

**AUGA group, AB**

Legal entity code 126264360, address Konstitucijos ave. 21C, Vilnius

Ordinary general shareholders meeting, 29 April 2022, 10.00 a.m.**GENERAL VOTING BALLOT**Shareholder: \_\_\_\_\_, code \_\_\_\_\_  
(Name, surname, personal code / company name, company code)

Number of shares: \_\_\_\_\_

Draft resolutions of the general meeting of shareholders		Shareholder's vote																															
		For	Against																														
<b>1. Consolidated annual report of the Company for the year 2021 and Auditor's report:</b>																																	
1.1. Consolidated annual report of the Company for the year 2021 and Auditor's report taken for the information.		<b>Taken for information</b>																															
1.2. To approve the Remuneration report for the year 2021 of the Company as part of Consolidated annual report of the Company for the year 2021.																																	
<b>2. Approval of consolidated and separate annual financial statements of the Company for the year 2021</b>  To approve consolidated and separate annual financial statements for the year 2021.																																	
<b>3. Approval of the profit (loss) allocation of the Company for the year 2021</b>  To distribute the Company's profit in the total sum of EUR 9,826,977 available for appropriation, as follows:																																	
<table border="1"> <thead> <tr> <th>No.</th> <th>Ratios</th> <th>Amount, EUR</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Non-allocated profit (loss) of the previous year at the end of the financial year as of 31 December 2021</td> <td style="text-align: right;">10,388,904</td> </tr> <tr> <td>2.</td> <td>Net profit (loss) for the financial year</td> <td style="text-align: right;">(1,123,927)</td> </tr> <tr> <td>3.</td> <td>Profit (loss) for the reporting financial year not recognized in the profit and loss account</td> <td style="text-align: center;">-</td> </tr> <tr> <td>4.</td> <td>Share based payment for employees' expenses accounted in the profit and loss account</td> <td style="text-align: right;">562,000</td> </tr> <tr> <td>5.</td> <td>Shareholders' contribution against losses</td> <td style="text-align: center;">-</td> </tr> <tr> <td>6.</td> <td>Portion of the reserve of tangible fixed assets</td> <td style="text-align: center;">-</td> </tr> <tr> <td>7.</td> <td>Profit (loss) for allocation (1+2+3+4+5+6)</td> <td style="text-align: right;">9,826,977</td> </tr> <tr> <td>8.</td> <td>Allocation of profit to compulsory reserve</td> <td style="text-align: center;">-</td> </tr> <tr> <td>9.</td> <td>Allocation of profit to reserve for granting of shares</td> <td style="text-align: right;">493,000</td> </tr> </tbody> </table>				No.	Ratios	Amount, EUR	1.	Non-allocated profit (loss) of the previous year at the end of the financial year as of 31 December 2021	10,388,904	2.	Net profit (loss) for the financial year	(1,123,927)	3.	Profit (loss) for the reporting financial year not recognized in the profit and loss account	-	4.	Share based payment for employees' expenses accounted in the profit and loss account	562,000	5.	Shareholders' contribution against losses	-	6.	Portion of the reserve of tangible fixed assets	-	7.	Profit (loss) for allocation (1+2+3+4+5+6)	9,826,977	8.	Allocation of profit to compulsory reserve	-	9.	Allocation of profit to reserve for granting of shares	493,000
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10.	Allocation of profit to other reserves	-		
11.	Allocation of profit to dividends	-		
12.	Allocation of profit to tantièmes	-		
13.	Non-allocated profit (loss) at the end of the reporting year carried forward to next financial year (7-8-9-10-11-12)	9,333,977		
<p><b>4. Appointment of the auditor to audit consolidated financial statements of the Company for the year 2022 and approval of auditor's remuneration</b></p> <p>To appoint UAB PricewaterhouseCoopers (code: 111473315) as the Company's audit enterprise to perform the audit of the Consolidated and Separate Financial Statements for the 2022 financial year. To authorize the Company's General manager to conclude the agreement for audit services, establishing the payment for services as agreed between the parties but in any case, not more than EUR 90,000 (ninety thousand) (VAT excluded) per year for the audit of the Company's Consolidated and Separate Financial Statements.</p>				
<p><b>5. Increase of the authorized capital of the Company under the Employee Share Option Programme</b></p> <p>5.1. In accordance with provisions of the Company's Share Allocation Rules to increase the authorized share capital of the Company from EUR 65,950,713.08 to EUR 66,660,290.88, by issuing 2,446,820 ordinary registered shares with the nominal value of EUR 0.29 to granting shares of the Company free of charge to the employees and/or subsidiaries corporate body members in accordance with the procedure established in Article 47<sup>1</sup> of the Law on Companies of the Republic of Lithuania (the <b>New Shares</b>). Following the issuance of the New Shares, the authorized share capital of the Company will be divided into 229,863,072 ordinary registered shares.</p> <p>5.2. Establish that the total issue price of all New Shares equals to their nominal value – EUR 709,577.80. The New Shares are granted free of charge, and they are paid by the Company from the reserve for granting of shares.</p> <p>5.3. Establish that right to subscribe and acquire the New Shares free of charge shall be granted to the employees and/or subsidiaries corporate body members who have concluded the Share Option Agreement of the Company in 2019 and accordingly in 2022 have submitted notice to the Company regarding the use of the option.</p> <p>5.4. Considering that the Company grants shares of the Company to employees and/or subsidiaries corporate body members in accordance with the procedure established in Article 47<sup>1</sup> of the Law on Companies of the Republic of Lithuania, to revoke the pre-emption right of all shareholders of the Company to acquire the New Shares.</p> <p>5.5. Establish that the option holders shall have a right to subscribe to a number of the New Shares provided in the shares option agreements by concluding a share subscription agreement with the Company within 30 (thirty) days from the date of the resolution being adopted by the Meeting.</p>				

