



Shareholder's name, surname (title) –

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

Number of the shares held –

The agenda includes:

1. Presentation of the public joint stock company Invalda INVL consolidated annual report for 2023.
2. Presentation of the independent auditor's report on the financial statements and consolidated annual report of the public joint stock company Invalda INVL.
3. Approval of the consolidated and stand-alone financial statements for 2023 of the public joint stock company Invalda INVL.
4. Resolution regarding profit distribution of the public joint stock company Invalda INVL.
5. Decision on approval of the Remuneration Report of the public joint stock company Invalda INVL.
6. Resolution regarding purchase of own shares of the public joint-stock company Invalda INVL.
7. Resolution regarding the exercise of stock options granted to Invalda INVL Group employees in 2021.
8. Resolution regarding increase of authorised capital of the public joint stock company Invalda INVL.
9. The class, number, nominal value and minimum issue price, the payment for newly issued shares and the use of the reserve for granting shares.
10. Cancellation of the pre-emptive right of shareholders of the public joint stock company Invalda INVL to acquire shares issued by the Company.
11. Amendment of the Articles of Association of the public joint stock company Invalda INVL and approval of the new wording of the Articles of Association.
12. Resolution on the approval of the number of stock options granted by the decision of the company's shareholders' meeting on 22.11.2023.
13. Resolution regarding the number of ordinary registered shares of Invalda INVL for which employees shall be offered stock options contracts during the year 2023 and regarding the price of the shares.
14. Approval of the new wording of the Remuneration Policy.

Please **mark** the voting **you choose**: In favour, Against.

Draft resolutions:	
1. Presentation of the public joint stock company Invalda INVL consolidated annual report for 2023.	
Shareholders of the public joint stock company Invalda INVL are presented with the Consolidated Annual Report of the Company for 2023 (attached). There is no voting on this issue of agenda.	
2. Presentation of the independent auditor's report on the financial statements and consolidated annual report of the public joint stock company Invalda INVL.	
Shareholders of the public joint stock company Invalda INVL are presented with the independent auditor's report on the financial statements and consolidated annual report of the Company (attached). There is no voting on this issue of agenda	
3. Approval of the consolidated and stand-alone financial statements for 2023 of the public joint stock company Invalda INVL.	
To approve the consolidated and stand-alone financial statements for 2023 (attached) of the public joint stock company Invalda INVL.	<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST

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4. Resolution regarding profit distribution of the public joint stock company Invalda INVL.

To approve the profit distribution of Invalda INVL

DRAFT PROFIT DISTRIBUTION, EUR. THOUSAND		<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST
1) Retained earnings (loss) at the beginning of the financial year of the reporting period;	110,025	
2) Net profit (loss) for the financial year;	45,816	
3) Profit (loss) not recognized in the income statement of the reporting financial year	-291	
4) Transfers from reserves;	-	
from the reserve for the acquisition of own shares	-	
from the mandatory reserve	-	
from share premium	-	
from share based payments reserve	-	
5) Shareholders contribution to cover loss (if all or part of loss is covered by the shareholders)	-	
6) Distributable profit (loss) in total;	155,550	
7) Profit transfers to the legal reserves;	-	
8) Profit transfers to the reserves for own shares acquisition	-	
9) Profit transfers to the reserve for granting equity incentives	-	
10) Profit to be paid as dividends*;	-1,200	
11) Profit to be paid as annual payments (bonus) and for other purposes;	-	
12) Retained earnings (loss) at the end of the financial year.	154,350	

* a dividend of EUR 0.10 per share is allocated

5. Decision on approval of the Remuneration Report of the public joint stock company Invalda INVL.

To approve the Remuneration Report of the public joint stock company Invalda INVL for 2023 (included into the Consolidated Annual Report as Annex 4).	<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> PRIEŠ
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6. Resolution regarding purchase of own shares of the public joint-stock company Invalda INVL.

