**Public limited liability company “Novaturas”**

Code 135567698

Registered office at A. Mickevičiaus st. 27, Kaunas, the Republic of Lithuania

**Voting ballot paper of the General Meeting of Shareholders,**

**convened on 30 June, 2020**

Name, surname (name) of the shareholder

…………………………………………………………………………………………………………………………..

Personal code (code) of the shareholder

…………………………………………………………………………………………………………………………..

The number of owned shares

…………………………………………………………………………………………………………………………..

The number of votes

…………………………………………………………………………………………………………………………..

Instructions for filling out the General Voting Ballot:

1. Voting by the Shareholder shall be inscribed in the opposite of every draft resolution in the boxes designated for this.

2. The Shareholder votes “FOR” or “AGAINST” the draft resolutions.

3. If the Shareholder votes “for” the draft resolution - he should circle the word “FOR” in the respective box.

4. If the Shareholder votes “against” the draft resolution - he should circle the word “AGAINST” in the respective box.

5. If the Shareholder does not inscribe any voting on the draft resolution or the General Voting Ballot has been filled-out in a manner making it impossible to determine the will of the Shareholder on a specific agenda matter, the Shareholder shall be considered to not have voted in advance on such agenda matter.

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| --- | --- | --- | --- |
| **Nr.** | **Darbotvarkės klausimai** | **Sprendimų projektai** | **Akcininko balsavimas** |
| 1. | Approval of the audited annual financial statements of 2019. | *To approve the audited annual financial statements of 2019.* | “For” | “Against” |
| 2. | Approval of the Annual Report of 2019. | *To approve the Annual Report of 2019.* | “For” | “Against” |
| 3. | Decision on profit (loss) distribution. | *To distribute the Company's profit as follows:*

|  |  |  |
| --- | --- | --- |
| *1.* | *Undistributed result – profit (loss) of the previous financial year at the end of the accounting financial year* | *9,611* |
| *2.* | *Net profit (loss) of the accounting financial year* | *5,846* |
| *3.* | *Dividends paid during year 2019* | *0* |
| *4.* | *Total profit (loss) to be appropriated* | *15,457* |
| *5.* | *Share of profit allocated:* |  |
|  | *to mandatory reserves* | *0* |
|  | *to reserves of own shares* | *0* |
|  | *to other reserves* | *0* |
|  | *for payment of dividends* | *0* |
|  | *for other purposes (annual bonuses to Board members, etc.)* | *0* |
| *6.* | *Undistributed profit (loss) as of the end of accounting financial year, carried forward into the following financial year* | *15,457* |
| *All amounts are in thousand EUR* |

*Taking into the consideration the current situation regarding the global coronavirus (COVID-19) pandemic and the state-level extreme situation and quarantine status, also in reference to the opinion of the Board and Supervisory Council, to postpone the dividend allocation until the economic situation and Company’s operation stabilizes.* | “For” | “Against” |
| 4. | Approval of the new Articles of Association  | *1. To amend the Articles of Association of the Company and to determine that:*1. *Eliminating supervisory council;*
2. *vesting in the management board (i) supervisory functions provided in Article 34 part 11 of the Law on Companies, and (ii) functions of approval annual budget and business plan, risk management policies, settlement of the goals of the general director as well as other functions related to the management and supervision of the activities of the company;*
3. *the rules of approval of transactions are established, providing that transactions that are not included in the Company's budget require the approval of the Board. For transactions involving lending or borrowing, the approval of the Board is required in all cases. In other cases, the Company's transactions are concluded by the Company's manager;*
4. *other provisions of the Articles of Association shall be amended in respect to the elimination of the supervisory council;*
5. *the tenure of the Board shall be extended from 3 to 4 years;*
6. *the board consists of 5 members, of which at least 1/3 must be independent. The criteria for independence shall be determined in accordance with the legislation in force;*
7. *other related amendments to the Articles of Association are made, which allow for more efficient day-to-day operations of the Company.*

*2. To approve the new wording of the Articles of Association of the Company (attached) and to authorize the General director of the Company (with the right to sub-authorize) to perform all actions related to the registration of the Articles of Association of the Company.* | „For“ | „Against“ |
| 5. | Revocation of the Board of the Company and election of a new Board; approval of the remuneration of the members of the Board; approval of agreements with the members of the Board regarding activities in the Board | **NB: New 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 owns multiplied by 5. The candidates who receive the largest number of votes shall be elected.**  |
| 1. *To recall the Board of the Company in corpore.*
 | “For” | “Against” |
| 1. *To elect the members of the Board (personal data are not made public) for the tenure of 4 years:*
 | Number of votes „**For**“  |
| * *Mr. Vidas Paliūnas*
 |  |
| * *Mr. Ugnius Radvila*
 |  |
| * *Mr. Janek Pohla*
 |  |
| * *Mr. Virginijus Lepeška (independent Board member)*
 |  |
| * *Mr. Andrius Jurkonis (independent Board member)*
 |  |
| 1. *To determine that:*
* *EUR 1,900 (before taxes) for members of the Management Board and EUR 2,500 (before taxes) for the chairman of the Management Board per one board* meeting*, which includes preparation for the meeting, travel time to/from the meeting, attending the meeting, follow-up questions and closure work related to the meeting. Should there be more than 12 board meetings in 12 months, the indicated remuneration is to be paid for each meeting. Should there be less than 12 meetings per 12 consecutive months, board member will nonetheless receive remuneration for 12 meetings per 12 months. Remuneration shall not be paid for the decisions made in writing or any other way in between the meetings nor for meetings which the board member did not attend;*
* *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.*
 | „For“ | „Against“ |
| 1. *To approve the essential conditions of the Board members agreement (attached).*
2. *To determine that confidential information and personal data protection agreements in the form used by the Company are concluded with the elected members of the Board.*
3. *To authorize the General director of the Company (with the right to sub-authorize) to perform all actions related to the implementation of this decision.*
 | „For“ | „Against“ |
| 6. | Election of the member of the Company‘s Supervisory Council | 1. *To elect Mr. Janek Pohla (personal data will not be published) as the member of the Supervisory Council of the Company until the end of tenure of the current Supervisory Board.*
2. *To determine that this decision shall enter into force only if the votes on questions 4 and 5 provided for in the agenda of this Meeting do not receive sufficient votes in favor required to respectively change the Articles of Association of the Company and to elect the new Board members of the Company.*
 | „For“ | „Against“ |
| Regarding any other new draft resolutions, not indicated above, to vote with all the votes held | „For“ | „Against“ |

Name, surname, signature of the shareholder (representative):

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Date of filling of the ballot:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

A document on the basis of which the shareholder's representative signs: