**Resolutions supplemented by the Ordinary General Meeting of Shareholders of Rokiskio suris AB convened on 30 April 2025**

Resolutions approved by the 30 April 2025 General Meeting of shareholders of Rokiskio suris AB (hereinafter – the Company):

**1. Auditor’s findings regarding the consolidated financial reports and management 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 management report for the year 2024.**

The consolidated management report of the Company for 2024, 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’s financial accounting for the year 2024.**

The audited consolidated and Company financial statements for 2024 have been approved (Attached).

**5. Allocation of the profit of the Company of 2024.**

The distribution of profits for 2024 is approved:

|  |  |  |
| --- | --- | --- |
|   | Title | kEUR |
| 1. | Non-distributed profit (loss) at beginning of year | 82,169 |
| 2. | Approved by shareholders dividends related to the year 2023 | (5,251) |
| 3. | Transfers to reserve for own shares purchase  | (6,300) |
| 4. | Allocated for annual payments (tantiemes) for 2023 | (33) |
| 5. | Non-distributed profit (loss) at beginning of year after dividend payout and transfer to reserves | 70 585 |
| 5. | Net profit (loss) of the Company of fiscal year | 21 302 |
| 6. | Distributable profit (loss) of the Company | 91 887 |
| 7. | Profit share for mandatory reserve | - |
| 8. | Profit share for other reserves | - |
| 9. | Profit share for dividend payout \* | (6,283) |
| *10.* | Profit share for annual payments (tantiemes) to the Board of Directors, employee bonuses and other as accounted by Profit (loss) statement | (45) |
| 11. | Non-distributed profit (loss) at end of year transferred to the next fiscal year | 85,559 |

\*it will be allocated 0.20 EUR per ordinary registered share. In total to the dividends payout EUR 6,283,980.

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, 2025.

**6. Approval of the Companys’s Remuneration Report.**

The remuneration report of the company, which forms part of the management report of Rokiskio suris AB for 2024, was approved. (Attached)

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

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

7.1. Purpose of acquisition of own shares – maintain and increase the price of the Company’s share price;

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 AB "Rokiškio sūris". The minimum purchase price per share shall be EUR 1,98 per ordinary registered share of Rokiškio sūris AB.

7.5. Procedure of selling the treasury shares and minimal sales price – The Company’s treasury shares might be cancelled upon a resolution of the general meeting of shareholders or sold under a resolution of the Board of Directors provided the minimal sales price is equal to the acquisition price, and the procedure will ensure equal opportunities for all shareholders to acquire the company’s shares.

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 and sales of the own shares, establish an order for purchase and sales of the own shares, as well as their price and number, and also complete all other related actions.

*The company has accumulated a reserve of kEUR 9,943 for acquisition of treasury shares.*

*The decision of the General Meeting of Shareholders of April 30, 2024 regarding the acquisition of own shares shall become invalid as of the date of adoption of this resolution.*

**8. Election of the Company’s auditor and establishment of payment conditions.**

8.1. The audit firm BDO auditas ir apskaita UAB, legal entity code 135273426, registered office address: K.Baršausko g. 66, Kaunas, is elected to perform the audit of the annual consolidated and separate financial statements of Rokiškio sūris AB Group and Parent company and evaluation of Consolidated management report, including sustainability information, for the years 2025 and 2026.

8.2. CEO of the Company is authorised to enter into audit services agreements at the price agreed between parties, but not exceeding 138,000 Euro.

**9. Election of the Company’s Audit Committee members.**

The following members of the Audit Committee have been elected for a 4 year term: Kęstutis Gataveckas (independent member), Vidmantas Pečiūra (independent member) and Dalia Zdanevičienė (employee of AB Rokiškio sūris finance dep.). Remuneration for the independent members of the Audit Committee shall be identified by the Board and Director of the company respectively. The Company’s manager is authorized to sign an agreement with the independent members of the Audit Committee.

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