

**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 1st July 2025, approved by the Board of the Company

**1. Consolidated Annual Report of the year 2024 of the Company.**

*The Company’s consolidated annual report of the year 2024 prepared by the Company, assessed by the auditors and approved by the Board was presented, to which the Company’s Board’s activity report for 2024, the Board’s activity plan for 2025, the Company’s Audit and Risk Committee’s activity report for 2024 and the Audit and Risk Committee’s activity plan for 2025 are also attached.*

*No decision is taken on this agenda item.*

**2. Independent auditor’s report on the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2024.**

*The independent auditor’s report on the Company’s 2024 annual financial statements and the Company’s consolidated financial statements was presented.*

*No decision is taken on this agenda item.*

**3. Approval of the Company’s set of audited annual financial statements and a set of the consolidated financial statements of the year 2024.**

Draft decision proposed:

*To approve the audited set of the Company’s financial statements and the consolidated set of financial statements of the Company for the year 2024.*

**4. Acceptance of the Company’s remuneration report.**

Draft decision proposed:

*To accept the Company’s remuneration report which is submitted as a part of Company’s consolidated annual report of the year 2024.*

**5. Decision regarding distribution of profit (loss).**

Draft decision proposed:

*To distribute the Company’s profit (loss) as follows:*

1)	<i>Undistributed profit (loss) of the previous financial year at the end of the reporting financial year</i>	11 430,00
2)	<i>Correction for prepayments overstatement and expense understatement</i>	(1 745,00)
3)	<i>Correction for impairment of prepayment</i>	(541,00)
4)	<i>Adjusted undistributed profit of previous financial years at the end of the previous reporting financial year</i>	9 144,00
5)	<i>Net profit (loss) for the reporting financial year</i>	(5 613,00)
6)	<i>Dividends paid during year 2024</i>	-

7)	Profit (loss) for the accounting financial year unrecognized in the profit (loss) statement	(29,00)
8)	Shareholders' contributions to cover the Company's losses (if the shareholders have decided to cover all or part of the losses)	-
9)	Distributable profit (loss) in total	3 502,00
10)	Share of profit allocated:	
	to mandatory reserve	-
	to reserve for acquisition of own shares	-
	to reserve for granting the shares	-
	to other reserves	-
	for payment of dividends	-
	for other purposes (annual bonuses to Board members, etc.)	-
11)	Undistributed profit (loss) as the end of reporting financial year, carried forward into the following financial year	3 502,00
All amounts are in thousand EUR		

## 6. Election of members of the Company's Board.

Considering that the member of the Board of the Company, Ugnius Radvila, resigned from 30 May 2025 (inclusive) due to the change in his status as a member of the Board delegated by the shareholders and, in accordance with Article 33(5) of the Law on Joint Stock Companies, the remaining members of the Board shall perform their functions no longer than until the Annual General Meeting of Shareholders to be held in the year of the end of the terms of office of the Board, therefore candidates are submitted to the Meeting for the election of new members of the Board of the Company.

The following members of the Board of the Company are proposed to be elected at the General Meeting of Shareholders:

Gediminas Almantas is a candidate for independent members of the Board. On June 6, 2023, he was elected to the Board of the Company at the Company's Annual General Meeting of Shareholders, and currently serves as the Chairman of the Board of the Company.

Sebnem Gunel is a qualified professional with extensive experience across multiple industries, starting her career in 1994 in Istanbul, Turkey, within the insurance and pharmaceutical sectors in Budgeting and Planning departments. Transitioned into the tourism industry in 2004 with a tour operator based in Antalya, Turkey. Joined Anex Group in 2006, where she established and led the Reporting Department. Between 2011 and 2016, she shifted focus to management consulting, offering strategic advisory services. Returning back to Anex Group, she took on various executive roles, primarily focusing on the group's international expansion and organizational development. Currently serving as the Director of the group's operations in the Netherlands, she continues to lead global expansion and restructuring initiatives within the company.

