

**AGENDA AND DRAFT DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF
PUBLIC LIMITED LIABILITY COMPANY “NOVATURAS”**

Agenda and draft decisions of the Ordinary General Meeting of Shareholders (hereinafter, the “**Meeting**”) of public limited liability company “Novaturas”, legal entity code 135567698, registered address at A. Mickevičiaus str. 27, Kaunas, the Republic of Lithuania (hereinafter, the “**Company**”), convened on 26 March 2025, approved by the Board of the Company:

The draft decisions of the Meeting on procedural matters:

Draft decision proposed:

To elect CEO of the Company Kristijonas Kaikaris as the Chairman of the Meeting, to elect Head of Legal of the Company Ingrida Kuzmickiene as the Secretary of the Meeting and as the person responsible for the actions provided for in paragraph 2 of Article 22 of the of the Law of the Republic of Lithuania on Companies.

The draft decisions of the Meeting on the items on the agenda:

*Note: As it is indicated in the notification of the Board of the Company, dated 4 March 2025, currently the Company executes the negotiations with possible strategic investors and at this stage it is not known neither which exact investors will be offered the new securities to be issued by the Company, nor whether the new shares or the convertible bonds (hereinafter collectively with the new shares, the “**New Securities**”) shall be offered as well as certain other conditions of issue of the New Securities. However, the Company intends to finish negotiations with possible investors, receive the needed decisions of bodies of the Company and execute other formalities, needed for attraction of the strategic investor (investors) as soon as possible. For this purpose, the Board of the Company convenes the Meeting without having and not being able to provide to the Meeting the final draft decisions on certain agenda items and shall provide them to the Meeting as soon as it will be able to, taking into consideration the results of the negotiations with the potential strategic investors. In addition to that, the agenda items regarding issue of the new shares and of the new convertible bonds (items 1-2 of the agenda and respective certain parts of other agenda items) shall be deemed as alternative proposals, i. e., the shareholders of the Company are not being suggested to issue the new shares and at the same time – the new convertible bonds.*

1. Increase of the authorised capital of the Company.

Note: Taking into consideration that depending on the results of the Company’s negotiations with potential strategic investors, the Meeting will have to adopt either (i) the decision to issue new Shares of the Company (agenda item 1), or (ii) the decision to issue new convertible bonds of the Company (agenda item 2), the shareholders of the Company should vote “for” only one of these proposed decisions (but not “for” both of them). In addition to that, the detailed draft decision of this agenda item shall be provided by the Company’s Board after the negotiations with the potential strategic investors of the Company shall take place by providing full draft decision.

Draft decision proposed:

- 1.1. *To increase the authorised capital of the Company with additional contributions from EUR 234,210 to EUR [will be determined], by issuing no more than [will be determined], ordinary registered shares with a nominal value of EUR 0.03 par value each (hereinafter, the “New Shares”).*
- 1.2. *To foresee that the issue price of each of the New Shares shall be established taking into consideration the average weighted market price of the Company’s shares on AB Nasdaq Vilnius and on the Warsaw Stock Exchange for 3 months until the notification of the Board of the Company on revocation of pre-emptive right of the Company’s shareholders to acquire the New Shares or the convertible bonds, dated 4 March 2025 (not taking into consideration (not including) the average weighted market price of this date), and providing a [will be determined]% of discount thereto, exact discount and final issue price of the New Shares suggesting by the Company’s Board after negotiations with potential strategic investors of the Company shall take place, by providing a full draft decision of this agenda item.*
- 1.3. *If not all the New Shares are subscribed for within the period intended for subscription of the New Shares, the authorized capital of the Company shall be increased by the amount of nominal values of the New Shares subscribed for, subject to the condition that the New Shares for at least EUR*

2,500,000 (two million five hundred thousand) shall be subscribed. In this case the Board shall be commissioned and authorised to adopt the respective decision, establishing that the increase of the authorised capital of the Company upon signing of not all the New Shares shall be deemed effected and the authorised capital of the Company shall be increased by the amount of nominal values of the New Shares subscribed for. In case within the period intended for subscription, the New Shares for less than EUR 2,500,000 shall be subscribed, the Board shall be commissioned and authorised to terminate the procedure of increase of the authorised capital of the Company.

- 1.4. To delegate to the Board of the Company to draft and establish the detailed conditions and procedure of subscription, payment and allocation of the New Shares, among other establishing subscription term for the New Shares not longer than 7 days and to determine other conditions of offering the New Shares that have not been discussed in this resolution of the general meeting of shareholders (including, without limitation, final number of the issued New Shares, etc.).

2. Issue of the convertible bonds of the Company.

Note: Taking into consideration that depending on the results of the Company's negotiations with the strategic investors, the Meeting will have to adopt either (i) the decision to issue new Shares of the Company (agenda item 1), or (ii) the decision to issue new convertible bonds of the Company (agenda item 2), the shareholders of the Company should vote "for" only one of the proposed decisions (but not "for" both of them). In addition to that, the detailed draft decision of this agenda item shall be provided by the Company's Board after the negotiations with the potential strategic investors of the Company shall take place by providing full draft decision.

Draft decision proposed:

- 2.1. To issue [will be determined] units of convertible bonds with a nominal value of EUR [will be determined] each (hereinafter, the "**Bonds**").
- 2.2. The main data of the Bonds, issued under the basis of this decision are as follows:
 - (i) Number of Bonds: [will be determined] units;
 - (ii) nominal value of each Bond: EUR [will be determined];
 - (iii) issue price of each Bond: EUR [will be determined];
 - (iv) Bonds of this issue grants the rights, which are established in the laws of the Republic of Lithuania and the Bond Subscription Agreement (hereinafter, the "**Subscription Agreement**");
 - (v) the Bonds are being issued with a fixed [will be determined]% interest rate, which shall be calculated and paid under the order established in the Subscription Agreement;
 - (vi) Redemption date of the Bonds- [will be determined].
- 2.3. If during the period, intended for subscription of the Bonds not all the Bonds shall be subscribed for, the ownership right shall occur towards only the number of the fully paid-up Bonds, subject to the condition that the Bonds for at least EUR 2,500,000 shall be subscribed. In case within the period intended for subscription, the Bonds for less than EUR 2,500,000 shall be subscribed, the Board shall be commissioned and authorised to terminate the procedure of issue of Bonds of the Company.
- 2.4. Data on the shares to which the Bonds may be exchanged:
 - (i) class: ordinary registered non-material shares of the Company;
 - (ii) nominal value of one ordinary registered share of the Company: EUR 0.03;
 - (iii) conversion ratio: [will be determined];
 - (iv) the Bonds shall be exchanged to Company's shares following the order and terms, established in the Subscription Agreement;
 - (v) rights, provided by shares to which the Bonds may be exchanged: all the rights, foreseen in the legal acts, Articles of Association of the Company and in the Subscription Agreement.
- 2.5. To delegate to the Board of the Company to draft and establish the detailed conditions and procedure of subscription, payment and allocation of the Bonds, among other establishing subscription term for the Bonds not longer than 7 days and to determine other conditions of offering the Bonds that have not been discussed in this resolution of the general meeting of shareholders (including, without limitation, final number of the issued Bonds, etc.).

3. Revocation of the pre-emptive right of the Company's shareholders to acquire newly issued securities of the Company.

Note: Two alternative drafts decisions are provided. For the draft decisions of the first (I) alternative will be voted in case the Meeting would adopt the decision to issue new shares of the Company (decision of the agenda item 1), as this alternative regulates revocation of the pre-emptive right to acquire exactly the newly issued shares of the Company. For the draft decisions of the second (II) alternative will be voted in case the Meeting would adopt the decision to issue convertible bonds of the Company (decision of the agenda item 2), as this alternative regulates revocation of the pre-emptive right to acquire exactly the newly issued convertible bonds of the Company.

