

**PUBLIC JOINT-STOCK COMPANY INV L TECHNOLOGY**

Code 303299817

Registered address municipality of Vilnius, Vilnius city, Kalvariju str. 11A-20  
Data about the company is collected and stored in the Register of Legal Entities

**MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS NO 2014/02**

Vilnius, nineteenth day of december year two thousand and fourteen

The authorized capital of public joint – stock company “INV L Technology” (hereinafter may be referred to as AB INV L Technology or the Company) is 592,730 (five hundred ninety two thousand and seven hundred thirty) litas. It is divided into 592,730 ((five hundred ninety two thousand and seven hundred thirty) ordinary registered shares with nominal value of 1 (one) litas each.

Each 592,730 ordinary registered share of AB INV L Technology with nominal value of 1 (one) litas, grants one vote in the meeting.

The accounting day of the general meeting of shareholders is 12 December 2014.

The general meeting of shareholders (hereinafter - the meeting) was held on 19 December 2014 at premises located Seimyniskiu str. 1, Vilnius.

The beginning of the meeting was at 8.30 a.m.

The date and venue, agenda and projects of decisions of the meeting were announced on 27 November 2014. The supplemented agenda and projects of decisions of the meeting were announced on 8 December 2014. Notifications about the meeting were published in accordance with the requirements of the Law on Securities of the Republic of Lithuania. The announcements of the meeting were placed in the web site of NASDAQ Vilnius and in the web site of AB INV L Technology. The internet addresses:

<https://newsclient.omxgroup.com/cdsPublic/viewDisclosure.action?disclosureId=634698&messageId=787949>

<https://newsclient.omxgroup.com/cdsPublic/viewDisclosure.action?disclosureId=636289&messageId=790020>

1. In total 6 (six) valid general voting bulletins (531,728 votes) have been provided to the Company. The said documents are attached hereto.
2. No agreements on the disposal of additional voting rights belonging to the shareholder participating in the meeting were submitted to the Company.
3. A total of 531,728 shares were represented at the meeting. 531,728 shares were entitled to vote at the meeting.

The meeting has a quorum. Since all of the shareholders participating in the meeting, voted in writing in advance, in accordance with paragraph 2 of Article 29 of the Law on Companies of the Republic of Lithuania, the director of the Company Darius Sulnis, has documented and signed the minutes according to the votes received.

The agenda of the meeting of AB INV L Technology announced in accordance with the laws:

- 1) Regarding approval of the public joint - stock company INV L Technology participation in reorganization;
- 2) Regarding approval of the public joint - stock company INV L Technology reorganization;
- 3) Regarding election of the audit company to audit financial statements of the financial year 2014 and setting the conditions of payment for the audit services;
- 4) Regarding replacement of the registered office of the public joint - stock company INV L Technology;
- 5) Regarding election of the Audit Committee members;

- 6) Regarding approval of the remuneration for the independent member of the Audit Committee;
- 7) Approval of the regulations of the formation and activity of the Audit Committee.

**Considered:**

**1. Regarding approval of the public joint - stock company INV L Technology participation in the reorganization**

To approve participation of the public joint-stock company INV L Technology in the reorganization by way of merger, merging UAB BAIP group (code 300893533) transformed into a public joint - stock company to the public joint-stock company INV L Technology. To authorize the Board of public joint-stock company INV L Technology to prepare and announce according to the laws the reorganization terms.

**Voted:** total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.

“For” voted 0 votes.

“Against” – 531 728 votes, (out of them 531 728 votes voted in advance in writing). Decision was made by a solid vote.

**Decided:**

Not to approve participation of the public joint-stock company INV L Technology in the reorganization by way of merger, merging UAB BAIP group (code 300893533) transformed into a public joint - stock company to the public joint-stock company INV L Technology.

**Considered:**

**2. Regarding approval of the public joint - stock company INV L Technology reorganization**

**The announced draft resolution:** To approve the reorganization of the public joint-stock company INV L Technology by way of merger, merging the public joint-stock company INV L Technology to UAB BAIP group (code 300893533) transformed into a public joint - stock company. To authorize the Board of public joint – stock company INV L Technology to prepare and announce according to the laws the reorganization terms.

