

TERMS OF REORGANISATION
OF
THE SPECIAL CLOSED-END REAL ESTATE INVESTMENT COMPANY “INVL BALTIC REAL
ESTATE” AND AB “RE 1”

Vilnius
13 September 2022

According to these Terms of Reorganisation AB “RE 1”, which ceases to operate without liquidation process, is being reorganised by way of merger to the special closed-end real estate investment company “INVL Baltic Real Estate”, which continues its operations and all the rights and duties of AB “RE 1” are transferred to the company that continues to operate after the reorganisation – special closed-end real estate investment company “INVL Baltic Real Estate”.

These Terms of Reorganisation have been drawn up in accordance with provisions of the Civil Code of the Republic of Lithuania, Law on Companies of the Republic of Lithuania, and other legal acts of the Republic of Lithuania.

Preparation of the Terms of Reorganisation was approved on 23 August 2022 by the decision of the shareholders of the special closed-end real estate investment company “INVL Baltic Real Estate” and on 23 August 2022 by the decision of the sole shareholder of AB “RE 1”.

Terms of Reorganisation are prepared by the board of the management company (UAB “INVL Asset Management”, code 126263073, registered address Vilnius, Gynėjų St. 14) of the special closed-end real estate investment company “INVL Baltic Real Estate” and the board of AB “RE 1”.

on behalf of the special closed-end real estate investment company “INVL Baltic Real Estate”
board member of UAB “INVL Asset Management” Vytautas Plunksnis

on behalf of AB “RE 1”
chairman of the board Vytautas Bakšinskas

1. DEFINITIONS

In these Terms of Reorganisation all capitalized terms will have the meaning indicated below:

Reorganisation	means the process during which (i) AB “RE 1”, which ceases to operate without liquidation, is being reorganised by way of merger to the special closed-end real estate investment company “INVL Baltic Real Estate”, which continues to operate, (ii) all rights and duties of AB “RE 1” are transferred to the company that continues to operate – special closed-end real estate investment company “INVL Baltic Real Estate”.
Terms of Reorganisation	means these Terms of Reorganisation of the special closed-end real estate investment company “INVL Baltic Real Estate” and AB “RE 1” drawn up in accordance with the provisions of the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania, and other legal acts of the Republic of Lithuania.
Day of preparation of the Terms of Reorganisation	13 September 2022
Completion of the Reorganisation	means the end of the day on which the last of the following events will take place: (i) the amended Articles of Association of the special closed-end real estate investment company “INVL Baltic Real Estate”, that continues to operate after the Reorganisation, are registered in the Register of Legal Entities (Annex 3 of the Terms of Reorganisation); (ii) AB “RE 1” is deregistered from the Register of Legal Entities.
Company participating in the Reorganisation	means the special closed-end real estate investment company “INVL Baltic Real Estate”, data on which is stated in Paragraph 4.2.
Meeting of the Company participating in the Reorganisation	means the general meeting of shareholders of the Company participating in the Reorganisation that shall make the decision regarding Reorganisation, approve the Terms of Reorganisation, and approve the amended Articles of Association of the Company participating in the Reorganisation that continues to operate after the Reorganisation.
Company being Reorganised	means AB “RE 1”, data on which on the Day of preparation of the Terms of the Reorganisation is stated in Paragraph 4.3.
Meeting of the Company being Reorganised	means the general meeting of shareholders of the Company being Reorganised that shall make the decision regarding Reorganisation, approve the Terms of Reorganisation, and approve the amended Articles of Association of the Company participating in the Reorganisation that continues to operate after the Reorganisation.
Management company	UAB “INVL Asset Management”, code 126263073, registered address Vilnius, Gynėjų St. 14.

Unless specifically stated otherwise, definitions in singular form shall also mean the plural, words of one gender shall also mean the other gender, words denoting person shall include legal and natural person.

Headings of the articles and definitions of the Terms of Reorganisation, names of structural parts are used for convenience only and shall have no impact on interpretation of the Terms of Reorganisation.

