# AUGA group, AB

Code 126264360, VAT number LT100001193419

Address Konstitucijos pr. 21C, Vilnius

Ordinary general shareholders meeting, 30 April 2018, 4.00 p.m.

# GENERAL VOTING BALLOT

Shareholder:

, code

*(Name, surname, personal code / company name, code)*

Number of shares:

|  |  |
| --- | --- |
| *Draft resolutions of the general meeting of shareholders.* | *Shareholder's vote* |
| *For* | *Against* |
| 1. Consolidated annual report of the Company for the year 2017 and report of the Auditor.
 | *Taken for information.* |
| 1. Approval of consolidated annual financial statements of the Company for the year 2017.

*To approve consolidated annual financial statements for the year 2017.* |  |  |
| 1. Approval of the profit (loss) appropriation of the Company for the year 2017.

*To distribute the Company‘s profit in the total sum of EUR 8,122,234 available for appropriation, as follows:*

|  |  |  |
| --- | --- | --- |
| *No.* | *Ratios* | *Amount, Euros* |
| *1.* | *Non-allocated profit (loss) of the previous year at the end of the financial year as of 31 December 2017\** | *-13,267,059* |
| *2.* | *Net profit (loss) for the financial year* |  *21,389,293*  |
| *3.* | *Profit (loss) for the reporting financial year not recognized in the profit and loss account* |  *-*  |
| *4.* | *Transfers from reserves* |  *-*  |
| *5.* | *Shareholders' contribution against losses* |  *-*  |
| *6.* | *Portion of the reserve of tangible fixed assets* |  *-*  |
| *7.* | *Profit (loss) for allocation (1+2+3+4+5+6)* |  *8,122,234*  |
| *8.* | *Allocation of profit to compulsory reserve* |  *1,069,465*  |
| *9.* | *Allocation of profit to reserve for granting shares*  |  *957,000*  |
| *10.* | *Allocation of profit to other reserves* |  *-*  |
| *11.* | *Allocation of profit to dividends* |  *-*  |
| *12.* | *Allocation of profit to tantiems* |  *-*  |
| *13.* | *Non-allocated profit (loss) at the end of the year 2017 carried forward to next financial year (8-9-10-11-12)* |  *6,095,769*  |

*\* The share premium of 7,152,034 euro was used to cover the losses by a decision of extraordinary general meeting of shareholders held on 6 November 2017.* |  |  |
| 1. Appointment of the auditor of the Company.

*To appoint UAB „PricewaterhouseCoopers“ (code: 111473315) as the Company's audit enterprise to perform the audit of the Group financial statements (including – consolidated) for the 2018 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 EUR 50,000 (fifty thousand) (VAT excluded) per year for the audit of the Company's financial statements (including – consolidated).* |  |  |
| 1. Approval of the rules for granting Company’s shares to employees and (or) members of the bodies of the Company.

*To approve the rules for granting Company’s shares to employees and (or) members of the bodies of the company.**Taking into account that in accordance with point 3 (decision on profit appropriation) EUR 957 000 was allocated to the reserve for granting of shares, to confirm that until the next ordinary general meeting of shareholders, according to the terms of the rules for granting Company’s shares to employees and (or) members of the bodies of the Company there may be granted shares/ signed option agreements for up to 3,300,000 ordinary registered shares of the Company.* |  |  |
| 1. Amendment of the decisions adopted on the General Meeting of Shareholders of the Company, dated 28 March 2018.

*To amend the decisions adopted on items 1.4 and 4 of the agenda of the General Meeting of Shareholders of the Company, dated 28 March 2018 and to word them as follows:**“1.4. To establish that the newly issued shares to be issued under the decisions of the General Meeting of Shareholders of the Company, dated 28 March 2018 (up to 80,000,000 new ordinary registered shares with a nominal value of EUR 0.29 each, hereinafter referred to as the Newly Issued Shares) shall be offered to the investors during the public offering of the shares of the Company together with up to 20,000,000 existing shares, owned by Baltic Champs Group, UAB (hereinafter referred to as the Existing Shares), subject to the condition that the creditors of Baltic Champs Group, UAB do not object to such offering of the Existing Shares. The General Meeting of Shareholders of the Company confirms that it consents and does not object that during the offering the Existing Shares, held by Baltic Champs Group, UAB may be offered together with the Newly Issued Shares and that during the offering no Company’s shares, held by any other shareholders of the Company will be offered; if the Existing Shares will be offered together with the Newly Issued Shares, the costs of the public offering process will have to be covered by the Company and the Shareholder accordingly to the number of the sold Newly Issued Shares and the Existing Shares respectively. To delegate to the Board of the Company to determine the final issue price of the Newly Issued Shares (which will also be the final sale price of the Existing Shares, if applicable), define the detailed conditions and procedure for the subscription, payment and placement of the Offer Shares (including the Existing Shares, if applicable). The Board of the Company is commissioned and authorised to draft, approve a prospectus for the public offering of the offer shares (including the Existing Shares, if applicable) and admission of the Newly Issued Shares to trading on regulated markets (Warsaw Stock Exchange and AB Nasdaq Vilnius) and to submit the prospectus to the Bank of Lithuania for approval in compliance with this decision and applicable legislation.”**“4. To authorise the Board to determine the final conditions of the public offer of the Company’s shares (Newly Issued Shares and, if applicable, Existing Shares), including, without limitation, the final issue price (sale price) of these shares, as well as the final number of the Newly Issued Shares to be issued and the final number of the Existing Shares to be allocated (if applicable).”* |  |  |

Shareholder

(Signature) (Name and Surname)

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