

APPROVED by
Decision of the Management Board of
Novaturas AB of
30 April 2024

NOVATURAS AB MANAGEMENT BOARD'S ACTIVITY REPORT FOR 2023

30 April 2024

- 1. Reporting period:** 6 June 2023 – 31 December 2023.
- 2. The term of office of the Management Board:** 6 June 2023 to 6 June 2025.
- 3. Composition and involvement of the Management Board**

The current members of the Board were elected at the Ordinary General Meeting of Shareholders held on 6 June 2023.

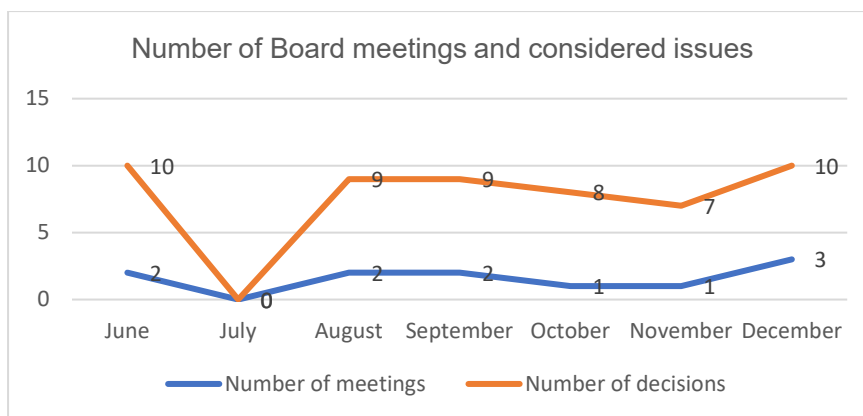
During the reporting period, the Management Board (the Board) of Novaturas AB (the Company) consisted of three (3) members of whom one (1) was an independent member and two (2) members were delegated by the Company's shareholders, namely:

- Gediminas Almantas (Chair of the Board, an independent Board member);
- Ugnius Radvila (Board member);
- Tomas Korganas (Board member).

Information on the composition of the Company's Management Board is additionally available on the Group's website: [Governance - Novaturas \(novaturasgroup.com\)](https://www.novaturasgroup.com/governance).

During the reporting period, 11 meetings of the Board were held, of which four (4) decisions were taken in writing without convening a Board meeting. During the meetings, 53 issues were discussed (this number does not include issues related to the approval of the agenda, setting of meeting dates, the Company's current activities, discussions among the Board members and the Board's discussions with the Company's CEO on the issues of the Board meeting).

In addition to the Board meetings referred to above, during the reporting period, four (4) meetings were also held between the members of the Board and the Company's management on the review of the Company's strategy, management of the changes in the organisation's leadership and organisation of work, during which no decisions were taken. In addition, the Board had other periodic meetings with the Company's Chief Executive Officer on various current issues related to the Company's operations.



During the Company's investor webinar on 29 August 2023, the Chair of the Board outlined the priorities of the Company's Board. Link to the webinar: <https://youtu.be/07vdpMmMRnc>

On 21-23 October 2023, some members of the Board attended a meeting in Turkey with employees of the enterprises of the Company's Group (Lithuania, Latvia and Estonia) (approximately 150 employees) and partners in the area of Turkey's direction.

On 13 December 2023, all members of the Management Board participated in a meeting with foreign and Lithuanian business partners and agency representatives in Lithuania (approximately 150 representatives).

Moreover, the Board Member Ugnius Radvila had periodical meetings with some agents and agency managers throughout Lithuania during the year.

In addition, in 2023, the Board initiated the change of the Company's CEO, organised the recruitment of a new candidate, worked with a recruitment agency, and participated in selection interviews with candidates outside the Board meetings. The newly elected Chief Executive Officer of the Company took office on 13 December 2023.

Attendance of Board members at the Board meetings and pre-arranged meetings:

- Gediminas Almantas – 11 Board meetings, 4 other meetings or meetings with external parties (100%);
- Ugnius Radvila – 11 Board meetings, 4 other meetings or meetings with external parties (100%);
- Tomas Korganas – 11 Board meetings, 4 other meetings or meetings with external parties (100%).

4. Functions of the Board

The Board of the Company acts in accordance with the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania, the Articles of Association of the Company, the decisions of the General Meetings of Shareholders of the Company, the Rules of Procedure of the Board of the Company, and other legal acts.