Unless provided otherwise in these Terms of Reorganisation, any reference to the laws, a particular law or other legal act shall mean a reference to the actual wording of the laws, particular law, or other legal acts of the Republic of Lithuania on the Day of preparation of the Terms of Reorganisation.

2. GENERAL TERMS

- 2.1. The goal of the Reorganisation is on the basis of provisions of the Law on Companies of the Republic of Lithuania and the Civil Code of the Republic of Lithuania to merge the Company being Reorganised, which after the Reorganisation ceases to operate without liquidation process, to the Company participating in the Reorganisation, which having taken over all rights, obligations and assets of the

- Company being Reorganised, continues its activities.
- 2.2. Preparation of the Terms of Reorganisation was approved on 23 August 2022 by the decision of the shareholders of the Company participating in the Reorganisation (decision attached as Annex 1) and on 23 August 2022 by the decision of the sole shareholder of the Company being Reorganised (decision attached as Annex 2).
 - 2.3. The Terms of Reorganisation are prepared in accordance with Articles 61-70 of the Law on Companies of the Republic of Lithuania and Chapter VIII of Book Two of the Civil Code of the Republic of Lithuania, considering the requirements of other legal acts of the Republic of Lithuania.
 - 2.4. As the Company participating in the Reorganisation owns all the shares (100 %) of the Company being Reorganised, provisions of Article 70 of the Law on Companies of the Republic of Lithuania shall apply to the reorganisation process. Provisions of Article 70 stipulates that, Article 63(1)(4), (5), (6) and (7), (2), (3), (4) and (5), Article 64, Article 65(2)(4) and (5), (5) and (6), Article 67(1) and (2), Article 69(6) of the Law on Companies of the Republic of Lithuania shall not apply to a merger where the company continuing its activities after the reorganisation is the owner of all shares of the merged (reorganised) company. i. e.:
 - 2.4.1. the Terms of Reorganisation do not provide for:
 - the exchange ratio of shares of the company which ceases to exist after the Reorganisation (Company being Reorganised) for the shares of the company resulting from the Reorganisation (Company participating in the Reorganisation) and the substantiation thereof, the number of shares of the company resulting from the Reorganisation (Company participating in the Reorganisation) according to their classes and their nominal value as well as the rules of share allocation to the shareholders;
 - the procedure for and time limits of the issue of shares to the shareholders of the company resulting from the Reorganisation (Company participating in the Reorganisation);
 - the price difference, paid out in cash, between the shares held by the shareholders and the shares to be received in the company resulting from the Reorganisation (Company participating in the Reorganisation);
 - the moment from which the shareholders of a company which ceases to exist after the Reorganisation (Company being Reorganised) shall be entitled to profits of the company resulting from the Reorganisation (Company participating in the Reorganisation) and all terms related to the granting of this right.
 - 2.4.2. the auditor or audit firm shall not assess the Terms of Reorganisation;
 - 2.4.3. an assessment report on the Terms of Reorganisation shall not be prepared;
 - 2.4.4. the board of the Company being Reorganised and the Management company (its board) of the Company participating in the Reorganisation shall not prepare detailed written reports on the planned Reorganisation;
 - 2.4.5. the manager of the Company being Reorganised and the Management company of the Company participating in the Reorganisation shall not notify the shareholders of the respective company about material changes in assets, rights and obligations since the day of drawing up of the Terms of Reorganisation until the date of the general meeting of shareholders, the agenda of which provides for the adoption of a decision on the Reorganisation of the respective company;
 - 2.4.6. the shares of the Company being Reorganised shall not be converted into the shares of the Company participating in the Reorganisation;
 - 2.4.7. the members of the management bodies of the Company being Reorganised and the Company participating in the Reorganisation, who prepared and implemented the Terms of Reorganisation in accordance with the procedure indicated by the laws, do not have to compensate for the damage caused due to their fault to the shareholders of the respective companies.
 - 2.5. Together with these Terms of Reorganisation a new project of Articles of Association of the Company participating in the Reorganisation is prepared (Annex 3).
 - 2.6. Pursuant to Article 63(8) of the Law on Companies of the Republic of Lithuania, the Terms of Reorganisation shall be submitted to the manager of the Register of Legal Entities, not later than on the day of the public announcement regarding preparation of the Terms of Reorganisation in the source specified in the Articles of Association of the Company being Reorganised and the Company participating in the Reorganisation - in the electronic publication for public announcements issued by the manager of

the Register of Legal Entities.

