

Translation from Lithuanian

Supervisory Board Remuneration Policy of SUTNTBIB INVL Baltic Real Estate

[...] April 2021

OBJECTIVES AND APPLICATION OF REMUNERATION POLICY

1. The Remuneration Policy of the Supervisory Board (hereinafter referred to as the "**SB Remuneration Policy**") of SUTNTIB INVL Baltic Real Estate (hereinafter referred to as the "**Company**") has been developed taking into account the Company's business strategy, long-term goals and interests, and the fact that the Company's Supervisory Board contributes to the implementation of these goals and the success of the Company.
2. The SB Remuneration Policy applies to the members of the Company's Supervisory Board.
3. In addition to the SB Remuneration Policy, the Company, in accordance with Article 15 of the Law of the Republic of Lithuania on the Managers of Alternative Collective Investment Undertakings, is subject to the Remuneration Policy for Risk-Taking Decision Makers (hereinafter referred to as the "**MA Remuneration Policy**") of the Management Company UAB INVL Asset Management (hereinafter referred to as the "**Management Company**"), which establishes the remuneration and incentivisation rules, terms and procedures with regard to the individuals deemed to be the Company's executives¹.
4. The SB Remuneration Policy is designed to:
 - i) increase the transparency and accountability of the Company's Supervisory Board members and to enable shareholders, potential investors and stakeholders to have a complete and reliable picture of the remuneration paid to each Supervisory Board member;
 - ii) avoid conflicts of interest and ensure the proper implementation of the principles set out in this SB Remuneration Policy.
5. The SB Remuneration Policy has been developed in accordance with and implements the requirements of the Law of the Republic of Lithuania on Public Limited Companies.

PROCEDURE FOR DEVELOPMENT, ADOPTION AND AMENDMENT OF REMUNERATION POLICY

6. The SB Remuneration Policy is adopted for a period of four years and is valid until the Ordinary General Meeting of Shareholders of the Company to be held in the fourth year.
7. The draft SB Remuneration Policy (or its amendment) is prepared by the Management Company. Changes in the SB Remuneration Policy may be initiated by the shareholders holding more than 1/10 of the voting rights, the Supervisory Board of the Company and the Management Company.
8. The SB Remuneration Policy (amendments thereto) shall be approved by the General Meeting of Shareholders of the Company. The Remuneration Policy shall be deemed approved when it is approved by a majority of at least of 3/4 of all the votes carried by the shares held by the shareholders attending at the General Meeting of the Company.
9. Where members of the Supervisory Board (any of them) are also shareholders (or represent shareholders) of the Company attending a General Meeting of Shareholders at which the issue of the approval of the SB Remuneration Policy (amendments thereto) is to be discussed, this information must be disclosed before the commencement of the discussion on the issue.
10. Once the SB Remuneration Policy has been approved, remuneration is paid to the members of the Company's Supervisory Board only in accordance with the SB Remuneration Policy approved by the Company's General Meeting of the Shareholders.
11. If the SB Remuneration Policy has been approved but proposed changes to the SB Remuneration Policy (new SB Remuneration Policy) are not approved by the Company's General Meeting of Shareholders, the Company

¹ In accordance with the Remuneration Policy of the Management Company, the Company's executives are deemed to be (i) the Managing Director of the Management Company, (ii) the members of the Management Company's Board of Directors, and (iii) the members of the Company's Investment Committee appointed by the Management Company.

shall continue to pay remuneration to the members of the Supervisory Board in accordance with the existing approved SB Remuneration Policy and shall submit a revised SB Remuneration Policy to the Company's next General Meeting of Shareholders for approval.

12. The Company may deviate from the SB Remuneration Policy if such deviation from the SB Remuneration Policy is necessary to safeguard the long-term interests of the Company and continuity of its operations. Such deviations shall be promptly announced in the same procedure as the announcement of the SB Remuneration Policy itself. If the Company is unable to apply the provisions of the SB Remuneration Policy for a period of more than 6 months, the Company's Management Company shall review the SB Remuneration Policy in the light of the changed circumstances, draft an accordingly revised SB Remuneration Policy, submit it to the Company's Supervisory Board for review, and, subject to approval by the Supervisory Board, convene a General Meeting of Shareholders of the Company, submitting the revised SB Remuneration Policy for its approval.
13. The SB Remuneration Policy (any amendments or additions thereto) shall be promptly published on the Company's website following the Company's General Meeting of Shareholders at which it was approved, including the date of the General Meeting of Shareholders which approved the SB Remuneration Policy and the results of the vote.
14. The Company's Management Company is responsible for the development of the SB Remuneration Policy. The Company's Management Company is responsible for the ongoing review of SB Remuneration Policy.
15. In the event of a change to the SB Remuneration Policy, the Company's Management Company and Supervisory Board shall submit to the Company's General Meeting of Shareholders, together with the proposed changes, (i) a description and explanation of the material changes to the SB Remuneration Policy, (ii) in the event that the change to the SB Remuneration Policy has already been discussed by the General Meeting of Shareholders but has not been adopted, the arguments set out in the decision of the General Meeting of Shareholders, and (iii) any remuneration reports approved since the Company's most recent General Meeting of Shareholders' vote on the SB Remuneration Policy.

REMUNERATION STRUCTURE FOR MEMBERS OF SUPERVISORY BOARD

16. Each independent member of the Company's Supervisory Board is paid a fixed hourly remuneration. The fixed hourly rate of the independent member of the Company's Supervisory Board shall be determined by a decision of the Company's General Meeting of Shareholders.
17. Members of the Company's Supervisory Board may only be paid bonuses, which shall be granted in accordance with the procedure laid down by law whereby it is based on a decision of the Company's General Meeting of Shareholders and disclosed in the Company's consolidated annual report.
18. Members of the Supervisory Board of the Company are not paid any contingent remuneration or performance-related bonuses.
19. The Company does not defer the payment of remuneration and does not use the option of recovering any contingent part of remuneration.
20. Members of the Supervisory Board do not receive any indirect benefit from the Company, nor are they granted stock options in the Company.
21. Members of the Supervisory Board shall be appointed and/or dismissed for the term of office provided for in the Company's Articles of Association, and bonuses shall be granted and paid by a decision of the General Meeting of Shareholders of the relevant Company in accordance with the procedure laid down by law. If the General Meeting of Shareholders adopts a decision on the payment of bonuses, the share of bonuses to be paid to a particular member of the Supervisory Board shall be determined by a decision of the Supervisory Board, taking into account the contribution of the particular member of the Supervisory Board to the activities of the Company.

REMUNERATION REPORT

22. At the end of the financial year, the Company shall prepare a Remuneration Report detailing the remuneration of the Company's executives, the remuneration of the persons deemed to be executives in accordance with the remuneration policy of the Management Company, and the remuneration of the members of the Supervisory Board (payments received), including all bonuses of any form not provided for in the remuneration policies of the Management Company and the SB, allocated for the last financial year, which shall be submitted to the Company's Ordinary General Meeting of Shareholders.
23. Shareholders attending the Ordinary General Meeting at which the Remuneration Report is presented have the right to make comments. In the next Remuneration Report, the Company shall explain how it has taken account of the comments made by shareholders.
24. In order to make the Remuneration Report easily accessible to shareholders and to make it available to potential investors and stakeholders, the Company shall make the Remuneration Report publicly available on the Company's website <https://bre.invl.com/lit/lt> after the General Meeting.