<p>Until the day of the General Shareholders meeting the reserve for the purchase of own shares which is equal to EUR 9,888 thousand is not used. To use the reserve (a part of it) for the purchase of own shares and to purchase shares in Invalda INVL under these conditions:</p> <p>1) The goal for the purchase of own shares is to reduce the share capital of Invalda INVL by cancelling own shares acquired by the company and/or to fulfil the obligations related to the share option schemes (options) if it is decided to choose this method of granting shares. 2) The maximum number of shares to be acquired – the nominal value of own shares may not exceed 1/10 of the share capital. 3) The period during which the company may purchase its own shares – 18 months from the day of this resolution. 4) The maximum and minimal one share acquisition price: the maximum one share acquisition price – value of consolidated equity per one share calculated according to the last publicly announced data of the consolidated equity of Invalda INVL before the decision of the Board is taken; minimum one share acquisition price – EUR 1. 5) The conditions of the selling of the purchased shares and minimal sale price: Purchased own shares (including the shares acquired before the adoption of this decision) may be cancelled by the decision of the General Shareholders Meeting or by the decision of the Board granted the right to acquire the shares for the employees upon conditions of the Rules for Granting Equity Incentives. The acquired shares will not be sold and therefore no minimum selling price and no procedure for the sale of the shares are set. The Board of Invalda INVL is hereby instructed to: (i) To initiate a reduction of the Company's share capital within the time limits specified by law if the nominal value of the own shares acquired and held exceeds 1/10 of the share capital. (ii) Subject to the conditions set out in this decision and the requirements of the Law on Companies of the Republic of Lithuania, take decisions regarding purchase of own shares of Invalda INVL, organise the purchase of own shares, determine the method, procedure and timing of the purchase of the shares, the number of shares and the price of the shares, and carry out any other actions relating to the purchase of own shares. From the date of this resolution the resolution of the General Shareholders Meeting on 30 April 2023 on the acquisition of own shares expires.</p>	<input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST
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<p>7. Resolution regarding the exercise of stock options granted to Invalda INVL Group employees in 2021.</p>	
<p>Pursuant to the decision of the General Meetings of Shareholders of 30 April 2021, on the basis of which stock option agreements on the acquisition of shares of Invalda INVL in 2024 were concluded with the employees of Invalda INVL AB and companies in which more than 50% of the shares are owned by Invalda INVL, to establish that the right of the employees to acquire the said shares is exercised by submitting to the employees for subscription no more than 65,070 newly issued shares of the company.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p>8. Resolution regarding increase of authorised capital of the public joint stock company Invalda INVL.</p>	
<p>Increase the authorised capital of the joint stock company Invalda INVL by additional monetary contributions from EUR 3,547,948.45 to EUR 3,566,818.75.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p>9. The class, number, nominal value and minimum issue price, the payment for newly issued shares and the use of the reserve for granting shares.</p>	
<p>The authorised capital of Invalda INVL is increased by issuing 65,070 ordinary registered shares with a nominal value of EUR 0.29. If not all shares are subscribed for during the subscription period, the authorised capital will be increased by the sum of the nominal values of the subscribed shares. On the basis of this decision, the Board of the Company must amend the Articles of Association and the number of shares accordingly in the Articles of Association and submit the amended Articles of Association to the Registrar of Legal Entities. Determine the issue price of the newly issued shares and the procedure for payment thereof: (i) if a dividend of 0.10 per share is allocated at the General Meeting of Shareholders on 30 April 2024 deciding on the distribution of the profit for 2023 of the joint stock company Invalda INVL (agenda item No. 4), the issue price of newly issued 65,070 ordinary registered shares with a nominal value of EUR 0.29 will be EUR 18,870.30, respectively, the issue price of one share – EUR 0.29, part of which, equal to EUR 0.25, shall be paid by the subscribing employees by way of a monetary contribution within 5 working days from the day of the conclusion of the subscription agreement, and the remaining part of the share issue price - EUR 0.04, shall be paid with the funds of the joint-stock company Invalda INVL from the reserve for granting shares. (ii) if no dividend is approved at the General Meeting of Shareholders on 30 April 2024 when deciding on the distribution of Invalda INVL's 2023 profit (agenda item 4), the issue price of the 65,070 new ordinary registered shares with a nominal value of EUR 0.29 per share shall be EUR 22,774.50, respectively the issue price per share shall be EUR 0.35, shall be paid by the subscribing employees by way of a monetary contribution within 5 working days from the day of the conclusion of the subscription agreement.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p>10. Cancellation of the pre-emptive right of shareholders of the public joint stock company Invalda INVL to acquire shares issued by the Company.</p>	
<p>Pursuant to the provisions of Article 57 of the Law on Companies of the Republic of Lithuania, to cancel the pre-emptive right of the shareholders of Invalda INVL to acquire 65,070 ordinary registered shares with a nominal value of EUR 0.29 each. Priority will be revoked upon implementation of the decisions of the company's general meetings of shareholders on 30 April 2021, on the basis of which employees of the public joint-stock company Invalda INVL and employees of the companies where more than 50 per cent of the shares are owned by the Company, signed stock option contracts to acquire ordinary registered shares of the public joint-stock company Invalda INVL. Accordingly, the pre-emptive right to acquire the newly issued 65,070 ordinary registered shares of the public joint-stock company Invalda INVL is granted to the employees of the joint stock company Invalda INVL and employees of the companies with more than 50 per cent of the shares owned by Invalda INVL, who have concluded the aforementioned option contracts and for whom the right to acquire the newly issued shares has not been revoked on the grounds established in the Rules for Granting Equity Incentives (the list of persons who are entitled to acquire the newly issued 65,070 ordinary registered shares of the public joint-stock company Invalda INVL is stored in the premises of Invalda INVL, in order to ensure the protection of the personal data the list is not published).</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>