Chris Mottershead is a qualified Management Accountant (ACMA) and Managing Director with international tour operating and travel industry experience for over 30 years. Turnarounds, growth and transformation have all been achieved across a number of Travel Businesses of all sizes. He has been the Managing Director of TUI UK, TUI Canada, Thomas Cook UK, Airtours Holidays and other. He is currently President of the Institute of Travel and Tourism and also Owner of the Oasis Hotel in Kalkan, Turkey.

Draft decision proposed:

- 1) To elect to the Board of the Company for a new term (personal data are not made public):  
Gediminas Almantas (independent member);  
Sebnem Gunel;  
Chris Mottershead.

2) *To determine that newly elected members of the Board of the Company shall commence their activities upon the conclusion of the ordinary general meeting of shareholders of the Company that elected them.*

**7. Determination of remuneration for Board members, approval of the essential terms of contracts with Board members regarding their activities on the Board.**

Draft decision proposed:

- 1) *To approve the essential terms and conditions of the contracts concluded by the Company with the members of the Board regarding activities on the Board (attached);*
- 2) *To determine that confidential information and personal data protection agreements in the form used in the Company are concluded with elected members of the Board;*
- 3) *To set a remuneration of EUR 1,900 (one thousand nine hundred euros) (including taxes) per calendar month for the newly elected members of the Board of the Company for their activities on the Board of the Company. To set a remuneration of EUR 2,500 (two thousand five hundred euros) (including taxes) per calendar month for the Chairman of the Board for his activities on the Board of the Company;*
- 4) *To delegate CEO of the Company's (with the right to sub-authorize) to perform all actions related to the implementation of this decision.*

**8. Selection of the Company's audit firm to audit the set of annual financial statements for 2025-2026, determination of the terms of payment for audit services.**

Draft decision proposed:

- 1) *To elect the audit firm Grant Thornton Baltic, UAB (hereinafter referred to as the "Auditor") to audit the set of annual financial statements of the Company for 2025 and 2026;*
- 2) *To determine that the Auditor's remuneration shall not exceed:*
  1. *Eur 106,500 for the audit of the set of financial statements for 2025, determining that if the amount exceeds EUR 96,800, the approval of the Company's Board must be obtained;*
  2. *Eur 114,200 Eur for the audit of the set of financial statements for the year 2026, determining that if the amount exceeds EUR 103,800, the approval of the Company's Board must be obtained.*
- 3) *To delegate CEO of the Company (with the right to sub-authorize) to perform all actions related to the implementation of this decision.*

**9. Additional remuneration for members of the Company's Board.**

At the 2024 Ordinary General Meeting of Shareholders of the Company, a decision was made to provide additional one-time remuneration to the members of the Company's Board for the performance of the functions of a member of the Board in the period from 2023-06-06 to 2024-05-06. Taking into account the scope of work related to the activities of the members of the Company's Board for the subsequent period (including, but not limited to, analysis of the Company's strategic alternatives, attraction of additional financing, search for and successful attraction of a strategic investor, stabilization of the Company's financial position, etc.), it is proposed to establish additional remuneration (one-time) for the members of the Company's Board for the performance of the functions of a member of the Board in the period from 2024-05-07 until the end of the term of office of the Board.

Draft decision proposed:

*Taking into account the scope of work related to the activities of the members of the Board of the Company in the period from 2024-05-07 until the end of the term of office of the Board, additional remuneration (one-time) shall be established for the members of the Board of the Company:*

- 1) *To the chairman of the board of directors, Gediminas Almantas – Eur 33,443 (excluding taxes payable);*
- 2) *To the Board members Ugnius Radvila and Tomas Korganas – Eur 25,000 each (excluding taxes*

*payable).*

**10. Establishment of additional payment terms for the audit services of the Company's audit firm UAB Ernst & Young Baltic for the audit of the set of annual financial statements for 2024.**

Draft decision proposed:

- 1) *To determine additional payment terms for the audit services of the audit firm UAB "Ernst & Young Baltic" for the audit of the set of annual financial statements for 2024, establishing that the additional auditor's remuneration shall not exceed EUR 25,000;*
  - 2) *To delegate CEO of the Company (with the right to sub-authorize) to perform all actions related to the implementation of this decision.*
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