

**The Draft Decisions, prepared by the Board of AB Linas Agro Group  
(hereinafter – the Company), to the Annual General Meeting  
of the Company’s Shareholders to be held on 29 October, 2021**

**1. Presentation of the Company’s Audit Committee Activity Report.**

*Draft decision:* Presented (enclosed). No voting.

**2. Presentation of the independent auditors’ report.**

*Draft decision:* Presented (enclosed). No voting.

**3. Presentation of the Consolidated Annual Report of the Company for the financial  
year 2020/2021.**

*Draft decision:* Presented (enclosed). No voting.

**4. Approval of the Company’s Remuneration Report.**

*Draft decision:* Approve the Company’s Remuneration Report (enclosed).

**5. Approval of the consolidated and the Company’s set of financial statements for  
the financial year ended 30 June, 2021.**

*Draft decision:* Approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2021 (enclosed).

**6. Approval of the Distribution of the Company’s Profit (Loss).**

*Draft decision:* Approve the Distribution of the Company’s Profit (Loss):

1)	Retained earnings – profit (loss) of the previous financial year at the end of the accounting financial year	EUR 40,377,015
2)	Net profit (loss) of the financial year	(EUR 959,652)
3)	The profit (loss) of the accounting financial year not recognized in the profit (loss) account	(EUR 1,237)
4)	The transfers from the reserves	EUR 992,179
5)	The shareholder’s contributions to cover the losses of the Company (if shareholders decided to cover all or part of losses)	-
6)	The total profit (loss) available for appropriation	EUR 40,408,305

7)	The part of the profit allocated to the legal reserve	-
8)	The part of the profit allocated to the reserve of the own share acquisition	-
9)	The part of the profit allocated to the reserve of shares issue	EUR 1,025,070
10)	The part of the profit allocated to the other reserves	-
11)	The part of the profit allocated for the payment of dividends	-
12)	The part of the profit allocated for payment of annual bonuses to the Board, employees and other purposes	-
13)	Retained earnings – profit at the end of the financial year carried forward to the next financial year	EUR 39,383,235

## **7. Election of the audit company to audit the financial statements of the Company and set the price for the services.**

### *Draft decision:*

7.1. Elect KPMG Baltics, UAB (code 111494971, Lvovo St. 101, Vilnius, Lithuania) as the audit company of the Company to audit the consolidated and the Company's financial statements for the financial year 2021/2022 and 2022/2023.

7.2. Establish the payment for services not more than EUR 50,000 (VAT excluded) for the audit of the financial statements for the financial year 2021/2022.

7.3. Establish the payment for services not more than EUR 35,000 (VAT excluded) for the audit of the financial statements for the financial year 2022/2023.

7.4. Entrust the Head of the Company to conclude and sign the agreement with elected audit company in behalf of the Company.

## **8. Increase of the Company's share capital.**

### *Draft decision:*

8.1. In accordance with provisions of AB Linas Agro Group rules for shares issue, to increase the share capital of the Company from EUR 46,092,715.42 up to EUR 46,514,375.42, by issuing 1,454,000 ordinary registered book-entry shares with the par value of EUR 0.29 and issue price of each share equal to EUR 0.705, issued for the purpose of granting shares of the Company free of charge to the employees and/or members of the Company's corporate bodies (the New Shares).

8.2. Establish that the total issue price of all New Shares equals to EUR 1,025,070 of which EUR 421,660 shall be the nominal value of the New Shares and EUR 603,410 shall be the share premium.

8.3. Establish that the New Shares are granted free of charge and they are paid by the Company from the reserve set up by the Company for shares issue.

8.4. Establish that right to subscribe and acquire the New Shares free of charge shall be granted to the employees and/or members of the corporate bodies of the Company who have concluded the Share Option Agreement of the Company in 2018 and accordingly in 2021 have submitted notice to the Company regarding the use of the option (the Option Holders). The list of Option Holders, who are entitled to acquire the New Shares is not published in order to ensure the protection of personal data.

## **9. Revocation of the pre-emption right of all shareholders of the Company to acquire the newly issued shares in order to grant shares of the Company free of charge to the employees and/or members of the Company's corporate bodies.**

*Draft decision.* Considering that the Company seeks to grant shares of the Company free of charge to the employees and/or members of the corporate bodies of the Company who have concluded the Share Option Agreement of the Company and have submitted notice to the Company regarding the use of the option, to revoke pre-emption right of all shareholders of the Company to acquire the New Shares.

## **10. Approval of a new wording of the Articles of Association of the Company.**

*Draft decision:*

10.1. Taking into account the increase of the share capital of the Company and the change in the wording of the Law on Companies of the Republic of Lithuania, to amend the Articles of Association of the Company and approve a new wording of the Articles of Association (enclosed).

10.2. Authorize (including the power to delegate) the Managing Director of the Company to announce the Register of Legal Entities of the Republic of Lithuania about the decision to increase the share capital of the Company, to sign the new wording of the Articles of Association of the Company and to register them with the Register of Legal Entities of the Republic of Lithuania pursuant to the procedure under law, to sign share subscription agreements with the Option Holders, as well to perform other actions provided in the Law On Securities of the Republic of Lithuania and other applicable laws, and to sign other documents associated with the implementation of the resolutions adopted herein.

## **11. Approval of terms and conditions regarding the payment of the subscribed shares.**

*Draft decision:*

11.1. Establish that each Option Holder to whom a right to subscribe for a certain number of the New Shares has been granted shall be informed hereof by the Head of the Company upon signing within 10 (ten) business days from the date of the resolutions adopted by the Meeting.

11.2. Establish that the Option Holders shall have a right to subscribe for a certain number of the New Shares by concluding share subscription agreement with the Company within 30 (thirty) days from the date of the resolutions adopted by the Meeting.

11.3. If during the period for the subscription of the New Shares not all the New Shares are subscribed, the share capital of the Company may be increased by the amount of the nominal values of the New Shares that have been subscribed.

11.4. Details of terms and conditions regarding the payment by the Company for the New Shares shall be provided in the share subscription agreement of the New Shares.

## **12. Change of the registered office of the Company.**

*Draft decision:*

12.1. Change the registered office of the Company and to register the new registered office of the Company at Subačiaus St. 5, Vilnius, the Republic of Lithuania.

12.2. Entrust the Head of the Company to perform all necessary actions and register changes in the Register of Legal Entities. The Head of the Company has the right to authorize other persons to perform these actions.