

Share allocation rules of AUGA Group, AB

1. General provisions

- 1.1. These share allocation rules of AUGA Group, AB (hereinafter referred to as the **Rules**) are designed to enable the Employees of the Company and of its Subsidiaries to participate in the Company's capital, to provide them with an additional incentive focusing on the success of the Company and its Subsidiaries.
- 1.2. Definitions:
 - (a) **Company** means AUGA Group, AB, a public limited liability company established under the laws of the Republic of Lithuania, legal entity code 126264360, registered office address Konstitucijos pr. 21C, Vilnius;
 - (b) **Subsidiaries** mean subsidiaries of the Company in which the Company directly and/or indirectly holds a majority of votes or may directly or indirectly exercise decisive influence within the meaning of Article 5 of the Law on Companies of the Republic of Lithuania;
 - (c) **Employee** means a person who has valid employment contract with the Company or the Subsidiary, including the management of the Company and the Subsidiaries, as well as a person who is a member of the board of the Company or the Subsidiary;
 - (d) **Share** means an ordinary registered uncertificated share of the Company with the par value of EUR 0.29 (twenty-nine euro cents);
 - (e) **Option** means the right of an Employee to acquire Shares in accordance with the terms, conditions and procedure specified in a separate Option Agreement concluded between Employee and the Company.
- 1.3. Amendments and supplements to the Rules are prepared by the chief executive of the Company and submitted to the board of the Company for consideration. The board analyses and evaluates the proposed amendments and supplements to the Rules and submits them together with the feedback and proposals to the general meeting of shareholders of the Company. The general meeting of shareholders may approve amendments and supplements to the Rules. Subsequent amendments and/or supplements to the Rules are not valid for the signed Option Agreements and will be applicable only to the Option Agreements signed afterwards.

2. Groups of persons to whom shares are allocated

- 2.1. Only Employees, who are working on the day of the entry into the Option Agreement and which are not notified or have not notified the Company and its Subsidiaries about termination of employment, have the right to enter into the Option Agreement in accordance with these Rules.
- 2.2. The board of the Company will compile a list of Employees entitled to acquire the Shares.
- 2.3. Each Employee entitled to sign the Option Agreement shall be informed thereof, indicating the specific number of the Shares offered, the draft Option Agreement and the time limit for signing it.
- 2.4. The Employee has the right to sign the Option Agreement for the total number of the Shares offered or part of them, or to refuse to sign the said agreement.

3. Remuneration

- 3.1. The Option and the Shares allocated while exercising the Option are granted to the Employees free of charge.

4. Conditions for allocating Shares

- 4.1. An Option Agreement is signed with each Employee to whom the Shares are to be allocated. The number of possible Option Agreements to be signed with one Employee is not limited.
- 4.2. The right to acquire the Shares covered by the Option Agreement is exercised by the Company by

issuing a new Share issue or in another manner determined by the general meeting of the shareholders.

- 4.3. Option agreements may not be concluded for more Shares and no more Shares may be allocated than the formed reserve for allocating Shares allows.
- 4.4. The Option Agreement may provide for cases where fewer Shares are granted than provided for in the Option Agreement or where the right to acquire Shares under the concluded Option Agreement expires.

5. Bodies of the Company that decide on the allocation of the Shares

- 5.1. The decision on the allocation of the Shares to the Employees other than the members of the board of the Company is taken by the board of the Company. The board of the Company is entitled to determine and approve number of the Shares which may be allocated by the decision of the CEO of the Company to the employees subordinated to the management.
- 5.2. The decision on the allocation of the Shares to the members of the board of the Company is taken by general meeting of shareholders.

6. Procedure for deciding on the allocation of the Shares

- 6.1. Amount of the Company's authorised capital according to the number of Shares allocated under the Option Agreement performed in the respective year shall be approved by the general meeting of shareholders.
- 6.2. The body of the Company making the decision on the allocation of the Shares approves specific general corporate performance indicators, individual business objectives for divisions or their managers or other employees, the implementation of which may lead to the allocation of the Shares, or establishes other procedure for the allocation of the Shares (hereinafter - Share Allocation Procedure).
- 6.3. Unless otherwise specified in the Share Allocation Procedure of the relevant body of the Company, the body of the Company making a decision on the allocation of the Shares shall subsequently assess whether the performance targets have been achieved and how many Shares should be allocated to a particular Employee for the achievement of the said performance targets.
- 6.4. The body of the Company making the decision on the allocation of the Shares may decide that the Company will pay the Employee's fees related to the allocation of the Shares, the payment obligation of which falls on the Employee.

7. Procedure for submitting information on the application of the Rules to the general meeting of shareholders

- 7.1. Information on the application of the Rules to the general meeting of shareholders shall be provided by the board at the annual general meeting of shareholders.

8. Procedure for making the Rules available

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

9. Final provisions

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