

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

Agenda and draft decisions of the 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 6th June 2023, approved by the Board of the Company:

**1. Consolidated Annual Report of the year 2022 of the Company.**

*The Company’s consolidated annual report of the year 2022 prepared by the Company, assessed by the auditors and approved by the Board was presented.*

*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 2022.**

*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 2022 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 2022.**

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 2022.*

**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 2022.*

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

Draft decision proposed:

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

1)	<i>Undistributed result – profit (loss) of the previous financial year at the end of the accounting financial year</i>	10 454
2)	<i>Net profit (loss) of the accounting financial year</i>	(713)
3)	<i>Dividends paid during year 2022</i>	0
4)	<i>Profit (loss) for the accounting financial year unrecognized in the profit (loss) statement</i>	0
5)	<i>Allocations from the reserves</i>	0

6)	Shareholders' contributions to cover the Company's losses (if the shareholders of the Company have decided to cover all or part of the losses)	0
7)	Total profit (loss) to be appropriated	9 741
8)	Share of profit allocated:	
	to mandatory reserve	0
	to reserve for acquisition of own shares	0
	to reserve for granting the shares	0
	to other reserves	0
	for payment of dividends	0
	for other purposes (annual bonuses to Board members, etc.)	0
9)	Undistributed profit (loss) as of the end of accounting financial year, carried forward into the following financial year	9 741
All amounts are in thousand EUR		

## 6. Decision regarding amendment of Articles of Association of the Company.

A proposal was presented to change the Company's Articles of Association, providing for the reduction of the number of Board Members from 5 to 3 members, and shortening the term of office of the Board from 4 to 2 years.

Draft decision proposed:

- To amend the Clause 7.2 of the Articles of Association and set it out as follows:  
 „7.2. The Board shall consist of 3 (three) members elected by the decision of the General Meeting of Shareholders. More than half members of the Board must not be related to the employment relations with the Company. At least 1/3 members of the Board must be independent, i e., must not be related to the Company, its controlling shareholder and members of Company's bodies by family, kinship, in-law or partnership relations; member of the Board may not have or have not had a business relationship with the Company for at least one year prior to his/her appointment directly or as a shareholder, member of the collegial management body or manager of the company having such relations. The following persons cannot be appointed a member of the Board:”
- To amend the Clause 7.3 of the Articles of Association and set it out as follows:  
 “7.3. The Board shall be elected for period of 2 (two) years.
- To authorise the chief executive officer of the Company (with the right to delegate) to perform all actions related to the amendment and registration of the Company's Articles of Association.

## 7. Election of a Board of the Company.

After the resignation of the Members of the Board of the Company, candidates for the election of new members of the Board of the Company are submitted to the Meeting.

Draft decision proposed:

To be elected to the Board of the Company for a new term (personal data are not published publicly):

\_\_\_\_\_ [name, surname].

\_\_\_\_\_ [name, surname].

\_\_\_\_\_ [name, surname] (independent member).

Note: The draft of the proposed decision on this matter will be specified after receiving proposals from the Company's shareholders regarding the election of candidates to the Company's Board, in

accordance with the procedure provided by the Company's Articles of Association and the Law on Joint Stock Companies of the Republic of Lithuania.

**8. Approval of remuneration for Board Members, approval of essential conditions of the Board Member Agreement regarding activities in the Board.**

Draft decision proposed:

1. *To approve the essential conditions of the contracts concluded between the Company and the Board Members regarding activity in the Board (attached).*
2. *To determine that confidential information and personal data protection contracts in the form used in the Company are concluded with the elected Board Members.*
3. *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.*

**9. Election of the Company's audit company to audit the set of annual financial statements for the year 2023-2024, determination of the terms of payment for audit services.**

Draft decision proposed:

1. *To elect the audit company Ernst & Young Baltic UAB (hereinafter - the "Auditor") to audit the set of the Company's annual financial statements for 2023 and 2024.*
2. *To determine that the Auditor's salary must not exceed:*
  - 1) *EUR 111,000 - for the audit of the set of financial statements for 2023.*
  - 2) *EUR 111,000 adding the influence of annual inflation, calculated on the basis of the annual inflation rate published in 31 August 2024 - for the audit of the set of financial statements for the year 2024.*
3. *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.*

**10. Determination of additional payment conditions for the audit services of the Company's audit company UAB "Deloitte Lietuva" for the audit of the set of annual financial statements for the year 2021-2022.**

Draft decision proposed:

1. *To determine the additional payment conditions for the audit services of the audit company UAB "Deloitte Lietuva" for the audit of the set of annual financial statements for the year 2021-2022, determining that the auditor's additional remuneration must not exceed:*
  - 1) *EUR 18,000 - for the audit of the set of financial statements for 2021.*
  - 2) *EUR 53,000 - for the audit of the set of financial statements for 2022.*
2. *To oblige the chief executive officer of the Company to make efforts to negotiate with the audit company UAB "Deloitte Lietuva" regarding the reduction of additional payment to the auditor.*
3. *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.*