

Name: APB Apranga
 Company code: 121933274
 Address: Ukmergės str. 362, Vilnius

GENERAL BALLOT PAPER
For Annual General Meeting of APB APRANGA
held on 29th April 2021

Shareholder (name, surname or legal person's title; personal/legal person's code)	Number of the shares held

Please strikethrough unnecessary word "FOR" or "AGAINST".

No.	Agenda	Draft resolution		
1.	Consolidated annual report on the activities of the Company in 2020.	Taken for the information consolidated annual report of the Company for the year 2020, prepared by the Company, assessed by the auditors and approved by the Board.		
2.	Auditor's report on the Company's financial statements and annual report.	Taken for the information Auditor's report on the Company's financial statements and annual report.		
3.	Approval of the consolidated and Company's financial statements for the year 2020.	Approve the annual Consolidated and Company's financial statements for the year 2020.	FOR	AGAINST
4.	Company's profit (loss) allocation for the year 2020.	Allocate the Company's profit (loss) for the year 2020 according to the draft of profit (loss) allocation presented for the Annual General Meeting of shareholders.	FOR	AGAINST
5.	Election of firm of auditors and establishment of the terms of remuneration for audit services.	1. Elect UAB "ERNST & YOUNG BALTIC" as APB APRANGA firm of auditors for the year 2021. 2. Set the amount of the fee payable for audit services for the year 2021 - not more than EUR 29 000 (twenty nine thousand euros) plus VAT. 3. Authorize the Company's CEO to sign the audit services agreement with firm of auditors.	FOR	AGAINST
6.	6. Re-election of Audit committee members.	At the end of the term of office of the Audit Committee of the Company, for a new 4 (four) year term of office to re-elect members to the Audit Committee: Rasa Rulevičiūtė (employee of the Company), Justina Puškorė (former surname Rasimavičiūtė) (independent member). As a new member of Audit Committee to elect Rita Zakalskienė (independent member), herewith to elect Rita Zakalskienė as the Chairwoman of the Audit Committee.	FOR	AGAINST
7.	Removal of the members of the Board of the	To recall Mr. Rimantas Perveneckas, General Director of the Company, and Marijus Strončikas, Member of the Board, from the members of the Board of the Company.	FOR	AGAINST

	Company Mr. Rimantas Perveneckas and Mr. Marijus Strončikas.			
8.	Election of two independent members of the Board of the Company.	In order to form Company`s Board implementing supervisory functions established in Article 34 Paragraph 11 of the Law on Companies to elect the following independent members of the Board Gintaras Juškauskas Jonas Jokštys	Voting „FOR“*	
9.	Amendment of the Articles of Association of the Company and authorization to sign the new wording of the Articles of Association to the General Director of the Company.	<p>1. To supplement Article 6.1 of the Articles of Association with the second sentence and word it as follows: <i>„6.1. The Board is a collegial management body of the company. The procedure of work of the Board shall be laid down in the rules of procedure of the Board. The Board shall perform the supervisory functions provided for in Paragraph 11 of Article 34 of the Law on Companies.“</i></p> <p>To supplement Article 5.1 of the Articles of Association with the second sentence and word it as follows: <i>„5.1. Competence of General Shareholders‘ Meeting shall be same as specified by the Law on Companies. Competence of General Shareholders‘ Meeting shall additionally include adoption of the resolutions on the composition of the Audit Committee of the Company, including the appointment and removal of individual members of the Audit Committee, and approving the charter of the Audit Committee.“</i></p> <p>To amend Article 5.6 of the Articles of Association and 7.5 (7) (in order to harmonize the information in the Articles of Association) and word them as follows: <i>“5.6. A notice regarding convening of General Shareholders' Meeting must be published in the daily paper following the order established in Part X indicated in of the Articles of Association not later than 21 days before the General Shareholders' Meeting. The documents confirming that the shareholders have been given notice of the General Shareholders' Meeting shall be announced at the opening of the Meeting.”</i> <i>7.5. 7) Public announcement of information prescribed by Law on Companies in a daily newspaper source indicated in Articles of Association;”</i></p> <p>2. To approve the new edition of Company’s Articles of Association according to amendments listed above. 3. To authorize the General Director of the Company Rimantas Perveneckas to sign the new edition of Company’s Articles of Association.</p>	FOR	AGAINST
10.	Amendment of the Company's	To amend the Paragraph “Remuneration of the Management Board Members of the Company” of the	FOR	AGAINST

	remuneration policy.	<p>Remuneration policy of the Company and word it as follows:</p> <p><i>“Remuneration of the Management Board Members of the Company</i></p> <p><i>The Members of the Management Board of the Company are not remunerated for their work at the Board, except for the independent members of the Board.</i></p> <p><i>Independent members of the Board are paid a monthly fixed remuneration for the performance of the duties of a member of the Board, regardless of the number of meetings of the Board per year and is equal to EUR 1,000 (before taxes). Remuneration shall be paid monthly until the relevant independent member of the Management Board holds the position of a member of the Board. The remuneration of an independent member of the Board may be changed or revoked by a decision of the General Meeting of Shareholders of the Company. No other remuneration or a part thereof for work in the Board of the Company for independent members of the Board is determined.</i></p> <p><i>The Members of the Management Board of the Company, who are also employees of the Company, receive remuneration only for the direct duties they perform under the employment contract, i.e. their remuneration for direct functions in the Company and being a Member of the Board (performance of the duties of member of the Board) are not related in any way and are not dependent on each other.</i></p> <p><i>The Members of the Management Board of the Company, who are not employees of the Company but are representatives of the shareholder or related companies are not additionally encouraged, they are not paid for their work in the Management Board of the Company, therefore, such members of the Board perform their duties of a member of the Management Board of the Company free of charge.”</i></p>		
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*Notes:

- Number of votes of a shareholder shall be equal to the amount of shares of a shareholder multiplied by the number of the members of the board to be elected.
- The shareholder shall distribute the votes at his own discretion, giving them to one or several candidates. The number of votes allocated to all candidates shall not exceed the number of votes of a shareholder.

We confirm that we are aware with the agenda and draft resolutions of Annual General Meeting of APB APRANGA held on 29th April 2021. So as Shareholder of APB APRANGA we _____ can express our will in advance in written on matters of this Annual General Meeting. Given this in written expressed our will on the General Meeting's agenda it should be considered that Shareholder _____ participated in Annual General Meeting of APB APRANGA held on 29th April 2021.

(Shareholder)

Represented by _____

Acting according to _____

Date _____ 2021