- 2.7. Pursuant to Article 62 (2) of the Law on Companies of the Republic of Lithuania, meetings of the Company participating in the Reorganisation and the Company being Reorganised shall take decisions regarding reorganisation no earlier than 30 days after the manager of the Register of Legal Entities publishes about the received Terms of Reorganisation. Decisions regarding reorganisation shall be submitted to the manager of the Register of Legal Entities no later than within 5 days from their adoption.

3. WAY OF REORGANISATION. LEGAL CONDITIONS FOR REORGANISATION. IMPLEMENTATION AND COMPLETION OF REORGANISATION

3.1. Way of Reorganisation:

- 3.1.1. the Reorganisation is performed in the manner indicated in Article 2.97(3) of the Civil Code of the Republic of Lithuania, when one legal entity is merged to the other, to which all the rights and duties of the reorganised subject are transferred;
- 3.1.2. the Reorganisation complies with the case provided for in Article 41(2)(3) of the Law on Corporate Income Tax of the Republic of Lithuania where "all the assets, rights and liabilities of an entity ceasing to operate without liquidation are transferred to another entity that controls 100 per cent of its share capital (100 per cent of the shares representing its capital)";
- 3.1.3. Pursuant to Article 42(2) of the Law on Corporate Income Tax of the Republic of Lithuania, as the Reorganisation corresponds to the cases of reorganisation and transfer provided for in Article 41 of the mentioned law, the increase in the value of the assets transferred during the Reorganisation shall not be considered as income of the Company being Reorganised. In this case, the acquisition price of the assets in the Company participating in the Reorganisation shall be the acquisition price of the assets in the Company being Reorganised prior to the transfer of the assets to the ownership of the Company participating in the Reorganisation.

3.2. Legal conditions for the Reorganisation:

- 3.2.1. the authorised capital (shares emission price of the last share issue) of the Company participating in the Reorganisation and the Company being Reorganised have been fully paid up;
- 3.2.2. the Company participating in the Reorganisation and the Company being Reorganised have not acquired the status of the company being transformed, company being reorganised or participating in the reorganisation, or the company in restructuring, bankruptcy, or liquidation;
- 3.2.3. preparation of the Terms of Reorganisation was approved by the decisions of the shareholders of the Company participating in the Reorganisation and the Company being reorganised (Annexes 1 and 2);
- 3.2.4. the Terms of Reorganisation have been drawn up by the board of the Management company of the Company participating in the Reorganisation and the board of the Company being Reorganised;
- 3.2.5. the Terms of Reorganisation shall not be assessed, report on assessment thereof shall not be drawn up.

3.3. Implementation and completion of the Reorganisation:

- 3.3.1. the information about the prepared Terms of Reorganisation shall be published three times with at least 30-day intervals in the source specified in the Articles of Association of the Company being Reorganised and the Company participating in the Reorganisation - in the electronic publication for public announcements issued by the manager of the Register of Legal Entities;
- 3.3.2. not later than 30 days before the meeting of the Company participating in the Reorganisation, this company will offer a possibility for its shareholders and creditors to access the documents indicated below in its website <https://bre.invl.com/> and not later than 30 days before the meeting of the Company being Reorganised, this company will offer a possibility for its shareholders and creditors to access documents indicated below in the premises located at Vilnius, Gynėjų st. 14:
- 3.3.2.1. the Terms of Reorganisation;
- 3.3.2.2. the amended Articles of Association of the Company participating in the Reorganisation;
- 3.3.2.3. the sets of annual financial statements for the last three years and annual reports of the Company participating in the Reorganisation and the Company being Reorganised, as well as sets of interim financial statements.

