

**RECOMMENDATION**

07 April 2021

Vilnius

**The Investment Committee of INVL Technology** (hereinafter '**the Company**'), having regard to the provisions of the Articles of Association of the Company and taking account of the proposal to reduce the authorised capital of the Company and the issues of amendments to the Articles of Association and the draft distribution of profit/loss of the Company, which are submitted to the Ordinary General Meeting of Shareholders of the Company of 29 April 2021 for discussion, informs that:

1. The decision on the distribution of profit/loss of the Company has been drawn up with account of:
  - a) the requirements of Art. 59 of the Law on Companies of the Republic of Lithuania concerning the formation of the legal reserve and the portion of profit allocated to the legal reserve for the acquisition of own shares;
  - b) the requirements met for the allocation of profit, as provided for in the Dividend Payment Policy of the Company;
  - c) the fact that no adverse effects on the activities of the Company are envisaged in 2021.
2. The decision on the amendment of the Articles of Association of the Company will have no adverse effect on the financial situation of the Company or the shareholders and will not restrict the shareholders' rights or establish new duties. The Articles of Association of the Company are also amended to comply with the legal requirements applicable to the Company, i. y. to form the Company's supervisory body - the Supervisory Board. The amendment to the Articles of Association also provides for the right of the Company to acquire its own shares in order to reduce the difference between their price and the Company's net asset value, which arises (or may arise) at the trading venue where the Company's shares are traded (thus creating an additional measure to ensure the interests of the Company's shareholders, allowing to use the Company's funds to ensure that the Company's share price optimally corresponds to the amount of its equity).
3. Acting on behalf of INVL Asset Management, UAB, the Investment Committee recommends that the shareholders of the Company approve the draft decision on the distribution of profit/loss of the Company, the reduction of the authorised capital of the Company and the amendments to the Articles of Association at the Ordinary General Meeting of Shareholders of the Company to take place on 29 April 2021.

INVL Technology

On behalf of the Investment Committee

Kazimieras Tonkūnas