

## **Resolutions supplemented by the Ordinary General Meeting of Shareholders of Rokiskio suris AB convened on 30 April 2024**

Resolutions approved by the 30 April 2024 General Meeting of shareholders of Rokiskio suris AB (hereinafter – the Company):

### **1. Auditor’s findings regarding the consolidated financial reports and annual report.**

The report is heard. (No decision taken on this item).

### **2. The Audit Committee report.**

The conclusion of the Audit Committee is endorsed (attached).

### **3. The Company’s consolidated annual report for the year 2023.**

The consolidated annual report of the Company for 2023, prepared by the Company, reviewed by the auditors and approved by the Board of Directors, was presented (No decision to be taken on this agenda item).

### **4. Approval of the consolidated and Company set of financial statements for 2023.**

The audited consolidated and Company financial statements for 2023 have been approved (Attached).

### **5. Allocation of the profit of the Company of 2023.**

The distribution of profits for 2023 is approved:

Title	kEUR
1. Non-distributed profit (loss) at beginning of year	84,486
2. Approved by shareholders dividends related to the year 2022	(5,251)
3. Transfers from other reserves	1,167
4. Allocated for annual payments (tantiemes) for 2022	(33)
5. Non-distributed profit (loss) at beginning of year after dividend payout and transfer to reserves	80,369
6. Net profit (loss) of the Company of fiscal year	1,800
7. Distributable profit (loss) of the Company	82,169
8. Profit share for mandatory reserve	-
9. Share of profits allocated to the reserve for treasury shares	(6,300)
10. Profit share for other reserves	-
11. Profit share for dividend payout *	(5,251)
Profit share for annual payments (tantiemes) to the Board of Directors, employee bonuses and other as accounted by Profit (loss) statement	(30)
13. Non-distributed profit (loss) at end of year transferred to the next fiscal year	70,588

\*it will be allocated EUR 0.15 per ordinary registered share. The total dividend allocation is EUR 5 251 004,40.

Persons entitled to receive dividends are those who are actual shareholders of the Company at the end of the tenth day after approval of the resolution for dividend pay-out by the general meeting of shareholders (shareholders proprietary right accounting day), i. e. May 15, 2024.

## **6. Approval of the Company's Remuneration Report**

The remuneration report of the company, which forms part of the annual report of Rokiskio suris AB for 2023, was approved. (Attached)

## **7. Regarding repurchase of own shares.**

The Company's shares shall be acquired under the following conditions:

7.1. The purpose of the acquisition of treasury shares – Reduction of the company's share capital by cancelling its own repurchased shares. Following a change in the priorities of the Company's strategic investor, the investor's expressed intention to sell its shares to the Company that issued the shares, and to ensure that all willing shareholders have the opportunity to sell their shares.

7.2. Maximal number of the shares to be purchased – total value of the Company's treasury shares including the nominal value of already owned shares may not exceed 1/10 of the Company's Authorized Capital.

7.3. Period during which the company may purchase own shares – 18 months from the approval of resolution.

7.4. Maximal and minimal purchase price per share - the maximum purchase price per share is EUR 2.94 per ordinary registered share of Rokiskio suris AB. The minimum purchase price per share shall be EUR 1.98 per ordinary registered share of Rokiskio suris AB.

7.5. Procedure of selling the treasury shares and minimal sales price - treasury shares will not be sold, but will be cancelled by a decision of the General Meeting of Shareholders, reducing the Company's authorised capital.

7.6. Following the conditions set herewith and the requirements of the Law on Companies of the Republic of Lithuania, to authorize the Board of Directors to accept resolutions regarding purchase of the Company's own shares, organize purchase of the own shares, establish an order for purchase of the own shares, as well as their price and number, and also complete all other related actions.

*The Company had a reserve of EUR 10.850 million for the acquisition of its own shares in accordance with previous decisions of the General Meeting of Shareholders. The draft resolution proposed at this General Meeting will increase the reserve for the purchase of treasury shares to EUR 17,150 thousand.*

*As of the date of adoption of this decision, the decision of the General Meeting of Shareholders of 28 April 2023 on the acquisition of treasury shares will expire.*

## **8. Regarding the approval of the Company's Remuneration Policy**

The updated Remuneration Policy of Rokiskio suris AB has been approved (Attached).

## **9. Increase reserve for the acquisition of own shares**

*As at the date of this General Meeting of Shareholders, the Company has established a reserve of EUR 10,850 thousand for the acquisition of own shares.*

The reserve for the acquisition of own shares has been increased to EUR 17 150 thousand (seventeen million one hundred and fifty thousand euro).

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