- 3.3.3. the shareholders of the Company participating in the Reorganisation will have the right to get copies of the documents specified in Paragraph 3.3.2. of the Terms of Reorganisation free of charge from the website <https://bre.invl.com/> and the shareholders of the Company being Reorganised will have the right to get copies of these documents free of charge in the premises located at Vilnius, Gynėjų st. 14;
- 3.3.4. special closed-end real estate investment company “INVL Baltic Real Estate” shall acquire the legal status of the company participating in the reorganisation and AB “RE 1” shall acquire the legal status of the company being reorganised since the day of publication about preparation of the Terms of Reorganisation in the source specified in the Articles of Association of the respective company;
- 3.3.5. creditors of the Company participating in the Reorganisation and the Company being Reorganised may submit their claims since the first day of publication of the Terms of Reorganisation until the meeting of the Company participating in the Reorganisation and the meeting of the Company being Reorganised;
- 3.3.6. the decisions regarding Reorganisation, approval of the Terms of Reorganisation and approval of the amended Articles of Association of the Company participating in the Reorganisation, that will continue its operations after the Reorganisation, will be adopted by the Meeting of the Company participating in the Reorganisation and the Meeting of the Company being Reorganised not earlier than 30 days since the day when the manager of the Register of Legal Entities publishes about the received Terms of Reorganisation;
- 3.3.7. documents confirming the decisions regarding the Reorganisation taken by the Meeting of the Company participating in the Reorganisation and the Meeting of the Company being Reorganised will be submitted to the manager of the Register of Legal Entities not later than within 5 days of the respective meeting.
- 3.3.8. the Reorganisation will be completed after the fulfilment of all the conditions below:
 - the Register of Legal Entities will register the amended Articles of Association of the Company participating in the Reorganisation (3 Annex);
 - the Register of Legal Entities will deregister the Company being Reorganised.

4. INFORMATION ABOUT THE COMPANY PARTICIPATING IN THE REORGANISATION AND THE COMPANY BEING REORGANISED

- 4.1. The Company participating in the Reorganisation after the Company being Reorganised is merged as indicated in these Terms of Reorganisation and ceases to operate as a legal person, on the day of Completion of the Reorganisation shall take over all assets (including real estate indicated in 4 Annex), rights and liabilities of the Company being Reorganised, including assets, rights and liabilities not indicated in financial statements of the Company being Reorganised, without signing any deeds of transfer – acceptance and shall continue its operations.
- 4.2. Data on the Company participating in the Reorganisation (data on the Company participating in the Reorganisation will not change after the Completion of the Reorganisation):

	Description
Name of the legal entity	special closed-end real estate investment company “INVL Baltic Real Estate”
Legal form of the legal entity	public limited liability company
Address of the legal entity	Vilnius, Gynėjų st. 14
Code of the legal entity	152105644
Register which accumulates and stores data about the legal entity	The Register of Legal Entities of the Republic of Lithuania
Authorised capital	11 689 050,30 EUR
Fully paid up authorised capital	11 689 050,30 EUR
Number of shares	8 061 414 units
Nominal value of one share	1.45 EUR
Class of the shares	ordinary registered shares
Type of the shares	uncertificated shares
ISIN code	LT0000127151
LEI code	529900GSTEOHKA0R1M59
An exchange where shares are traded	AB Nasdaq Vilnius, XLIT
List	Baltic Secondary List

4.3. Data on the Company being Reorganised:

	Description
Name of the legal entity	AB „RE 1“
Legal form of the legal entity	public limited liability company
Address of the legal entity	Vilnius, Gynėjų st. 14
Code of the legal entity	302622705
Register which accumulates and stores data about the legal entity	The Register of Legal Entities of the Republic of Lithuania
Authorised capital	25 000 EUR
Fully paid up authorised capital	25 000 EUR
Number of shares	25 000 units
Nominal value of one share	1 EUR
Class of the shares	ordinary registered shares
Type of the shares	uncertificated shares
ISIN code	LT0000115867
Shareholder	special closed-end real estate investment company “INVL Baltic Real Estate”, code 152105644, address Vilnius, Gynėjų st. 14

5. THE MOMENT FROM WHICH THE ASSETS, RIGHTS AND LIABILITIES OF THE COMPANY BEING REORGANISED SHALL BE TRANSFERRED TO THE COMPANY PARTICIPATING IN THE REORGANISATION.

