

Decisions of the General Meeting of Shareholders to be convened on 30 April 2025

Draft decisions proposed by the Management Board of the Joint Stock Company UTENOS TRIKOTAŽAS (hereinafter - the **Company**) on the agenda of the Ordinary General Meeting of Shareholders (hereinafter - the **Meeting**):

1. Presentation of the Company's 2024 Consolidated Annual Report.

The Consolidated Annual Report of the Company for 2024, prepared by the Company, reviewed by the auditor and approved by the Board, was presented.

No decision to be taken on this matter

2. Presentation of the independent auditor's report on the Company's and the consolidated set of financial statements for 2024 and the consolidated annual report.

Presentation of the auditor's report on the Company's 2024 set of consolidated financial statements and consolidated annual report.

No decision taken on this matter

3. Approval of the 2024 set of Company and consolidated financial statements.

Draft decision

To approve the 2024 set of financial statements of the Company and the consolidated financial statements.

4. Allocation of the Company's 2024 profit/loss.

Draft decision

To distribute the Company's profit (loss) for the year 2024 in accordance with the draft profit (loss) distribution proposed by the Company's Board of Directors to the Ordinary General Meeting of Shareholders (attached as Annex 2).

5. Election of the Management Board members for a new term of office.

Draft decision

To dissolve the entire Management Board of the Company (*in corpore*) and to elect for a new term of office the following persons as members of the Management Board of the Company, who shall take office as of the date of this Meeting, authorising the Managing Director of the Company to perform all actions necessary for the registration of the data on the members of the Management Board with the Register of Legal Entities of the Republic of Lithuania:

- a) Vytautas Vaskys
- b) Neringa Vaitelyte
- c) Elena Grisina
- d) Dovilė Tamoseviciene
- e) Arturas Uzgalis

6. Approval of the initiation of the reorganisation of the company (by merger) and related matters.

Draft decision

To initiate the reorganisation of the Company by way of merger (hereinafter referred to as the "**Reorganisation**"), in accordance with the provisions of Article 70 and Article 70¹ of the Law of the Republic of Lithuania on Joint Stock Companies, in the manner specified below:

- a) by merging **AB Utenoswear**, a company incorporated and operating under the laws of the Republic of Lithuania, legal entity code 305758870, registered office address Laisvės pr. 3, LT-04215, Vilnius, Lithuania (hereinafter referred to as the "**Merging Company**"), which will cease to exist as a legal entity after the Reorganization. The Company together with the Acquiring Company are collectively referred to as the "**Companies**".
- b) to instruct the Management Board of the Company (with the right of sub-delegation) to prepare the terms of the Reorganisation of the Companies in conjunction with the Management Board of the Surviving Company.
- c) determine that no assessment of the Terms of Reorganisation of the Companies will be carried out and no report on the assessment of the Terms of Reorganisation will be prepared.
- d) confirm that the Management Board of the Company will not be required to prepare a report on the proposed Reorganisation.
- e) to provide that the Company's shareholders will not be notified of material changes in the Company's assets, rights and liabilities between the date of the Reorganisation Terms and Conditions and the date of the General Meeting of Shareholders of the Company, the agenda of which is to resolve on the Reorganisation of the Company (Completion).
- f) to oblige and authorise, with the right to sub-delegate, the Managing Director of the Company to notify the creditors of the Company of the terms of the Reorganisation, to obtain legal status in the Register of Legal Entities, and to perform all other acts in connection with the Reorganisation as provided for by law.

To establish that the Company's restructuring administrator UAB Personlita (code 304081561) has confirmed that the Reorganisation (merger) is in line with the decisions of the approved Restructuring Plan.