

**AGENDA AND DRAFT DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF  
PUBLIC LIMITED LIABILITY COMPANY “NOVATURAS”**

Agenda and draft decisions of the Ordinary General Meeting of Shareholders (hereinafter, the “**Meeting**”) of public limited liability company “Novaturas”, legal entity code 135567698, registered address at A. Mickevičiaus str. 27, Kaunas, the Republic of Lithuania (hereinafter, the “**Company**”), convened on 24<sup>th</sup> May 2022, approved by the Board of the Company:

**1. Approval of the remuneration policy of the Company**

Draft decision proposed:

*To approve the remuneration policy of the Company that shall be valid from the day of its approval.*

**2. Approval of the rules for granting shares of the Company**

Draft decision proposed:

*To approve the rules for granting shares of the Company that shall be valid from the day of its approval.*

**3. Consolidated Annual Report of the year 2021 of the Company**

*The Company’s consolidated annual report of the year 2021 prepared by the Company, assessed by the auditors and approved by the Board was presented.*

*No decision is taken on this question.*

**4. Independent auditor’s report on the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2021**

*The independent auditor’s report on the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2021 was presented.*

*No decision is taken on this question.*

**5. Approval of the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2021**

Draft decision proposed:

*To approve the audited set of the Company’s financial statements and the consolidated set of financial statements of the Company for the year 2021.*

**6. Acceptance of the Company’s remuneration report**

Draft decision proposed:

*To accept the Company’s remuneration report which is submitted as a part of Company’s consolidated annual report of the year 2021.*

**7. Decision regarding distribution of profit (loss)**

Draft decision proposed:

To distribute the Company's profit as follows:

1)	<i>Undistributed result – profit (loss) of the previous financial year at the end of the accounting financial year</i>	13 774
2)	<i>Net profit (loss) of the accounting financial year</i>	909
3)	<i>Dividends paid during year 2021</i>	0
4)	<i>Profit (loss) for the accounting financial year unrecognized in the profit (loss) statement</i>	0
5)	<i>Allocations from the reserves</i>	0
6)	<i>Shareholders' contributions to cover the Company's losses (if the shareholders of the Company have decided to cover all or part of the losses)</i>	0
7)	<i>Total profit (loss) to be appropriated</i>	14 683
8)	<i>Share of profit allocated:</i>	
	<i>to mandatory reserve</i>	0
	<i>to reserve for acquisition of own shares</i>	1250
	<i>to reserve for granting the shares</i>	0
	<i>to other reserves</i>	0
	<i>for payment of dividends</i>	0
	<i>for other purposes (annual bonuses to Board members, etc.)</i>	0
9)	<i>Undistributed profit (loss) as of the end of accounting financial year, carried forward into the following financial year</i>	13 433
<i>All amounts are in thousand EUR</i>		

## 8. Acquisition of the Company's own ordinary registered shares

Draft decision proposed:

To acquire Company's own ordinary registered shares on the following terms:

- 1) *The purpose of the acquisition of own shares – to create conditions for granting the shares of the Company in accordance with the Article 47 (1) of the Law on Companies of the Republic of Lithuania and upon the approved rules for granting shares of the Company;*
- 2) *The maximum purchase price per share – 20 percent higher than market price of the Company's shares on the Nasdaq Vilnius Stock Exchange when the Board makes a decision to purchase the own shares;*
- 3) *The minimum purchase price per share – 20 percent lower than market price of the Company's shares on the Nasdaq Vilnius Stock Exchange when the Board makes a decision to purchase the own shares;*
- 4) *The term within the Company may acquire its own shares – 18 months from the date of adoption of this decision;*
- 5) *The maximum number of shares permitted to be acquired – 234,210 (two hundred and thirty-four thousand two hundred and ten) shares;*
- 6) *To assign the Board of the Company in accordance with the terms and conditions of this decision and the requirements of the Law on Companies of the Republic of Lithuania, and when it is necessary – upon receiving the permissions of the creditors, to make decision on purchase the Company's own shares, to organize the purchase of own shares, to set the order, the time, the number and the price of shares to be purchased at a specific stage of purchase of own shares, as well as to perform any other actions related to the acquisition of own shares.*

Alternative draft decision proposed:

*To acquire Company's own ordinary registered shares on the following terms:*

- 1) *The purpose of the acquisition of own shares – to create conditions for granting the shares of the Company in accordance with the Article 47 (1) of the Law on Companies of the Republic of Lithuania and upon the approved rules for granting shares of the Company;*
- 2) *The maximum purchase price per share – 20 percent higher than market price of the Company's shares on the Nasdaq Vilnius Stock Exchange when the Board makes a decision to purchase the own shares;*
- 3) *The minimum purchase price per share – 40 percent lower than market price of the Company's shares on the Nasdaq Vilnius Stock Exchange when the Board makes a decision to purchase the own shares;*
- 4) *The term within the Company may acquire its own shares – 18 months from the date of adoption of this decision;*
- 5) *The maximum number of shares permitted to be acquired – aggregate nominal value of all own shares acquired by the Company may constitute up to 1/10 of the share capital of the Company (up to 780,700 (seven hundred eighty thousand seven hundred) shares;*
- 6) *To assign the Board of the Company in accordance with the terms and conditions of this decision and the requirements of the Law on Companies of the Republic of Lithuania, and when it is necessary – upon receiving the permissions of the creditors, to make decision on purchase the Company's own shares, to organize the purchase of own shares, to set the order, the time, the number and the price of shares to be purchased at a specific stage of purchase of own shares, as well as to perform any other actions related to the acquisition of own shares.*

#### **9. Additional remuneration for the members of the Company's Board**

Draft decision proposed:

*Considering the increased volume of work related to the activities of the Board members of the Company in 2021, to set an additional remuneration (one-time) for the performing the functions of a member of the Board in 2021:*

- (i) *for the members of the Board Andrius Jurkonis, Ugnius Radvila and Vidas Paliūnas – EUR 35,000 each (including all taxes payable);*
- (ii) *for the Chairman of the Board Virginijus Lepeška – EUR 15,000 (including all taxes payable).*

#### **10. Election of the member of the Board of the Company**

Draft decision proposed:

*To elect Rytis Šūmakaris as a member of the Board of the Company until the end of the current term of office of the Board of the Company.*

*\*Rytis Šūmakaris is a long-term shareholder of the Company and a former Head of the Commercial Department, owing 6.86 percent of group shares.*