Proposed I alternative:

- 3.1. Following paragraph 1(17) of Article 20 and paragraph 5 of Article 57 of the Law of the Republic of Lithuania on Companies, also referring to the notification of the Board of the Company regarding revocation of the pre-emptive right of the Company's shareholders to acquire the New Shares or the Convertible Bonds/, dated 4 March 2025, to revoke the pre-emptive right of all the shareholders of the Company to acquire up to [will be determined] ([]) New Shares.
- 3.2. To establish that all up to [will be determined] ([]) New Shares will be subscribed and acquired by [name will be determined], (code [], registered address []).

Note: Exact information shall be indicated by the Board of the Company at a later stage by providing a full draft decision on this agenda item, after the negotiations with potential strategic investors of the Company shall take place.

Proposed II alternative:

- 3.1. Following paragraph 1(17) of Article 20 and paragraph 5 of Article 57 of the Law of the Republic of Lithuania on Companies, also referring to the notification of the Board of the Company regarding revocation of the pre-emptive right of the Company's shareholders to acquire the New Shares or the Convertible Bonds, dated 4 March 2025, to revoke the pre-emptive right of all the shareholders of the Company to acquire up to [] ([]) Bonds.
- 3.2. To establish that all up to [will be determined] ([]) Bonds will be subscribed and acquired by [name will be determined], (code [], registered address []).

Note: Exact information shall be indicated by the Board at a later stage by providing a full draft decision on this agenda item, after the negotiations with potential strategic investors of the Company shall take place.

4. Amendment of the Articles of Association of the Company.

Note: Two alternative drafts decisions are provided. For the draft decisions of the first (I) alternative will be voted in case the Meeting would adopt the decision to issue new shares of the Company (decision of the agenda item 1), as this alternative regulates amendments of the Articles of Association of the Company, having issued exactly the New Shares. For the draft decisions of the second (II) alternative will be voted in case the Meeting would adopt the decision to issue convertible bonds of the Company (decision of the agenda item 2), as this alternative regulates amendment of the Articles of Association of the Company after exactly conversion of the Bonds to shares.

Proposed I alternative:

- 4.1. With regard to the adopted resolution to increase the authorised capital of the Company, to amend paragraphs 4.1 and 4.2 of the Articles of Association of the Company and to word them as follows:

„4.1. The authorised capital of the Company shall be EUR [will be determined] ([] euros).

4.2. Number of shares: [will be determined] () ordinary registered shares (hereinafter one ordinary registered share of the Company, the “Share”).”

4.2. *If not all the New Shares are subscribed for during the intended share subscription period and the Board of the Company decides to consider that the increase of the authorised capital of the Company has still taken place, taking into consideration the conditions, established in decision 1.3 of this general meeting of shareholders, the Board of the Company will amend the amount of the authorised capital and the number of shares indicated in the Articles of Association of the Company accordingly.*

4.3. *Taking into consideration the resolution above, to amend the Articles of Association of the Company, to authorise the Manager of the Company to sign the Articles of Association.*

Proposed II alternative:

4.1. *Following paragraph 3 of Article 56 of the Law of the Republic of Lithuania on Companies, this decision of general meeting of shareholders to issue the Bonds issue is also a decision to increase the authorized capital of the Company. The authorized capital of the Company shall be increased by the amount, equal to nominal values of shares into which the Bonds shall be exchanged following the conversion ratio, indicated in this decision and in the Subscription Agreement.*

4.2. *To approve the wording of the Articles of Association identical to the wording currently valid, except for the value of authorised capital and number of shares – the Board of the Company, having executed the conversion of the Bonds into shares of the Company, will have to change the value of the authorised capital.*

5. Admission to listing and trading of the new shares of the Company on the regulated markets and authorization to the Board to take the corresponding actions.

5.1. *After increase of the authorised capital of the Company, to initiate the admission to listing and trading of the New Shares of the Company on the regulated markets of AB Nasdaq Vilnius and Warsaw Stock Exchange and authorize the Board of the Company to perform any corresponding actions in relation thereto, including, without limitation, to prepare the prospectus for introduction of shares to trading on the above regulated markets and ensure its approval with the Bank of Lithuania.*