THE MOMENT FROM WHICH THE CONTRACTUAL RIGHTS AND LIABILITIES OF THE COMPANY BEING REORGANISED SHALL BE TRANSFERRED TO THE COMPANY PARTICIPATING IN THE REORGANISATION AND THE TRANSACTIONS SHALL BE INCLUDED INTO ITS ACCOUNTING

- 5.1. All the assets (including real estate indicated in 4 Annex), rights and liabilities of the Company being Reorganised, all the contractual rights and liabilities of the Company being Reorganised shall be transferred to the Company participating in the Reorganisation and the transactions shall be included into its accounting on the basis of these Terms of Reorganisation without signing of transfer – acceptance deeds additionally at the end of the day the Company being Reorganised is deregistered from the Register of Legal Entities.
- 5.2. From the day the Company being Reorganised is deregistered from the Register of Legal Entities the rights to manage, use and dispose of the funds available in the bank accounts of the Company being Reorganised shall be transferred to the Company participating in the Reorganisation or these accounts shall be closed and the funds in them shall be transferred to the Company participating in the Reorganisation.
- 5.3. Rights to the assets of the Company being Reorganised that shall be registered according to the legal acts, duties of the Company being Reorganised related to the assets that shall be registered as well as take-over of other duties that shall be registered according to the legal acts, shall be registered if registration is necessary according to mandatory law provisions. Limitations of the rights to the assets that shall be registered, duties related to the assets that shall be registered and other duties that shall be registered according to mandatory law provisions shall be transferred to the Company participating in the Reorganisation from the moment these limitations of the rights and/or duties are registered/re-registered according to the legal acts if this is needed according to mandatory legal acts of the Republic of Lithuania.
- 5.4. The Company participating in the Reorganisation takes-over all the assets (including real estate indicated in 4 Annex), rights and liabilities of the Company being Reorganised, including but not limited, assets, rights and liabilities not stated in the financial statements of the Company being Reorganised as well as all the taxes related rights and duties, including but not limited, rights and duties that might emerge after the tax administrator or other state institutions calculates arrears of taxes or contributions, fines and delay interests according to the legal acts for the activities of the Company being Reorganised until the day of its deregistration from the Register of Legal Entities.
- 5.5. All other assets, rights or liabilities of the Company being Reorganised not mentioned above, which would come out after the day of deregistration of the Company being Reorganised from the Register of Legal Entities, shall be deemed transferred to the Company participating in the Reorganisation in accordance with the procedure provided in paragraph 5.1. of these Terms of Reorganisation.
- 5.6. From the end of the day of deregistration of the Company being Reorganised from the Register of Legal Entities:
 - 5.6.1. all the assets (including real estate indicated in 4 Annex), rights and obligations related hereto and liabilities of the Company being Reorganised will be considered as the assets and liabilities of the Company participating in the Reorganisation and such assets, rights and obligations and liabilities related hereto shall be included in the accounting of the Company participating in the Reorganisation on the basis of these Terms of Reorganisation, unless otherwise provided for in mandatory provisions of legal acts;
 - 5.6.2. all rights and obligations related to the transferred assets of the Company being Reorganised and the rights and obligations under the transactions of the Company being Reorganised shall be transferred to the Company participating in the Reorganisation and such transactions shall be included in the accounting of the Company participating in the Reorganisation, unless otherwise provided for in mandatory provisions of legal acts or provisions of transactions concluded by the Company being Reorganised. If the mandatory provisions of legal acts of the Republic of Lithuania or the provisions of transactions concluded by the Company being Reorganised require the consent of the other party (creditor) to take over certain obligations, such obligations shall be transferred to the Company participating in the Reorganisation from the moment the consent of the respective party (creditor) is given, in case it is later than specified in the Terms of the Reorganisation. In the absence of such consent, the Company participating in the Reorganisation shall make every effort to obtain obligations as close in substance and value as possible;

