**AUGA group, AB**

Code 126264360, VAT number LT100001193419

Address Konstitucijos ave. 21C, Vilnius

Ordinary general shareholders meeting, 28 April 2023, 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 2022 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 2022 and Auditor’s report except the part of the remuneration report of the Company**

*To approve Remuneration report of the Company for the year 2022 as the part of the Consolidated annual report of the Company for the year 2022* |  |  |
| 1. **Approval of consolidated and separate annual financial statements of the Company for the year 2022**

*To approve consolidated and separate annual financial statements for the year 2022.* |  |  |
| 1. **Approval of the profit (loss) allocation of the Company for the year 2022**

*To distribute the Company‘s profit in the total sum of EUR 7,506,678 available for appropriation, as follows:*

|  |  |  |
| --- | --- | --- |
| *No.* | *Ratios* | *Amount, EUR* |
| *1.* | *Non-allocated profit (loss) of the previous year at the end of the financial year as of 31 December 2021* | *9,333,977* |
| *2.* | *Net profit (loss) for the financial year* | *(2,416,740)* |
| *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* | *589,441* |
| *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)*  | *7,506,678* |
| *8.* | *Allocation of profit to compulsory reserve*  | *-* |
| *9.* | *Allocation of profit to reserve for granting of shares*  | *650,000* |
| *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)*  | *6,856,678* |

 |  |  |
| 1. **Appointment of the auditor to audit consolidated financial statements of the Company for the year 2023 and approval of auditor’s remuneration**

*To appoint UAB PricewaterhouseCoopers (code: 111473315) as the Company‘s audit enterprise to perform the audit of the Consolidated and Separate Financial Statements for the 2023  financial year. To authorize the Company‘s General manager to conclude the agreement for audit services, establishing the payment for services as agreed between the parties but in any case, not more than EUR 90,000 (ninety thousand) (VAT excluded) per year for the audit of the Company‘s Consolidated and Separate Financial Statements.* |  |  |
| 1. **Increase of the authorized capital of the Company under the Employee Share Option Programme**

6.1 In accordance with provisions of the Company’s Share Allocation Rules to increase the authorized share capital of the Company from EUR 66,617,089.58 to EUR 67,213,564.48, by issuing 2,056,810 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 231,770,912 ordinary registered shares.6.2 Establish that the total issue price of all New Shares equals to their nominal value – EUR 596,474.90 The New Shares are granted free of charge, and they are paid by the Company from the reserve for granting of shares.6.3 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 2020 and accordingly in 2023 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.6.4 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.6.5 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 60 days from the date of the resolution being adopted by the Meeting.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 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**
	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 67,213,564.48 (sixty-seven million two hundred thirteen thousand five hundred sixty-four euros and 48 cents)”.*
	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 231,770,912 (two hundred thirty-one million seven hundred seventy thousand nine hundred twelve) ordinary registered shares. The par value of each share shall be EUR 0.29 (twenty-nine cents).*
	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.*
	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. **Election of the Board\***

\* Board members are voted for by distributing the votes for one or several candidates. Each shareholder has the number of votes equal to the number of votes carried by the shares he/she/it owns multiplied by 5. The candidates who receive the largest number of votes shall be elected.

|  |  |  |
| --- | --- | --- |
| **No.** | **Name, Surname of the candidate**  | **Number of votes FOR** |
| 1. | Ivars Bergmanis |  |
| 2. | Andrej Cyba |  |
| 3. | Dalius Misiūnas |  |
| 4. | Murray Steele  |  |
| 5. | Michaela Tod |  |

 |

|  |  |  |
| --- | --- | --- |
| 1. **Approval of the remuneration of the newly elected members of the Board**

*To approve the following remuneration for the newly elected board members for one tenure:** 1. *to set a monthly remuneration of EUR 2 280 (before taxes) for a member of the Board and EUR 3 000 (before taxes) for the Chairman of the Board, irrespective of the annual number of the Board meetings.*
	2. *For board members living abroad – compensation of travel and accommodation costs for/during attendance of the board meeting – not exceeding EUR 500 + VAT (Lithuanian tariff) in respect to one board meeting in which he/she participated; if the board member participates in a meeting via communication/IT measures (not physically traveling to Lithuania), travel costs compensation shall not be paid for such participation.*
 |  |  |
| 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)