**NOTIFICATION REGARDING THE CONVOCATION OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF** **INVESTMENT COMPANY WITH VARIABLE CAPITAL “OMX BALTIC BENCHMARK FUND”, ITS AGENDA AND DRAFT DECISIONS**

By the decision of uždaroji akcinė bendrovė „Orion Asset Management“, legal entity code: 111707985, registered office address: A. Tumėno street 4, Vilnius, the Republic of Lithuania (hereinafter – **Management Company**) and by the initiative of the Supervisory Board of investment company with variable capital “OMX Baltic Benchmark Fund”, the extraordinary general meeting of the shareholders of investment company with variable capital “OMX Baltic Benchmark Fund”, legal entity code 111713358, registered office address: A. Tumėno street 4, Vilnius, the Republic of Lithuania (hereinafter – **Company**), shall be convened at 3.00 pm on the 9th of August, 2019, at A. Tumėno street 4, entrance “Vakarų“, Floor 11, Vilnius, the Republic of Lithuania (hereinafter – **Meeting**). Meeting record date: the 2nd of August, 2019.

The right to participate and to vote in the Meeting may be exercised only by those who are registered as the shareholders at the end of the Meeting record day, or persons duly authorised by the shareholders, or other persons who have a right to vote in accordance with the agreements executed with the shareholders.

The Meeting is being convened in order to amend the Articles of Association of the Company with regards to the amended applicable legislation of the Republic of Lithuania, and to elect the auditor (audit company) of the Company, as it is required by the valid Articles of Association of the Company.

1. **Agenda of the Meeting and its draft decisions**

Agenda of the Meeting and its draft decisions:

1. ***Regarding approval of a new version of the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”, authorization and referral to the Bank of Lithuania.***
   1. To approve the new version of the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”.
   2. To authorize the CEO of uždaroji akcinė bendrovė “Orion Asset Management” to sign the new version of Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”.
   3. To assign the CEO of uždaroji akcinė bendrovė “Orion Asset Management” or his duly authorized persons to refer to the Bank of Lithuania and present the new version of Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund” for its assent, and, once the assent is received, take all the actions needed in order to register the amended Articles of Association with the Register of Legal Entities of the Republic of Lithuania.
2. ***Regarding election of the audit company and establishment of conditions with respect to payment for audit services.***
   1. To elect UŽDAROJI AKCINĖ BENDROVĖ "ERNST & YOUNG BALTIC" as the audit company of the Company.
   2. To establish, in accordance with the Article 154 of the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”, that the amount of payment for audit services shall not be any bigger than 8688,60 EUR, excluding the remuneration for the additional counselling.
3. **Voting procedure**

Organizer of the Meeting does not allow to participate and to vote in the Meeting through electronic communication means. Draft decisions, agenda of the meeting, documents which will be submitted to the Meeting, and the information related with implementation of the rights of the shareholders, shall be published on the website at [www.am.orion.lt](http://www.am.orion.lt). Select general menu, column on the top named „Funds“, item „OMX Baltic Benchmark Fund“ and select section “News”. This information for the shareholders is also available at the office of the Management Company, on business days from 11.00 am until 12.00 am and from 2.00 pm until 4.00 pm.

While registering to participate in the Meeting, the shareholders or other persons authorised by the shareholders must provide their identity documents. Persons authorized by the shareholders, must present the authorization (Power of Attorney). Power of Attorney which has been issued by a natural person, must be approved by a notary. Power of Attorney which has been issued in a foreign country, must be translated into Lithuanian language and legalized according to the applicable legal acts. An authorized person may be authorized by more than one shareholder and can vote separately in accordance with the to indication of each of the shareholders.

Shareholder can authorize a natural or legal person to participate and vote in the name of the shareholder at the Meeting via electronical communication means. This Power of Attorney is not approved by a notary.

Power of Attorney which has been issued using electronic communication means, must be confirmed by the electronic signature of the shareholder (using certified software which one is confirmed as safe). Shareholder must inform the Management Company about the Power of Attorney which has been issued using electronic communication means by its email [oam@orion.lt](mailto:oam@orion.lt), no later than at 4.00 pm on the last day before the Meeting.

Power of Attorney and notification must be of the written form. Power of Attorney and notification must be signed by the electronic signature of the shareholder (not the email itself should be signed). Shareholder who provides notification must also indicate a respective website, where the software which shall be used to inspect the validity of the electronic signature can be downloaded for free.

There is no specific form of Power of Attorney approved for the Meeting.

Shareholder or an authorized person may vote in advance by filling in and signing the general voting ballot.

If the shareholder requires, the Management Company sends a general voting ballot by registered mail or hand it in under a signature, no later than 10 days before the Meeting. General voting ballot must be signed by the shareholder or the authorized person. If ballot has been signed by the authorized person, additional document proving the right to vote must be attached.

Filled in and signed general voting ballot must be submitted to the Management Company. It must be sent by registered mail or presented to the registered office of the Management Company. A duly filled in ballot will be valid if received before the Meeting.

The following information shall be found on the website [www.am.orion.lt](http://www.am.orion.lt), column on the left named „Funds“, item „OMX Baltic Benchmark Fund“, section „News“:

* Notification regarding the convocation of the Meeting;
* Draft decisions in relation with the agenda and other related documents submitted to the Meeting;
* General voting ballot.

1. **Procedure of submission of questions, supplements of agenda and draft decisions**

The shareholders with voting rights of at least 1/20 of the all votes, shall have a right to propose to add items to the agenda of the Meeting. In order to supplement the agenda, the shareholders shall present the draft decisions with regards to the additional proposals. When there is no decision to be taken, the shareholders shall then add the explanatory material. Proposals of the agenda must be submitted in written or must be e-mailed. Proposals which are submitted in written, shall be presented to the registered office of the Management Company on business days or shall be sent via registered mail. Proposals which are submitted by email shall be sent to [oam@orion.lt](mailto:oam@orion.lt). Proposals must be presented no later than 14 days before the Meeting, i.e. until the 26th of July, 2019. If agenda of the Meeting will be supplemented, the shareholders will be notified about them no later than 10 days before the Meeting by the same means as regarding the Meeting.

The shareholders with voting rights of at least 1/20 of the all votes, shall have a right to propose new draft decisions to the items, which are already included in the agenda of the Meeting. Proposals shall be submitted in written or shall be e-mailed. Proposals in written shall be presented to the registered office of the Management Company on business days or sent via registered mail. Proposals submitted by email shall be sent to [oam@orion.lt](mailto:oam@orion.lt). Meeting will consider new draft decision proposals regarding the items of agenda received by email or presented to the registered office of the Management Company before 4.00 pm on the 8th of August, 2019. Proposals submitted in written may be presented to the chairman of the Meeting after the announcement of agenda, but no later than before shareholders start to consider items indicated in the agenda.

Shareholders have a right to submit additional questions regarding the items included in the agenda of the Meeting. Questions submitted in written shall be presented to the registered office of the Management Company or shall be sent to [oam@orion.lt](mailto:oam@orion.lt), no later than 3 business days before the Meeting takes place.

Annexed:

1. Draft Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund” (comparative version);
2. General voting ballot.

Yours faithfully,

Martynas Nenėnas

CEO of uždaroji akcinė bendrovė “Orion Asset Management”