- 5.6.3. the Company participating in the Reorganisation will execute the taken-over transactions under the conditions provided for therein.
- 5.7. The drawing up and publication of the Terms of Reorganisation will not restrict the right of the Company participating in the Reorganisation and the Company being Reorganised to conduct their activity provided for in the Articles of Association.
- 5.8. The Company participating in the Reorganisation while concluding transactions will inform other counterparty about its legal status within the period since publication of the Terms of Reorganisation till the Completion of the Reorganisation.
- 5.9. The Company being Reorganised while concluding transactions will inform other counterparty about its legal status and about the transfer of rights and/or liabilities under such transaction on the basis of these Terms of Reorganisation within the period since publication of the Terms of Reorganisation till the Completion of the Reorganisation.

6. THE RIGHTS OF CREDITORS DURING THE REORGANISATION

- 6.1. The rights of the creditors of the Company participating in the Reorganisation and the Company being Reorganised are protected pursuant to Article 2.101 of the Civil Code of the Republic of Lithuania and Article 66 of the Law on Companies of the Republic of Lithuania.
- 6.2. The information about the prepared Terms of Reorganisation will be published three times with at least 30-day intervals in the source specified in the Articles of Association of the Company being Reorganised and the Company participating in the Reorganisation - in the electronic publication for public announcements issued by the manager of the Register of Legal Entities.
- 6.3. The creditors of the Company being Reorganised and the Company participating in Reorganisation have the right to demand termination or early performance of the obligation, as well as indemnification of losses if provided for in the transaction or there is reason to believe that the performance of obligations may be jeopardised due to the Reorganisation and the company will not provide additional safeguards upon creditor's request. Creditors may submit their claims from the first day of the announcement of the drawn-up Terms of Reorganisation until the general meeting of shareholders of the relevant company takes a decision on the Reorganisation.
- 6.4. The Company participating in the Reorganisation and the Company being Reorganised must provide additional safeguards for the discharge of obligations to each creditor who so requests, where his rights arose and did not expire before the publication of the drawn-up Terms of Reorganisation, if there is a ground for believing that the performance of obligations may be jeopardised due to the Reorganisation.
- 6.5. The Company participating in the Reorganisation and the Company being Reorganised may refrain from providing additional safeguards for the discharge of obligations if the discharge of its liabilities to the creditor is adequately secured by pledge, mortgage, suretyship or guarantee.
- 6.6. The documents for the registration of the Articles of Association of the Company participating in the Reorganisation as well as the documents for the deregistration from the register of the Company being Reorganised may not be submitted to the manager of the Register of Legal Entities if no additional safeguards for the discharge of obligations have been provided to the creditor who so requested as laid down in these Terms of Reorganisation as well as before a court's decision becomes effective if the dispute over additional safeguards for the discharge of obligations is being heard in court.

7. THE RIGHTS GRANTED BY THE COMPANY PARTICIPATING IN THE REORGANISATION RESULTING FROM THE REORGANISATION TO THE HOLDERS OF SHARES OF DIFFERENT CLASSES, DEBENTURES AND OTHER SECURITIES

- 7.1. The Company participating in the Reorganisation has not issued any other securities prior to the conclusion of the Terms of Reorganisation, except for 8 061 414 ordinary registered shares with a nominal value of EUR 1.45, the property and non-property rights of which are specified in the applicable legislation and the company's Articles of Association.

