

**DRAFT DECISION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
GRIGEO GROUP AB TO BE HELD ON 28 APRIL 2025**

4th April 2025

Draft decision on agenda of the Annual General Meeting of Shareholders Grigeo Group AB (hereinafter referred to as the Company) to be held on 28th April 2025, suggested by the Board of the Company:

1. Consolidated management report of the Company for the year 2024.

Decision is not going to be taken on this matter. It is stated that the consolidated management report for the year 2024 has been received for information.

2. Assent to the Company's Remuneration Report.

Draft decision:

To assent to the Company's Remuneration Report, which is presented as a part of the Company's consolidated annual report for the year 2024.

3. Report of the Company's independent auditors.

Decision is not going to be taken on this matter. It is stated that the report of the Company's independent auditor has been received for information.

4. Approval of the consolidated and separate financial statements of the Company for the year ended 31 December 2024.

Draft decision:

To approve the consolidated and separate financial statements of the Company for the year ended 31 December 2024.

5. Appropriation of the Company's profit for the year 2024.

Draft decision:

To approve the appropriation of the Company's profit for the year 2024 according to the draft of profit appropriation presented for the Annual General Meeting of Shareholders (attached).

6. Amendment of the Company's Articles of Association and approval of the new version of the Articles of Association.

Draft decision:

6.1. To determine the nature of the Company's economic commercial activity (based on NACE (statistical classification of economic activities) Rev. 2):

64.20 activities of holding companies

70.10 activities of head offices

70.22 business and other management consultancy activities

6.2. In accordance with provisions of the Company's Share Allocation Rules to increase the authorized share capital of the Company from EUR 38 106 000 to EUR 38 546 800, by issuing 1 520 000 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 in 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 132 920 000 ordinary registered shares.

6.3. Establish that the total issue price of all New Shares equals to their nominal value – EUR 440 800. The New Shares are granted free of charge, and they are paid by the Company from the reserve for granting of shares.

6.4. Establish that right to subscribe and acquire the New Shares free of charge shall be granted to the employees and/or subsidiaries corporate body members who have concluded the Share Option Agreement of the Company in 2022 and accordingly in 2025 have submitted notice to the Company regarding the use of the option.

6.5. Considering that the Company grants shares of the Company to employees and/or subsidiaries corporate body members in accordance with the procedure established in 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.

6.6. 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.

6.7. To amend the Articles of Association of the Company and to approve the new version of the Articles of Association of the Company (attached). To authorise Chief Executive Officer of the Company (with the right to reauthorise) to sign the new wording of the Articles of Association of the Company.

7. Election of the audit company and determination of the terms of remuneration for audit.

Draft decision:

7.1. To appoint an audit company PricewaterhouseCoopers UAB, legal entity code 111473315, registered office at J. Jasinskio g. 16B, Vilnius, to audit the Company's financial statements for the years 2025 and 2026.

7.2. To determine the fee for the audit of the Company's financial statements for one financial year at EUR 21,000 (twenty-one thousand euros) excluding VAT. In the event of no change in scope, the remuneration amounts in the contracted currency for the year 2026 audit will remain unchanged, except for the indexation of wage costs in each country in accordance with the quarterly wage cost growth index as per the information provided here: https://ec.europa.eu/eurostat/databrowser/view/lc_lci_r2_q/default/table?lang=en&category=labour.lc.lci

8. Approval of the company that audits sustainability reports and determination of the terms of remuneration for audit.

Draft decision:

8.1. To approve the audit company Grant Thornton Baltic UAB, legal entity code 300056169, registered office at Upės g. 21-1, Vilnius, as the auditor of the Company's sustainability report for the years 2024 - 2026.

8.2. To determine the fee of EUR 15,000 (fifteen thousand euros) excluding VAT for the audit of the Company's sustainability reports for one financial year of 2024 and 2025 and EUR 19,000 (nineteen thousand euros) excluding VAT for the audit of the Company's sustainability report for one financial year of 2026.

9. Approval of the Company's remuneration policy.

Draft decision:

To approve the updated Remuneration Policy of the Company (attached).