

**AGENDA AND DRAFT DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF  
PUBLIC LIMITED LIABILITY COMPANY “NOVATURAS”**

Agenda and draft decisions of the repeated Ordinary General Meeting of Shareholders (hereinafter, the “**Meeting**”) of public limited liability company “Novaturas”, legal entity code 135567698, registered address at A. Mickevičiaus str. 27, Kaunas, the Republic of Lithuania (hereinafter, the “**Company**”), convened on 7th June 2024, approved by the Board of the Company:

**1. Consolidated Annual Report of the year 2023 of the Company.**

*The Company’s consolidated annual report of the year 2023 prepared by the Company, assessed by the auditors and approved by the Board was presented, to which Board activity report for the year 2023 and Board activity plan for the year 2024 are also attached.*

*No decision is taken on this question.*

**2. Independent auditor’s report on the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2023.**

*The independent auditor’s report on the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2023 was presented.*

*No decision is taken on this question.*

**3. Approval of the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2023.**

Draft decision proposed:

*To approve the audited set of the Company’s financial statements and the consolidated set of financial statements of the Company for the year 2023.*

**4. Acceptance of the Company’s remuneration report.**

Draft decision proposed:

*To accept the Company’s remuneration report which is submitted as a part of Company’s consolidated annual report of the year 2023.*

**5. Decision regarding distribution of profit (loss).**

Draft decision proposed:

*To distribute the Company’s profit as follows:*

1)	<i>Undistributed profit (loss) of the previous financial year at the end of the accounting financial year</i>	9 741
2)	<i>Correction of 24th May 2022 decision taken by the general meeting of shareholders to transfer EUR 1 250 thousand for the purchase of own shares</i>	(1 250)
3)	<i>Impact of a change in accounting policy</i>	46
4)	<i>Adjusted undistributed profit of previous financial years at the end of the previous reporting financial year</i>	8 537

5)	<i>Net profit (loss) of the accounting financial year</i>	1 746
6)	<i>Dividends paid during year 2023</i>	-
7)	<i>Profit (loss) for the accounting financial year unrecognized in the profit (loss) statement</i>	80
8)	<i>Shareholders' contributions to cover the Company's losses (if the shareholders have decided to cover all or part of the losses)</i>	-
9)	<i>Distributable profit (loss) in total</i>	10 363
10)	<i>Share of profit allocated:</i>	
	<i>to mandatory reserve</i>	-
	<i>to reserve for acquisition of own shares</i>	-
	<i>to reserve for granting the shares</i>	-
	<i>to other reserves</i>	-
	<i>for payment of dividends</i>	-
	<i>for other purposes (annual bonuses to Board members, etc.)</i>	-
11)	<i>The unused part of the reserve for the purchase of own shares is redistributed</i>	1 067
12)	<i>Undistributed profit (loss) as the end of accounting financial year, carried forward into the following financial year</i>	11 430
<i>All amounts are in thousand EUR</i>		

**6. Election of members of the Audit and Risk Committee and approval of the essential conditions of contracts with members of the Audit and Risk Committee regarding activities in the Audit and Risk Committee.**

The Law on the Audit of Financial Statements provides a general rule that a public interest company (whose securities are traded on a regulated market) must have an audit committee. Exceptions apply where a public interest company is considered as a small and medium-sized company and a company with a smaller market capitalization. AB „Novaturas“ can not be considered a small and medium-sized company (criteria: the value of assets on the balance sheet exceeds 43 million EUR and the annual net turnover exceeds 50 million EUR), but it is a company with a smaller market capitalization (criteria: average market capitalization, based on the quotation value of the last three calendar years at the end of the year, is less than 200 million EUR). If both criteria in the Law on the Audit of Financial Statements are not fulfilled, the exception is not applied to the Company, therefore the audit committee must be formed in the Company.

According to the description of Requirements for audit committees (hereinafter – the Description), the Audit committee must consist of at least three members, except for the exceptions specified in the Description. When deciding the size and composition of the audit committee, the size and nature of the activity of the public interest company must also be taken into account, therefore it is proposed to elect three members with appropriate qualifications and experience to the audit committee. The members of the audit committee of public interest companies can be members of the supervisory body, employees, except management employees, as defined in the Description.

