not hold any shares of the Bidder and does not have any votes in the General Meeting of Shareholders.

8. **Information on the number of members of the management bodies of the company in respect of which shares the takeover bid is being made who hold voting shares in the bidder and votes at the bidder's general meeting of shareholders:**

Members of the Company's Board do not hold shares of the Bidder and do not have votes in the General Meeting of Shareholders.

9. **Number of Board members and their voting results:**

9.1. *the number of members of the board specified in the articles of association of the company which shares are the subject of the takeover bid:* 5 (five) members.

9.2. *the number of members of the board present at the meeting:* 5 (five).

9.3. *the number of members who agree with the opinion of the board:* 5 (five).

9.4. *the number of members disagreeing with the opinion of the board:* 0 (zero).

10. Other data at the Board's discretion:

No other data provided.

AB „Snaigė“

Chairman of the Board

Members of the Board

Tomas Svidinskas

Rasa Butkuvienė

Tadas Antanaitis

Pavel Urba

Darius Varnas

Date of signature:

23 May 2024