8. SPECIAL RIGHTS GRANTED TO THE MEMBERS OF THE BODIES OF THE COMPANY PARTICIPATING IN THE REORGANISATION AND THE COMPANY BEING REORGANISED AND TO EXPERTS CARRYING OUT THE ASSESSMENT OF THE TERMS OF REORGANISATION

- 8.1. According to the wording of the Articles of Association of the Company being Reorganised valid on the day of drawing up of the Terms of Reorganisation, the bodies of the company are the general meeting of shareholders, the board, and the manager (director). The powers of the board and the manager and the employment contract will expire at the end of the day of deregistration of the Company being Reorganised from the Register of Legal Entities (without forming any additional documents confirming this).
- 8.2. According to the wording of the Articles of Association of the Company participating in the Reorganisation valid on the day of drawing up of the Terms of Reorganisation, the bodies of the company are the general meeting of shareholders and the supervisory board. The management of the company is transferred to the Management company.
- 8.3. The structure of the bodies of the Company participating in the Reorganisation that will continue its activities after the Completion of Reorganisation will not change, they will continue to operate from the day the amended Articles of Association of the Company participating in the Reorganisation are registered.
- 8.4. The bodies and employees of the Company participating in the Reorganisation and the Company being Reorganised during the Reorganisation shall have all the rights granted to them by laws, the concluded agreements, and the Articles of Association of the respective company.
- 8.5. The Management company (its board and/or manager) of the Company participating in the Reorganisation and the board and/or the manager of the Company being Reorganised (respectively):
 - 8.5.1. makes decisions and performs other actions related to the Reorganisation and provided for in these Terms of Reorganisation, decisions of the general meetings of shareholders of the respective company and valid legal acts;
 - 8.5.2. manages the Reorganisation of the respective company and controls its progress;
 - 8.5.3. within the limits of its competence, makes decisions and performs other actions related to the Reorganisation and provided for in these Terms of Reorganisation and the decisions of the general meetings of shareholders of the respective company;
 - 8.5.4. ensures that information would be disclosed, and all documents would be provided in accordance with the procedure established by law, if required by mandatory provisions of legal acts;
 - 8.5.5. ensures that it would be announced to the public about the preparation of the Terms of Reorganisation in accordance with the procedure established by law, the Terms of Reorganisation and other documents required by law would be submitted to the administrator of the Register of Legal Entities;
 - 8.5.6. ensure that decisions on Reorganisation would be disclosed in accordance with the procedure and terms established by law;
 - 8.5.7. provides the shareholders and creditors of the respective company with all information and documents related to the Reorganisation;
 - 8.5.8. is responsible for the appropriate additional security of obligations for each creditor of the respective company who has required it in accordance with the procedure established by legal acts;
 - 8.5.9. concludes transactions on behalf of and in the interests of the respective company until the Completion of the Reorganisation;
 - 8.5.10. during the Reorganisation also have all other rights and obligations provided for in the valid legal acts and the Articles of Association of the respective company;
 - 8.5.11. Pursuant to Article 70 of the Law on Companies of the Republic of Lithuania the Terms of Reorganisation shall not be assessed and an assessment report shall not be prepared.

9. COMPLETION OF THE REORGANISATION

- 9.1. The Reorganisation shall be deemed completed from the moment the Completion of the Reorganisation, i. e. from the moment when:
 - 9.1.1. the amended Articles of Association of the Company participating in the Reorganisation (3 Annex) that continues its activities after the Reorganisation is registered in the Register of Legal Entities;
 - 9.1.2. the Company being Reorganised is deregistered from the Register of Legal Entities.

10. ANNEXES OF THE TERMS OF REORGANISATION

- 10.1. 1 Annex – Minutes of the general meeting of shareholders of the special closed-end real estate investment company “INVL Baltic Real Estate” dated 23 August 2022;
- 10.2. 2 Annex – Decision of the sole shareholder of AB “RE 1” dated 23 August 2022;
- 10.3. 3 Annex – Amended Articles of Association of the special closed-end real estate investment company “INVL Baltic Real Estate”;
- 10.4. 4 Annex – A list of real estate taken over by the special closed-end real estate investment company “INVL Baltic Real Estate”.