In accordance with Articles of the Association of the Company and the Board's work regulation, the Company's Audit and Risk Committee is formed by the Company's Board. In 30th of April 2024 during the meeting of the Board of the Company, a decision regarding the establishment of the Audit and Risk Committee in the Company was made, which will consist of 3 (three) members, elected for a term of 2 (two) years. The Audit and Risk Committee will be accountable to the Company's Board and its activity will start from the election of the members of the Audit committee. The regulations of the Audit and Risk Committee during this meeting were also approved.

During the Board meeting it was proposed to elect Gediminas Almantas (Chairman of the Board), Tomas Korganas (Member of the Board) and Ingrida Kuzmickiene (Company's employee) as members of the Audit

and Risk Committee. The specified persons expressed their consent to be elected as members of the Audit and Risk Committee, candidates for the positions of independent members of the Audit and Risk Committee submitted declarations of independence.

Considering the fact that the issue of two (out of three) board members related to their activities in the Audit and Risk Committee was resolved at the board meeting, in accordance with article 35 part 6 of the Law on Joint Stock Companies of the Republic of Lithuania, these board members submitted a request to the board to suspend them from voiting, electing them as members of the Company's Audit and Risk Committee. If a voting quorum is not formed due to suspension, the issue of electing the members of the Company's Audit and Risk Committee and determining the terms of contracts with them is submitted to the Company's general meeting of shareholders.

Draft decision proposed:

- 1) *To elect the following to the Audit and Risk Committee of the Company for a new term of 2 (two) years: Gediminas Almantas (independent member); Tomas Korganas (independent member); Ingrida Kuzmickiene (Company's employee).*
- 2) *To determine that the newly elected members of the Audit and Risk Committee of the Company begin their activity after the end of the ordinary general meeting of the Company's shareholders that elected them;*
- 3) *To approve the essential terms of the contract regarding the activity of the member of the Audit and Risk Committee of the Company (attached);*
- 4) *To determine that confidential information and personal data protection contracts in the form used in the Company are concluded with the elected members of the Company's Audit and Risks;*
- 5) *Set a remuneration of EUR 950 (nine hundred and fifty euros) (before tax) per calendar month for newly elected members of the Company's Audit and Risk Committee for their activity in Company's Audit and Risk Committee. The Chairman of the Audit and Risk Committee shall be remunerated in the amount of EUR 1250 (one thousand two hundred and fifty euros) (before tax) per calendar month for activity in the Company's Audit and Risk Committee.*
- 6) *To authorize the chief executive officer of the Company (with the right to delegate) to sign contracts on the activity of the members of the Company's Audit and Risk Committee and confidential information protection contracts with the newly elected members of the Company's Audit and Risk Committee.*

**7. Determination of additional terms of contracts with members of the Company's Board.**

Draft decision proposed:

- 1) *To supplement clause 6.5 of the Essential conditions of the contract regarding the activity of the Board member, which were approved by the Company's general meeting of shareholders in 6th of June 2023 and set forth as follows:  
„6.5. If a member of the Board, in performing the functions of a member of the Board, needs to incur reasonable expenses, including but not limited to travel, accommodation, transport, if necessary, expenses that meet the criteria of reasonableness for remuneration for the services of external advisors, auditors, lawyers, related to the performance of the Board member's functions, the Company undertakes to compensate such reasonable expenses for the Board member, if they have been discussed with the Company in advance.“*
- 2) *To authorize the chief executive officer of the Company (with the right to delegate) to perform all actions related to the implementation of this decision.*

**8. Additional remuneration for the members of the Company's Board.**

Draft decision proposed:

*Taking into account the scope of work related to the activity of the Company's Board members as of their appointment, to determine additional remuneration (one-off) for the Company's Board members for the performance of the Board member's functions within the period from 06.06.2023 to 06.05.2024:*

- 1) *To the Chairman of the Board Gediminas Almantas – EUR 27 500 (including all payable taxes);*
- 2) *To the Board members Ugnius Radvila and Tomas Korganas – EUR 20 900 each (including all payable taxes).*

**9. Setting the terms of additional payment for the audit services of the Company's audit company UAB „Ernst & Young Baltic” for the audit of the Company's 2023 set of financial statements.**

Draft decision proposed:

- 1) *To set the additional payment terms for the audit services of the audit company UAB „Ernst & Young Baltic“ for the audit of the Company's set of financial statements for the year 2023, determining that the auditor's additional remuneration must not exceed EUR 70 000 for the audit of the Company's set of financial statements for the year 2023;*
  - 2) *To authorize the chief executive officer of the Company (with the right to delegate) to perform all actions related to the implementation of this decision.*
-