

**The Draft Decisions, prepared by the Board of AB Linas Agro Group  
(hereinafter – the Company), to the Annual General Meeting  
of the Company’s Shareholders to be held on 28 October, 2022**

**1. Presentation of the Company’s Audit Committee Activity Report.**

*Draft decision:* Presented (enclosed). No voting.

**2. Presentation of the independent auditors’ report.**

*Draft decision:* Presented (enclosed). No voting.

**3. Presentation of the Consolidated Annual Report of the Company for the financial year 2021/2022.**

*Draft decision:* Presented (enclosed). No voting.

**4. Approval of the Company’s Remuneration Report.**

*Draft decision:* Approve the Company’s Remuneration Report (enclosed).

**5. Approval of the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2022.**

*Draft decision:* Approve the consolidated and the Company’s set of financial statements for the financial year ended 30 June, 2022 (enclosed).

**6. Approval of the Distribution of the Company’s Profit (Loss).**

*Draft decision:* Approve the Distribution of the Company’s Profit (Loss):

1)	Retained earnings – profit (loss) of the previous financial year at the end of the accounting financial year	EUR 39,378,602
2)	Net profit (loss) of the financial year	EUR 12 131 783
3)	The profit (loss) of the accounting financial year not recognized in the profit (loss) account	-
4)	The transfers from the reserves	EUR 3,527,291
5)	The shareholder’s contributions to cover the losses of the Company (if shareholders decided to cover all or part of losses)	-
6)	The total profit (loss) available for appropriation	EUR 55,037,676
7)	The part of the profit allocated to the legal reserve	EUR 606,589
8)	The part of the profit allocated to the reserve of the own share acquisition	-
9)	The part of the profit allocated to the reserve of shares issue	EUR 3,601,794
10)	The part of the profit allocated to the other reserves	-

11) The part of the profit allocated for the payment of dividends	EUR 5,000,000*
12) The part of the profit allocated for payment of annual bonuses to the Board, employees and other purposes	-
13) Retained earnings – profit at the end of the financial year carried forward to the next financial year	EUR 45,829,293

\* Dividends in amount of EUR 5,000,000 are allocated for the financial year ended on 30 June, 2022, which consist EUR 0.0313 with taxes per one share of the Company (calculated on October 7, 2022, without own shares acquired by the Company).

## **7. Increase of the Company's share capital.**

### *Draft decision:*

7.1. In accordance with provisions of AB Linas Agro Group rules for shares issue, to increase the share capital of the Company from EUR 46,514,375.42 up to EUR 46,714,920.57, by issuing 691,535 ordinary registered book-entry shares with the par value of EUR 0.29 and issue price of each share equal to EUR 0.705, issued for the purpose of granting shares of the Company free of charge to the employees and/or members of the Company's corporate bodies (the New Shares).

7.2. Establish that the total issue price of all New Shares equals to EUR 487,532.18 of which EUR 200,545.15 shall be the nominal value of the New Shares and EUR 286,987.03 shall be the share premium.

7.3. Establish that the New Shares are granted free of charge and they are paid by the Company from the reserve set up by the Company for shares issue.

7.4. Establish that right to subscribe and acquire the New Shares free of charge shall be granted to the employees and/or members of the corporate bodies of the Company who have concluded the Share Option Agreement of the Company in 2018 and accordingly in 2022 have submitted notice to the Company regarding the use of the option (the Option Holders). The list of Option Holders, who are entitled to acquire the New Shares is not published in order to ensure the protection of personal data.

7.5. Authorize (including the power to delegate) the Chief Executive Officer of the Company to sign share subscription agreements with the Option Holders.

## **8. Revocation of the pre-emption right of all shareholders of the Company to acquire the newly issued shares in order to grant shares of the Company free of charge to the employees and/or members of the Company's corporate bodies.**

*Draft decision.* Considering that the Company seeks to grant shares of the Company free of charge to the employees and/or members of the corporate bodies of the Company who have concluded the Share Option Agreement of the Company and have submitted notice to the Company regarding the use of the option, to revoke pre-emption right of all shareholders of the Company to acquire the New Shares.

