

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 2018.
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 2018 of the public joint stock company Invalda INVL.
4. Resolution regarding profit distribution of the public joint stock company Invalda INVL.
5. Resolution regarding purchase of own shares of the public joint-stock company Invalda INVL.
6. Resolution regarding the specific number of ordinary registered shares of the public joint-stock company Invalda INVL for which during year 2019 shall be offered stock options contracts and regarding the price of the shares.
7. Resolution regarding increase of authorised capital of the public joint stock company Invalda INVL.
8. Class, number, nominal value and minimum issue price and payment of the issued shares.
9. Cancellation of the pre-emptive right of shareholders of the public joint stock company Invalda INVL to acquire shares issued by the Company.
10. 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.

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

Draft resolutions:			
<b>1. Presentation of the public joint stock company Invalda INVL consolidated annual report for 2018.</b>			
Shareholders of the public joint stock company Invalda INVL are presented with the consolidated annual report of the Company for 2018 (there is no voting on this issue of agenda).			
<b>2. Presentation of the independent auditor's report on the financial statements and consolidated annual report of the public joint stock company Invalda INVL.</b>			
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 (there is no voting on this issue of agenda).			
<b>3. Approval of the consolidated and stand-alone financial statements for 2018 of the public joint stock company Invalda INVL.</b>			
To approve the consolidated and stand-alone financial statements for 2018 of the public joint stock company Invalda INVL.	FOR	AGAINST	
<b>4. Regarding profit distribution of the public joint stock company Invalda INVL.</b>			
To distribute profit of the public joint stock company Invalda INVL as follows (thous. EUR):			
1) Retained earnings (loss) at the beginning of the financial year of the reporting period;	44,279	FOR	AGAINST
2) Net profit (loss) for the financial year;	343		
3) Profit (loss) not recognized in the income statement of the reporting financial year – impact of applied new standards;	960		
4) Transfers from reserves;	0		
from the reserve for the acquisition of own shares	0		
from the mandatory reserve	0		
from share premium	0		
from share based payments reserve	0		
5) Shareholders contribution to cover loss (if all or part of loss is covered by the shareholders)	0		
6) Distributable profit (loss) in total;	45,582		
7) Profit transfers to the legal reserves;	0		
8) Profit transfers to the reserves for own shares acquisition	0		
9) Profit transfers to the reserve for granting equity incentives	0		
10) Profit to be paid as dividends;	0		
11) Profit to be paid as annual payments (bonus) and for other purposes;	0		
12) Retained earnings (loss) at the end of the financial year.	45,582		
<b>5. Resolution regarding purchase of own shares of the public joint-stock company Invalda INVL.</b>			

<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> <ol style="list-style-type: none"> <li>1) The goal for the purchase of own shares - to ensure shareholders a possibility to sell company's shares.</li> <li>2) The maximum number of shares to be acquired - the nominal value of own shares may not exceed 1/10 of the share capital.</li> <li>3) The period during which the company may purchase its own shares - 18 months from the day of this resolution.</li> <li>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.</li> <li>5) The conditions of the selling of the purchased shares and minimal purchase 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, or sold by the decision of the Board upon the condition that minimum sale price for one share isn't lower than value of consolidated equity per one share calculated according to the publicly announced data of the consolidated equity of Invalda INVL before the decision of the Board is taken, and the sale procedure will ensure equal possibilities for all shareholders to purchase these shares.</li> </ol> <p>The Board of Invalda INVL is delegated on the basis of this resolution and the Law on Companies of the Republic of Lithuania to organise purchase and sale of own shares, to organise purchase and selling procedure of own shares and to determine an order and timing for purchase and sale of own shares as well as the amount of shares and shares' price, and to complete all other actions related with purchase and sale procedure of own shares. From the date of this resolution the resolution of the General Shareholders Meeting on 30 April 2018 on the acquisition of own shares expires.</p>	FOR	AGAINST
<p><b>6. Resolution regarding the specific number of ordinary registered shares of the public joint-stock company Invalda INVL for which during year 2019 employees shall be offered stock options contracts and regarding the price of the shares.</b></p>		
<p>It is offered for the employees of Invalda INVL and of the companies, in which Invalda INVL owns 50 per cent or more of shares, during the year 2019 to sign stock options contracts, on the basis of which, according to the procedures and terms established in stock options contracts, in year 2022 employees will be able to exercise the right to acquire up to 80,000 ordinary registered shares of Invalda INVL of EUR 0.29 nominal value, by paying for every acquired share EUR 1 (one). The acquisition price of shares is fixed; it does not change depending on performance results of the company and / or other companies of the group or on ordinary registered share price of Invalda INVL on a regulated market.</p>	FOR	AGAINST
<p><b>7. Resolution regarding increase of authorised capital of the public joint stock company Invalda INVL.</b></p>		
<p>Increase the authorised capital of the joint stock company Invalda INVL by additional monetary contributions from EUR 3,441,137.97 to EUR 3,456,480.71.</p>	FOR	AGAINST
<p><b>8. Class, number, nominal value and minimum issue price and payment of the issued shares.</b></p>		
<p>The authorized capital of Invalda INVL is increased by issuing 52,906 ordinary registered shares with a nominal value of EUR 0.29. The minimum issue price of one share is EUR 1 (minimum total issue value - EUR 52,906). The issue price of newly issued shares is paid in cash. The share subscription agreements are concluded until 12 June 2019, the maturity date is until June 14, 2019. 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.</p>	FOR	AGAINST

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<p><b>9. Cancellation of the pre-emptive right of shareholders of the public joint stock company Invalda INVL to acquire shares issued by the Company.</b></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 52,906 ordinary registered shares with a nominal value of EUR 0.29 each. Priority will be revoked according to decision of the General Meeting of Shareholders held on 29 April 2016, 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 52,906 ordinary registered shares of the public joint-stock company Invalda INVL. Accordingly, the pre-emptive right to acquire the newly issued 52,906 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 (the list of employees who are entitled to acquire the newly issued 52,906 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 employee's personal data the list of employees is not published).</p>	FOR	AGAINST
<p><b>10. 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.</b></p>		
<p>Taking into account the decisions of the agenda's items 7, 8,9 and in accordance with the Law on Companies of the Republic of Lithuania, to approve the new wording of the Articles of Association of the public joint stock company Invalda INVL (the draft Articles of Association is attached), changing the entire text of the Articles of Association (without separately approving the amendment of each clause of the Articles of Association). To authorise Darius Sulnis, the president of the public joint stock company Invalda INVL, to sign the new wording of the Company's Articles of Association.</p>	FOR	AGAINST

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

\_\_\_\_\_  
(signature)

Date \_\_\_\_\_ [day] \_\_\_\_\_ [month] 2019