

AUGA group, AB

Code 126264360, VAT number LT100001193419

Address Konstitucijos ave. 21C, Vilnius

Ordinary general shareholders meeting, 30 April 2019, 10.00 a.m.

GENERAL VOTING BALLOT

Shareholder: _____, code
 (Name, surname, personal code / company name, code)

Number of shares:

<i>Draft resolutions of the general meeting of shareholders.</i>		<i>Shareholder's vote</i>																																											
		<i>For</i>	<i>Against</i>																																										
1. Consolidated annual report of the Company for the year 2018 and Auditor's report <i>Note: no vote on this issue.</i>		<i>Taken for information.</i>																																											
2. Approval of consolidated annual financial statements of the Company for the year 2018 <i>To approve consolidated annual financial statements for the year 2018.</i>																																													
3. Approval of the profit (loss) allocation of the Company for the year 2018 <i>To distribute the Company's profit in the total sum of EUR 9,585,304 available for appropriation, as follows:</i>																																													
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<p>4. Appointment of the auditor to audit consolidated financial statements of the Company for the year 2019 and approval of auditor's remuneration</p> <p><i>To appoint UAB „PricewaterhouseCoopers“ (code: 111473315) as the Company's audit enterprise to perform the audit of the consolidated financial statements for the 2019 financial year. To authorize the Company's general manager or any member of the Board to conclude the agreement for audit services, establishing the payment for services as agreed between the parties but in any case, not more than 50 000 (fifty thousand) EUR (VAT excluded) per year for the audit of the Company's consolidated financial statements.</i></p>																				
<p>5. Approval of the new wording of Articles of Association</p> <p><i>Amend Articles of Association of the Company by:</i></p> <ul style="list-style-type: none"> <i>(a) eliminating supervisory council;</i> <i>(b) vesting in the management board (i) supervisory functions provided in Article 34 part 11 of the Law on Companies, and (ii) functions of approval annual budget and business plan, risk management policies and procedures, risk levels of the Company's activities, financial and non-financial objectives of the general manager of the Company;</i> <i>(c) providing that approval of the management board shall be required for those transactions value of which exceeds 1/20 of the Company's authorized capital;</i> <i>(d) providing that general manager takes decisions and is entitled to execute transactions value of which does not exceed 1/20 of the Company's authorized capital without approval of the board being required thereto;</i> <i>(e) few other amendments to reflect recent changes in the Law on Companies and implement several other best corporate governance practices, as per the draft of new wording of the Articles of Association provided for approval.</i> <p><i>Approve the new wording of the Articles of Association of the Company as per the attached draft. Authorize and instruct the general manager to have such new wording of the Articles of Association registered with the Register of Legal Persons.</i></p>																				
<p>6. Approval of independency criteria of the Company's board members</p> <p><i>Approve independency criteria of the board members of the Company as per the attached draft.</i></p>																				
<p>7. Election of the board*</p> <p>* board members are voted for by distributing the votes for one or several candidates. Each shareholder has the number of votes equal to the number of votes carried by the shares he owns multiplied by 5. The candidates who receive the largest number of votes shall be elected.</p> <table border="1" data-bbox="204 1682 1426 1877"> <thead> <tr> <th>No.</th> <th>Name, surname of the candidate</th> <th>Number of votes FOR</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Dalius Misiūnas</td> <td></td> </tr> <tr> <td>2</td> <td>Linas Strėlis</td> <td></td> </tr> <tr> <td>3</td> <td>Murray Steele</td> <td></td> </tr> <tr> <td>4</td> <td>Tomas Krakauskas</td> <td></td> </tr> <tr> <td>5</td> <td>Tomas Kučinskis</td> <td></td> </tr> </tbody> </table>			No.	Name, surname of the candidate	Number of votes FOR	1	Dalius Misiūnas		2	Linas Strėlis		3	Murray Steele		4	Tomas Krakauskas		5	Tomas Kučinskis	
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<p>8. Approval of the remuneration for newly elected board members</p> <p><i>Approve the following remuneration for the newly elected board members for one tenure:</i></p>																				

<p>(a) EUR 1,900 (before taxes) for members of the Management Board and EUR 2,500 (before taxes) for the chairman of the Management Board per one board meeting, which includes preparation for the meeting, travel time to/from the meeting, attending the meeting, follow-up questions and closure work related to the meeting. Should there be more than 12 board meetings in 12 months, the indicated remuneration is to be paid for each meeting. Should there be less than 12 meetings per 12 consecutive months, board member will nonetheless receive remuneration for 12 meetings per 12 months. Remuneration shall not be paid for the decisions made in writing or any other way in between the meetings nor for meetings which the board member did not attend;</p> <p>(b) For board members living abroad – compensation of travel and accommodation costs for/during attendance of the board meeting – not exceeding EUR 500 + VAT (Lithuanian tariff) in respect to one board meeting in which he/she participated; if the board member participates in a meeting via communication/IT measures (not physically traveling to Lithuania), travel costs compensation shall not be paid for such participation.</p>		
<p>9. Approval of remuneration to be awarded to the current supervisory board members for performance of their supervisory council and audit committee member functions</p> <p><i>To approve the remuneration of EUR 20,000 (before taxes) for each member of the Supervisory Council, i.e. EUR 20,000 (before taxes) for Liudas Navickas, EUR 20,000 (before taxes) for Vladas Lašas, and EUR 20,000 (before taxes) for Rimantas Rudzkis for the performance of functions as members of the Supervisory Board (two terms) and members of the Audit Committee (one term).</i></p>		

Shareholder

(Signature)

(Name and Surname)