<p>5.6. <i>If during the period for the subscription of the New Shares not all the New Shares are subscribed, the authorized share capital of the Company may be increased by the amount of the nominal values of the New Shares that have been subscribed by the separate decision of the Board of the Company.</i></p>		
<p><b>6. Approval of new wording of the Articles of Association of the Company</b></p> <p>6.1. <i>To amend Articles of Association of the Company by:</i></p> <p>a. <i>To amend and approve Item 3.1 of the Articles of Association of the Company and to set it out in the following (new) wording: "3.1. The authorised capital of the Company shall be EUR 66,660,290.88 (sixty-six million six hundred and sixty thousand two hundred and ninety euros and 88 cents)".</i></p> <p>b. <i>To amend and approve Item 3.2 of the Articles of Association of the Company and to set it out in the following (new) wording: "3.2 The authorised capital shall be divided into 229,863,072 (two hundred and twenty-nine million eight hundred and sixty-three thousand and seventy-two)) ordinary registered shares. The par value of each share shall be EUR 0.29 (twenty-nine euro cents)."</i></p> <p>c. <i>To amend and approve Item 7.18 of the Articles of Association of the Company and to set it out in the following (new) wording: "7.18 The Board shall be liable for the timely convention and organisation of general meetings of shareholders. In case of unpredictable circumstances, the Board has the right to change the date of the General Meeting of Shareholders initiated and convened by the Board or cancel the General Meeting of Shareholders initiated and convened by the Board".</i></p> <p>6.2. <i>To Authorize the general manager or another person authorised by him to sign the amended Articles of Association and to perform all actions necessary for the implementation of this resolution.</i></p> <p>6.3. <i>To establish that if during the period for the subscription of the New Shares not all the New Shares are subscribed, Items 3.1 and 3.2 of the Company's Articles of Association may be amended by the amount of the nominal values of the New Shares that have been subscribed, by the separate decision of the Board of the Company. According to this decision, the Board of the Company has the right to change the amount of the authorized capital and the number of shares of the Company in the Articles of Association and to submit the amended Articles of Association to the Register of Legal Entities.</i></p>		
<p><b>7. Approval of the new wording of the remuneration for elected members of the Board</b></p> <p><i>To approve the following remuneration procedure for the members of the Board of the Company for the remaining term of office:</i></p> <p>a. <i>to set a monthly remuneration of EUR 1,900 (before taxes) for a member of the Board and EUR 2,500 (before taxes) for the Chairman of the Board, irrespective of the annual number of the Board meetings;</i></p>		

<p>b. <i>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.</i></p>		
<p><b>8. Provision of the Strategy implementation report</b></p>	<p><b>Taken for information</b></p>	

Shareholder (or another person entitled to vote):

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Position (if applicable), Name and Surname)