According to the fact that on 18 December 2014 UAB BAIP group was transformed into the public joint stock company, **the supplemented draft resolution** is: To approve the reorganization of the public joint-stock company INV L Technology by way of merger, merging the public joint-stock company INV L Technology to BAIP group, AB (code 300893533). To authorize the Board of public joint-stock company INV L Technology to prepare and announce according to the laws the reorganization terms.

**Voted:** total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.

“For” voted 531 728 votes, (out of them 531 728 votes voted in advance in writing before 18 December 2014).

“Against” – 0 votes. Decision was made by a solid vote (shareholders who voted for the draft resolution in writing before 18 December 2014 (before UAB BAIP group transformation), the votes are counted as votes for a supplemented draft resolution).

**Decided:**

To approve the reorganization of the public joint-stock company INV L Technology by way of merger, merging the public joint-stock company INV L Technology to BAIP group, AB (code 300893533). To authorize the Board of public joint-stock company INV L Technology to prepare and announce according to the laws the reorganization terms.

**Considered:**

**3. Regarding election of the audit company to audit financial statements of the financial year 2014 and setting the conditions of payment for the audit services.**

To elect joint-stock company PricewaterhouseCoopers, code 111473315, to audit annual financial statements of the financial year 2014. To set the payment for the audit services not more than LT 8000 (eight thousand litas), VAT is not included in this amount.

**Voted:** total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.  
“For” voted 531 728 votes, (out of them 531 728 votes voted in advance in writing).  
“Against” voted 0 votes. Decision was made by a solid vote.

**Decided:**

To elect joint-stock company PricewaterhouseCoopers, code 111473315, to audit annual financial statements the financial year 2014. To set the payment for the audit services not more than LT 8000 (eight thousand litas), VAT is not included in this amount.

**Considered:**

**4. Regarding replacement of the registered office of the public joint - stock company INVL Technology.**

To change the registered office of the public joint - stock company INVL Technology and to register the new address in the premises located at municipality of Vilnius, Vilnius city, Seimyniskiu str. 1A (unique No. 1399-8031-1015).

**Voted:** total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.  
“For” voted 531 728 votes, (out of them 531 728 votes voted in advance in writing).  
“Against” voted 0 votes. Decision was made by a solid vote.

**Decided:**

To change the registered office of the public joint - stock company INVL Technology and to register the new address in the premises located at municipality of Vilnius, Vilnius city, Seimyniskiu str. 1A (unique No. 1399-8031-1015).

**Considered:**

**5. Regarding election of the Audit Committee members.**

To elect Danute Kadanaite and Tomas Bubinas (independent member) to the Audit Committee of AB INVL Technology for the 4 (four) year term of office.

**Voted:**total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.  
“For” voted 531 728 votes, (out of them 531 728 votes voted in advance in writing).  
“Against” voted 0 votes. Decision was made by a solid vote.

**Decided:**

To elect Danute Kadanaite and Tomas Bubinas (independent member) to the Audit Committee of AB INVL Technology for the 4 (four) year term of office.

**Considered:**

**6. Regarding approval of the remuneration for the independent member of the Audit Committee.**

For a work in the Audit Committee of AB INVL Technology, to fix a rate not higher than 500 Litass per hour. To delegate to the Board of the Company to determine the remuneration payment procedure for the Audit Committee members.

**Voted:**total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.  
“For” voted 531 728 votes, (out of them 531 728 votes voted in advance in writing).  
“Against” voted 0 votes. Decision was made by a solid vote.

**Decided:**

For a work in the Audit Committee of AB INVL Technology, to fix a rate not higher than 500 Litass per hour. To delegate to the Board of the Company to determine the remuneration payment procedure for the Audit Committee members.

**Considered:**

**7. Approval of the regulations of the formation and activity of the Audit Committee.**

To approve new wording of the regulations of the formation and activity of the Audit Committee of AB INVL Technology.

**Voted:** total – 531 728 votes, i.e. 89.7 percent a total number of votes given by shares.

“For” voted 531 728 votes, (out of them 531 728 votes voted in advance in writing).

“Against” voted 0 votes. Decision was made by a solid vote.

**Decided:**

To approve new wording of the regulations of the formation and activity of the Audit Committee of AB INVL Technology.

Director

(signature)

Darius Šulnis