

Rules on Granting Shares of AUGA group, AB

1. General provisions

- 1.1. These Rules on Granting Shares of AUGA group, AB (hereinafter – the **Rules**) are adopted to enable the Employees to participate in the ownership of the Company, to provide them with an additional incentive to focus on the success of the Company and its Subsidiaries.
- 1.2. Definitions:
 - (a) **Company** – AUGA group, AB, limited liability company established under the laws of the Republic of Lithuania, legal entity code 126264360, having its registered office at Konstitucijos pr. Vilnius, Lithuania;
 - (b) **Subsidiaries** – the Company's subsidiaries in which the Company directly and (or) indirectly owns the majority of votes or may directly and (or) indirectly exercise a decisive influence as defined in Article 5 of the Law on Companies of Republic of Lithuania;
 - (c) **Employee** – a person who has signed an employment agreement with the Company or the Subsidiary, including managers of the Company and the Subsidiaries, also a person who is a member of the board or the supervisory council of the Company or the Subsidiaries;
 - (d) **Share** – ordinary registered share of the Company with a par value of 0.29 euro;
 - (e) **Option** – the right of the Employee to acquire Shares on terms and conditions as well as according to the procedure specified in the individual Option Agreement concluded between the Company and the Employee.
- 1.3. The amendments of and supplements to the Rules shall be drafted by the Company's manager and submitted to the board of the Company for the consideration. The board shall analyze, assess the proposed amendments of and supplements to the Rules and together with the comments and suggestions shall submit them to the Company's supervisory council as well as to the general meeting of shareholders. The general meeting of shareholders shall decide on approval of the proposed amendments of and supplements to the Rules. Subsequent amendments of and/or supplements to the Rules are not applicable to the Option Agreements that were signed prior to adoption of such amendments and supplements.

2. Persons entitled to receive Shares

- 2.1. Only the Employees who are employed/performing duties on the day the Option Agreement is being signed are entitled to conclude the Option Agreement in accordance with the Rules.
- 2.2. The Company's body that grants Shares (the board or the supervisory council) shall adopt a list of Employees who are entitled to receive Shares.
- 2.3. Each Employee who is entitled to sign the Option Agreement shall receive notice on the adopted decision and the particular number of Shares that is being offered, the draft of the Option Agreement and the term to sign it.
- 2.4. Employee is entitled to conclude the Option Agreement for all the Shares offered or any portion thereof or to refuse to sign the Option Agreement.

3. Remuneration

- 3.1. The Option and the Shares granted under it are granted to the Employees free of charge.

4. Terms and conditions for granting the Shares

- 4.1. Each Employee who is entitled to acquire the Shares may sign the Option Agreement. There is no limitation on the number of Option Agreements that can be signed with each Employee.
- 4.2. The right to acquire the Shares for which the Option Agreement is signed shall be exercised by the Company by issuing new Shares or in other manner determined by the general meeting of shareholders.
- 4.3. Option Agreements cannot be concluded and the Shares cannot be granted in excess of the reserve for granting the Shares.
- 4.4. Option Agreement may specify that the number of Shares that is to be granted is lower than the number indicated in the Option Agreement as well as conditions when the right to acquire the Shares under the signed Option Agreement expires.

5. Company's bodies entitled to decide on granting the Shares

- 5.1. The board of the Company shall decide on granting the Shares to Employees, except to the members of the board.
- 5.2. The supervisory council of the Company shall decide on granting the Shares to the members of the board of the Company.

6. Procedure for the decision to grant the Shares

- 6.1. The Company's body, that is responsible for making a decision to grant the Shares, may approve specific common key performance indicators of the Company, individual business objectives for the subdivisions or their managers or other Employees that need to be achieved in order for the Shares to be granted, or shall establish a different procedure for granting the Shares.
- 6.2. The Company's body deciding on granting the Shares shall evaluate whether the key performance indicators are achieved and shall decide on the number of the Shares to be granted to the Employee for achieving them, unless specified otherwise by the Company's body itself.
- 6.3. The Company's body deciding on granting the Shares may decide that the Company will pay the taxes for the Employee in connection with acquisition of the Shares.

7. Procedure for informing the general meeting of shareholders about the application of the Rules

- 7.1. Each year information about application of the Rules shall be submitted to the ordinary general meeting of shareholders by the board of the Company.

8. Procedure of acquaintance with the Rules

- 8.1. The Rules are available at the registered office of the Company.

9. Final provisions

- 9.1. The Rules shall enter into effect upon their approval by the general meeting of shareholders.