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<p>11. Amendment of the Articles of Association of the public joint stock company Invalda INVL and approval of the new wording of the Articles of Association.</p>	
<p>In order to: (i) to implement the decisions set out in items 7 to 10 of the agenda for this meeting; (ii) to establish in the Articles of Association the right of the Board of the Company to form committees, appoint members of such committees and approve the regulations of the committees; To approve a new wording of the Articles of Association of Invalda INVL (draft Articles of Association is attached), amending the entire text of the Articles of Association (without additionally approving the amendment of individual items of the Articles of Association). To authorise Darius Šulnis, the Chief Executive Officer of Invalda INVL, to sign the new wording of the Articles of Association.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p>12. Resolution on the approval of the number of stock options granted by the decision of the company's shareholders' meeting on 22.11.2023.</p>	
<p>Considering that: (i) in accordance with the company's Rules for Granting Equity Incentives, the shareholders must approve the specific number of shares for which it is proposed to enter into stock option agreements; (ii) on 22 November 2023, by the decision of the general meeting of shareholders of the company, employees of UAB INVL Asset Management, INVL Life, UADB, UAB FMJ INVL Financial Advisors, the subsidiaries of Invalda INVL, who were transferred to AB Šiauliy bankas or its subsidiaries, in connection with the implementation of the merger of Invalda INVL's indirectly managed retail asset management and life insurance businesses with AB Šiauliy bankas group, were offered to enter into stock option contracts, on the basis of which the number of granted shares will be calculated according to the formula, which, as stated in the aforementioned shareholders' resolution, will not exceed the amount of shares calculated by dividing EUR 300,000 (three hundred thousand) by the difference between the net asset value per share of Invalda INVL on 31 December 2023 or the market price of the company's shares on the said date (taking the greater of these two amounts), reduced by the amount of dividends assigned to the share at the ordinary general meeting of shareholders in 2024 (if such a decision is adopted); to confirm that the exact number of shares which, by the decision of the company's general meeting of shareholders on 22 November 2023, was granted the right to purchase on the basis of the concluded stock option contracts is 8,952 in the event that the dividends referred to in item 4 of the agenda are declared, or 8,888 in the event that the dividends are not declared.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>
<p>13. Resolution regarding the number of ordinary registered shares of Invalda INVL for which employees shall be offered stock options contracts during the year 2023 and regarding the price of the shares.</p>	
<p>It is offered for the employees of Invalda INVL and of the companies, in which Invalda INVL owns 50% or more of shares, during the year 2024 to sign stock options contracts, on the basis of which, according to the procedures and terms established in stock options contracts, in year 2027 employees will be able to exercise the right to acquire up to 100,000 ordinary registered shares of Invalda INVL of EUR 0.29 nominal value, by paying for every acquired share EUR 1 (one). If a decision was made prior to the signing the share purchase agreement, which stipulates payments to shareholders, the sale price of EUR 1 (one) per share would be recalculated, reducing it by the amount paid per share. The price of the shares is fixed and does not change depending on the performance of the company and / or other group companies or the price of ordinary registered shares of Invalda INVL on the regulated market.</p>	<p><input type="checkbox"/> IN FAVOUR <input type="checkbox"/> AGAINST</p>

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14. Approval of the new wording of the Remuneration Policy

Considering the requirement of the Law on Companies to submit the remuneration policy to the general meeting of shareholders for approval at least every four years, the Board of the company has reviewed and analysed the updated wording of the company's Remuneration Policy. There are no fundamental changes, the definitions of the components of the remuneration system have been clarified in this Remuneration Policy and it has been specified that changes to the existing remuneration amounts for the work on the Board of Invalda INVL shall be approved by the company's general meeting of shareholders. All remuneration reports approved since the last general meeting of shareholders that voted on the Remuneration Policy are published on the company's website in the Investors section, in the [Reports](#). The Board of the company submits a new wording of the Remuneration Policy for approval.

Draft resolution:

1. To approve the new wording of the Remuneration Policy of Invalda INVL, which shall take effect from the date of its approval.
2. To instruct the company's CEO to publish the Remuneration Policy on the company's website and to ensure the proper implementation of the Remuneration Policy.

- IN FAVOUR
- GAINST

(Name, surname or title of shareholder or it's representative)

(signature)

Date _____ [day] _____ [month] 2024