



RECOMMENDATION

8 April 2024

Vilnius

The Investment Committee of INVL Baltic Real Estate (hereinafter '**the Company**'), having regard to the provisions of the Articles of Association of the Company and taking account of the draft distribution of profit/loss (including the formation of the reserve) of the Company, the question on the participation of the Company in the reorganisation and the draft of the remuneration report, which are submitted to the Ordinary General Meeting of Shareholders of the Company of 30 April 2024 for discussion, informs that:

1. The decision on the distribution of profit/loss of the Company has been drawn up with account of:
 - a) the requirements of Art. 59 of the Law on Companies of the Republic of Lithuania concerning the formation of the legal reserve and the portion of profit allocated to the legal reserve for the acquisition of own shares;
 - b) the requirements met for the allocation of profit, as provided for in the Dividend Payment Policy of the Company;
 - c) the fact that no adverse effects on the activities of the Company are envisaged in 2024.
2. The Company's Shareholders are proposed to make a decision regarding the participation of INVL Baltic Real Estate in the reorganisation and the preparation of the terms of the reorganisation, considering that:
 - a) In July 2023, INVL Baltic Real Estate acquired 100 percent of Pramogu bankas, AB shares, which owns non-residential premises – entertainment center with guesthouse and non-residential premises – gambling house with bars – at the address A. Stulginskio str. 8, in Vilnius. Since the Company plans to develop this property in the future, and in addition, all other real estate is always directly acquired by the Company itself, there is a need for this property to belong directly to the Company as well.
 - b) such a decision will not violate the interests of Company's Shareholders;
 - c) the negative consequences of the decision for the Company's activities are envisaged in 2024.
3. The Company's remuneration report has been prepared in accordance with Article 23³ of the Law on Financial Statements of Enterprises of the Republic of Lithuania.

Acting on behalf of the management company INVL Asset Management, UAB, the Investment Committee recommends that the shareholders of the Company approve the draft decision on the distribution of profit/loss of the Company, participation of the Company in the reorganisation and the remuneration report of the Company at the Ordinary General Meeting of Shareholders of the Company to take place on 30 April 2024.

INVL Baltic Real Estate

On behalf of the Investment Committee

Vytautas Bakšinskas