The procedure for the work of the Company's Board, the rights and duties of its members, the procedure for the organisation of meetings of the Board, the procedure for the preparation and adoption of the Board's decision, the procedures for the removal of the members of the Board, and other matters of the Board's activity are set out in the Rules of Procedure of the Company's Board, the new version of which was approved by the Management Board on 19 June 2023.

5. Management of Interests

At the beginning of the reporting period, the members of the Board submitted their declarations of private interests, some of which are available on the website of the Chief Official Ethics Commission: www.vtek.lt

The independent member of the Board has also submitted a declaration of independence.

Potential conflicts of interest of the Board members were checked at each meeting during the approval of the meeting agenda. In the event of a conflict of interest, the Board decided on the exclusion of the Board member concerned from voting and from further participation in the discussion of the specific item, which was noted in the minutes.

The procedures for the removal of a member of the Management Board are carried out in accordance with the Rules of Procedure of the Management Board.

6. Key decisions of the Board during the reporting period:

Date of the Board meeting/decision in writing	Key issues addressed
19/06/2023	<ul style="list-style-type: none"> • Election of the Chair of the Board • Adoption of the new version of the Board's Rules of Procedure • Approval of the material commercial terms with the aviation service provider for 2023 • Discussion of the achievement of the 2023 targets, forecast and interim results • Discussion of the issue of preparation for the alignment of expectations with shareholders • Consideration of the implementation of the Company's employee incentive scheme.
23/06/2023	<ul style="list-style-type: none"> • Adoption of the decision to amend the material terms of the credit agreement.
02/08/2023	<ul style="list-style-type: none"> • Approval of the budget for the development of the Company's e-commerce project • Discussion of the Company's performance for the 1st half of the year • Discussion of the status of the implementation of the Company's 2023-2025 business strategy • Consideration of the acquisition of the Company's own ordinary registered shares • Consideration of the possibility of granting dividends to the Company's shareholders for a period shorter than the financial year.
30/08/2023	<ul style="list-style-type: none"> • Approval of the Company's plan for the 2024 summer season • Discussion of the Company's financial situation and cash flow • Discussion of the status of the Company's e-commerce project
12/09/2023	<ul style="list-style-type: none"> • Initiation of a buy-back of the Company's own ordinary registered shares on Nasdaq by way of an official offer and the establishment of the material terms

	<ul style="list-style-type: none"> • Consideration of the audit of the Company's 9-month financial statements for 2023
27/09/2023	<ul style="list-style-type: none"> • Approval of the Company's direct sales (non-e-commerce) scenarios • Consideration of the aviation alternatives • Review of the status of the Company's budget execution and the process for ensuring effective budgetary control • Approval of the Company's 2024 winter season tactical product offerings for Egypt • Agreement on the Company's 2025 and beyond strategic Egyptian destinations product offerings • Consideration of the updated implementation actions for the Company's 2023-2025 operational strategy; • Discussion of the status of the Company's e-commerce project
25/10/2023	<ul style="list-style-type: none"> • Revision of the audit plan for the Company's 2023 financial statements • Consideration of the proposed changes to the Company's organisational structure • Approval of the Company's donation policy • Discussion of the Company's plan to improve employee engagement • Discussion of the Company's digitisation strategy • Discussion of the Company's WEB sales improvement action plan
28/11/2023	<ul style="list-style-type: none"> • Approval of the essential terms of the contract with aviation service providers • Discussion of the Company's projected results for 2023 • Review of the status of the audit of the Company's 2023 financial statements • Discussion of the implementation of the Company's employee incentive scheme • Discussion of the Company's action plan for the implementation of direct sales (not e-commerce) • Discussion of the status of the Company's e-commerce project
12/12/2023	<ul style="list-style-type: none"> • Adoption of the decision on the removal of the Company's Chief Executive Officer and the election of a new Chief Executive Officer
20/12/2023	<ul style="list-style-type: none"> • Discussion of the implementation of the Company's employee incentive scheme
22/12/2023	<ul style="list-style-type: none"> • Review of the status of the Company's 2023 audit and the recommendations made by the audit • Consideration of the setting of the Company's 2024 operating budget and annual targets • Review of the Company's process for ensuring effective budgetary control • Considered the strategic analysis of the Company's sustainability • Discussion of the status of the Company's e-commerce project.