

NOTIFICATION OF THE BOARD OF PST GROUP AB ABOUT THE INTENTION TO DELIST THE SHARES OF THE COMPANY FROM TRADING ON THE REGULATED MARKET AB NASDAQ VILNIUS

At the extraordinary general meeting of shareholders of PST Group AB, registered office P. Puzino str. 1, LT-35173, Panevėžys, the Republic of Lithuania, legal entity code 147732969, company data is collected and kept with the Register of Legal Entities, registered authorised capital EUR 4'741'500 (hereinafter, the **"Company"**), to be held on **30th June 2025** (hereinafter, the **"Meeting"**), it is intended to consider the issue to initiate delisting of all the outstanding shares of the Company from trading on the regulated market AB Nasdaq Vilnius. Taking the above into account, also referring to paragraphs from 3 to 5 of Article 33 of the Law of the Republic of Lithuania on Securities (hereinafter, the **"Law on Securities"**), the Board of the Company provides this notification about the intention to delist the shares of the Company from trading on the regulated market AB Nasdaq Vilnius.

Information about the intended publication of the mandatory tender offer

After the Meeting being convened decides to delist the shares of the Company from trading on the regulated market AB Nasdaq Vilnius by the majority of at least 3/4 votes carried by shares of all the shareholders present at the Meeting, the shareholders, who vote for this decision, would have to submit and implement a tender offer, as provided for in Article 33 of the Law on Securities (hereinafter, the **"Tender Offer"**). One or several shareholders will have a right to discharge this duty on behalf of other shareholders. In the course of this Tender Offer the shares may be sold by all shareholders of the Company, except the shareholders, who voted "for" the decision at the time of taking the decision to delist the shares of the Company from trading on AB Nasdaq Vilnius.

Reasons for delisting of the shares of the Company from trading on AB Nasdaq Vilnius

The Company's Board suggests the Meeting to consider the issue on delisting the shares of the Company from trading on AB Nasdaq Vilnius for the following reasons:

1. The Company has no purpose of attracting additional capital by implementing public offerings of its shares or other securities on the regulated market AB Nasdaq Vilnius and has not implemented such offerings in the past.
2. The Company is operating at loss and paid dividends the last time for the year 2019.
3. At this stage, the Company has no objective of seeking alternative sources of funding for its activities in the regulated market AB Nasdaq Vilnius.
4. The existence of the shares of the Company on the regulated market brings no real benefit for the Company, but requires additional human resources from it, also leads to additional costs in connection with the performance of the requirements for listed companies.
5. Having delisted the shares of the Company from trading on the regulated market AB Nasdaq Vilnius, the Company will be able to focus all its efforts exclusively on the performance of its direct activities.

In the light of the foregoing, the Board of the Company suggests for the Meeting to consider the issue on delisting the shares of the Company from trading on AB Nasdaq Vilnius.

Measures taken by the management bodies of the Company for protection of shareholders' rights and interests

The Company has taken and will take all measures provided for in legal acts in order that owners of the shares issued by it have access to all necessary means and information, giving them a possibility of exercising their rights during the Tender Offer and delisting of the shares of the Company from trading on the regulated market AB Nasdaq Vilnius. The Company will provide all the information related to these processes to the Bank of Lithuania and AB Nasdaq Vilnius, as well as will make such information public, under the procedure set by legal acts.

In addition to the above measures, the Company's Board has provided for:

1. Measures for adequate organisation of the Meeting for the vote to be taken by roll call, with the purpose of noting the Company's shareholders who voted "for" and "against" on the issues included in the agenda of the Meeting, as well as those shareholders who did not vote at all.
2. Measures, which will be aimed at ensuring the provision of necessary information to the Company's shareholders, who will apply to the Company regarding a possibility of selling their shares during the implementation of the Tender Offer.
3. Criteria for the analysis of the circular of the Tender Offer, after it is submitted by respective shareholders of the Company and approved by the Bank of Lithuania, with the aim to express the opinion of the Company's Board on the Tender Offer, ensuring that the information contained in the circular is accurate, complete and not misleading.

Planned changes in the composition of the management bodies of the Company and in the activities of the Company

At this stage, the Company does not plan any changes in the composition of its management bodies and/or the activities of the Company, which could be related to delisting of the shares of the Company from trading on the regulated market AB Nasdaq Vilnius.

Tender Offer price and methods for setting it

The offeror(-s) shall set the price of the Offer. Following item 1 of paragraph 1 of Article 29 of the Law on Securities, the price of the Tender Offer must be not less than the highest price paid for the securities acquired by the offeror within 12 months before the date of provision of this notification and not less than the average weighted market price on a regulated market AB Nasdaq Vilnius within 6 months before the indicated date. The average weighted market price of the shares of the Company on AB Nasdaq Vilnius during the period from 8th November 2024 to 8th May 2025 is **EUR 0,553**.

At this stage it is not clear, which shareholders shall vote at the Meeting "for" the provided decision to delist the shares of the Company from trading on the regulated market AB Nasdaq Vilnius and respectively – who shall be the offeror(-s). Thus, it is not clear, transactions of which shareholders within 12 months before the date of provision of this notification will impact the price of the Tender Offer, as indicated above. It is also important that when providing the Tender Offer its offeror usually foresees certain premium, which is added to the Tender Offer price, established under the above indicated principles of establishment of fair price of shares (hereinafter, the "**Premium**").

In the opinion of the Board, aiming that the purpose of delisting the Company's shares from trading on the regulated market is reached and that the Company's shareholders would support such decision, it is recommended to apply the Premium. However, the Premium and its possible amount in any case would depend on the will of shareholders, which shall vote "for" the decision to delist the shares of the Company from trading on the regulated market AB Nasdaq Vilnius, their financial capabilities and other considerations.

Taking into consideration the above, the Board of the Company recommends to its shareholders, who intend to vote "for" the decision to delist the shares of the Company from trading on the regulated market AB Nasdaq Vilnius, to provide their draft resolutions on the items of the agenda not later than on **5th June 2025** including in them, among other things, possible indication regarding the price of the Tender Offer and/or amount of Premium, which shall be announced following the order established in the applicable legal acts. Disregarding the fact whether the draft resolutions on the items of the agenda shall be received from the Company's shareholders, the Board shall approve the draft resolutions, and the Company shall announce them as well as other needed information under the applicable legal acts not later than 21 days until the Meeting.

Chairman of the Board of the Company
Signature date: 8th May 2025



Justas Jasiūnas