

Shareholder's name, surname (title) – .....

Shareholder's personal code (legal person's code) - .....

Number of the shares held and votes owned – .....

**The agenda includes:**

1. Regarding the approval of participation of INVL Baltic Real Estate (hereinafter – **“the Company”** or **“INVL Baltic Real Estate”**) in the reorganisation and preparation of the terms of reorganisation.

Please circle the chosen version: „FOR“, „AGAINST“.

**Draft resolutions:**

**1. Regarding the approval of participation of INVL Baltic Real Estate in the reorganisation and preparation of the terms of reorganisation.**

1. To approve the participation of INVL Baltic Real Estate in the reorganisation by means of a merger, during which the subsidiary AB RE 1, legal entity code 302622705, registered in Vilnius, Gyneju str. 14, would be merged to INVL Baltic Real Estate, which will continue to operate after the reorganisation is completed and AB RE 1 will be removed from the Register of Legal Entities.

2. Pursuant to Article 63(1) of the Republic of Lithuania Law on Companies (hereinafter – LC), which provides that the boards of the companies being reorganised and the companies participating in reorganisation (if the boards are not formed, the company managers) must, subject to obtaining of the approval of the general meeting of shareholders, draw up the terms of reorganisation of the company, to approve the preparation of the terms of reorganisation of INVL Baltic Real Estate and AB RE 1.

3. As INVL Baltic Real Estate owns all the shares of the company being merged – AB RE 1, the shares are subject to the provisions of Article 70 of the LC, which provides that Clauses 4, 5, 6, and 7 of Part 1 and Parts 2, 3, 4, and 5 of Article 63; Article 64; Clauses 4 and 5 of Part 2 and Parts 5, 6 of Article 65; Parts 1, 2 of Article 67; Part 6 of Article 69 of the LC shall not apply to the merger where the company resulting from the reorganisation is the holder of all shares in the company being merged, i.e.:

3.1. The conditions for reorganisation shall not include:

- the ratio of the exchange of shares of the company ending after the reorganization – AB RE 1 to the shares of the company operating after the reorganisation – INVL Baltic Real Estate, its justification, the number of shares of the company resulting from the reorganisation and their nominal value, as well as the rules on the distribution of shares to shareholders (Clause 4 of Part 1 of Article 63 of the LC does not apply);
- the company operating after the reorganisation – INVL Baltic Real Estate, the procedure and time limits for the issue of shares to their shareholders (Clause 5 of Part 1 of Article 63 of the LC does not apply);
- the difference in the price of shares owned and received by the shareholders of the company operating after the reorganisation – INVL Baltic Real Estate, paid in cash (Clause 6 of Part 1 of Article 63 of the LC does not apply);
- the moment from which the company ends after the reorganisation – AB RE 1 – is entitled to the profits of the company that will operate after the reorganisation – INVL Baltic Real Estate and all the conditions related to the granting of this right (Clause 7 of

FOR                      AGAINST

<p>Part 1 of Article 63 of the LC does not apply).</p> <p>3.2. The auditor or audit firm does not carry out an assessment of the conditions of reorganisation (Part 2 of Article 63 of the LC does not apply).</p> <p>3.3. The assessment report on the conditions of reorganisation is not drawn up and the assessment report is not subject to any of the formalities provided for, including, inter alia, the exemption from the requirement of non-execution of the assessment of reorganisation conditions and the failure to draw up an assessment report on the conditions of reorganisation to obtain the consent of the shareholders of the company being reorganised and participating in the reorganisation (Parts 3, 4, and 5 of Article 63; Clause 4 of Part 2 of Article 65 of the LC do not apply).</p> <p>3.4. The Board of the reorganised company – AB RE 1, and the Board of the participating company – INVL Baltic Real Estate, do not prepare detailed written reports on the planned reorganisation (Articles 64 and Clause 5 of Part 2 of Article 65 of the LC do not apply).</p> <p>3.5. The managers of the company being reorganised – AB RE 1, and of the participating company – INVL Baltic Real Estate, do not notify the shareholders of the material changes in assets, rights, and obligations from the date of establishment of the terms of the reorganisation until the date of the General Meeting of Shareholders, the agenda of which provides for a decision on the reorganisation of the company, and in this respect, the obligation does not apply, according to which the managers are not required to provide the above information if all the shareholders of the company being reorganized and participating in the reorganization agree to this (Parts 5, 6 of Article 65 of the LC does not apply).</p> <p>3.6. The shares of the reorganised company – AB RE 1 are not exchanged for the shares of the company operating after the reorganisation – INVL Baltic Real Estate (Parts 1, 2 of Article 67 of the LC does not apply).</p> <p>3.7. The members of the management bodies of AB RE 1 and INVL Baltic Real Estate who have prepared and implemented the terms of reorganisation in accordance with the procedure laid down by law shall not compensate the shareholders of the companies for damage caused by their fault (Part 6 of Article 69 of the LC does not apply).</p> <p>4. To instruct the management of INVL Baltic Real Estate Management Company - INVL Asset Management, UAB, until 30 September 2022 in accordance with this decision, the requirements of the Civil Code of the Republic of Lithuania and the Law on Companies, to prepare the terms of reorganisation and the Articles of Association of INVL Baltic Real Estate, which will be in effect after the reorganisation.</p> <p>5. To inform about the establishment of the conditions for the reorganisation of AB RE 1 and INVL Baltic Real Estate in accordance with the procedure laid down in the applicable legal acts.</p>		
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(Name, surname or title of shareholder or it's representative)

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(signature)

Date \_\_\_\_\_ August 2022