## **9. Approval of terms and conditions regarding the payment of the subscribed shares.**

### *Draft decision:*

9.1. Establish that each Option Holder to whom a right to subscribe for a certain number of the New Shares has been granted shall be informed hereof by the Head of the Company upon signing within 10 (ten) business days from the date of the resolutions adopted by the Meeting.

9.2. Establish that the Option Holders shall have a right to subscribe for a certain number of the New Shares by concluding share subscription agreement with the Company within 30 (thirty) days from the date of the resolutions adopted by the Meeting.

9.3. If during the period for the subscription of the New Shares not all the New Shares are subscribed, the share capital of the Company may be increased by the amount of the nominal values of the New Shares that have been subscribed.

9.4. Details of terms and conditions regarding the payment by the Company for the New Shares shall be provided in the share subscription agreement of the New Shares.

## **10. Election of the Company's Board members.**

*Draft decision:*

10.1. To remove the Board of the Company.

10.2. To elect to the Board of the Company for new 4 (four) year term:

- 1) Andrius Pranckevičius;
- 2) Arūnas Zubas;
- 3) Dainius Pilkauskas;
- 4) Darius Zubas;
- 5) Jonas Bakšys;
- 6) Mažvydas Šileika.

*None of the candidates is considered independent.*

## **11. Approval of a new wording of the Articles of Association of the Company.**

*Draft decision:*

11.1. Taking into account the increase of the share capital of the Company, the change in the number of the Board members and formation of the Supervisory Board, to amend the Articles of Association of the Company and approve a new wording of the Articles of Association (enclosed).

11.2. Authorize (including the power to delegate) the Chief Executive Officer of the Company to announce the Register of Legal Entities of the Republic of Lithuania about the decision to increase the share capital of the Company, to sign the new wording of the Articles of Association of the Company and to register them with the Register of Legal Entities of the Republic of Lithuania pursuant to the procedure under law, as well to perform other actions provided in the Law On Securities of the Republic of Lithuania and other applicable laws, and to sign other documents associated with the implementation of the resolutions adopted herein.

## **12. Election of the Company's Supervisory Board members and determination of remuneration.**

*Draft decision:*

12.1. To elect members of the Supervisory Board of the Company for 4 (four) year term: [three members].

- 1) Arūnas Bartusevičius (independent member);
- 2) Carsten Højland (independent member);
- 3) Tomas Tumėnas.

12.2. Set the annual remuneration fund to the Supervisory Board in amount of EUR 70,000 (seventy thousand euros).

12.3. Authorize (including the power to delegate) the Chief Executive Officer of the Company to sign Supervisory Board membership agreements with elected members of the Supervisory Board.

## **13. Election of the Company's Audit Committee members, determination of remuneration, and approval of the Regulations of the Audit Committee.**

*Draft decision:*

13.1. To approve the Regulations of the Audit Committee (enclosed);

13.2. To elect members of the Audit Committee of the Company for new term of office of 4 (four) years:

- 1) Irma Antanaitienė;
- 2) Lukas Kuraitis (independent member);
- 3) Skaistė Malevskienė (independent member).

13.3. To set the annual salary to each member of the Audit Committee: EUR 800 (eight hundred euros) to the Chairman of the Audit Committee, and EUR 600 (six hundred euros) to the member of the Audit Committee.

#### **14. Approval of the Remuneration Policy.**

*Draft decision.* To approve AB Linas Agro Group Remuneration Policy (enclosed).

#### **15. Approval of the Rules on granting shares.**

*Draft decision:*

15.1. To change AB Linas Agro Group Rules for share issue and approve it's new wording (enclosed).

15.2. To authorize the Head of the Company to ensure proper implementation of the Rules for shares issue.