

Shareholder's name, surname (title) – .....

Shareholder's personal code (legal person's code) - .....

Number of the shares held – .....

Number of votes owned – .....

**The agenda includes:**

- 1) Regarding the reorganization of public joint-stock company INVL Baltic Real Estate.
- 2) Regarding the approval of the Terms of Reorganization of public joint-stock company INVL Baltic Real Estate.
- 3) Regarding the approval of the New Wording of the company resulting from the reorganisation Articles of Association.
- 4) Regarding the formation of audit committee of the company resulting from the reorganization, the approval of audit committee formation and rules of activity, the election of members and the setting of remuneration for the independent member of audit committee.
- 5) Regarding the set of annual financial statements of the company resulting from the reorganization for the carrying out of the audit and the setting of conditions for payment for audit services.
- 6) Regarding the registered office address of the company resulting from the reorganization.
- 7) Regarding the removal of the board of the company resulting from the reorganization and the election of the new board.

Please circle the chosen version: „FOR“, „AGAINST“.

Draft resolutions:		
<b>1) Regarding the reorganization of public joint-stock company INVL Baltic Real Estate.</b>		
In accordance with paragraph 3 of Article 2.97 of the Civil Code of the Republic of Lithuania, to reorganize public joint-stock company INVL Baltic Real Estate in the manner of joining, merging the company into public joint-stock company Invalidos Nekilnojamojo Turto Fondas (code 152105644), which after the reorganization becomes successor to all rights and obligations of the public joint-stock company INVL Baltic Real Estate, including the name, and continues its operations under a new name as a public joint-stock company INVL Baltic Real Estate.	FOR	AGAINST
<b>2) Regarding the approval of the Terms of Reorganization of public joint-stock company INVL Baltic Real Estate.</b>		
To approve the Terms of Reorganization of public joint-stock company INVL Baltic Real Estate and public joint-stock company Invalidos Nekilnojamojo Turto Fondas of 30 June, 2015 (on 30 June, 2015 it was published about preparation of the Terms of Reorganization of public joint-stock company INVL Baltic Real Estate and public joint-stock company Invalidos Nekilnojamojo Turto Fondas, on 1 July, 2015 the Manager of the Register of Legal Entities published about received Terms of Reorganization).	FOR	AGAINST

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*The beginning of the voting bulletin is on the previous page*

<p><b>3) Regarding the approval of the New Wording of the company resulting from the reorganisation Articles of Association.</b></p>		
<p>To approve the Articles of Association of the public joint-stock company Invaldos Nekilnojamojo Turto Fondas which after the reorganization continues its operations under the new name -public joint-stock company INVL Baltic Real Estate.</p>	FOR	AGAINST
<p>To authorise Andrius Daukšas to sign the Articles of Association of the public joint-stock company Invaldos Nekilnojamojo Turto Fondas which after the reorganization continues its operations under the new name -public joint-stock company INVL Baltic Real Estate.</p>		
<p><b>4) Regarding the formation of audit committee of the company resulting from the reorganization, the approval of audit committee formation and rules of activity, the election of members and the setting of remuneration for the independent member of audit committee.</b></p>		
<p>Considering that the Company's resulting in the reorganization securities will be traded on a regulated market operating in the Republic of Lithuania, to approve the decision of shareholder of the company resulting in the reorganization:</p> <p>4.1. to form the audit committee in the company resulting from the reorganization of two members;</p> <p>4.2. to approve the rules of audit committee of the company resulting from the reorganization formation and activity;</p> <p>4.3. to elect Danutė Kadanaitė and Tomas Bubinas (independent member of audit committee) as the members of audit committee of the company resulting from reorganization;</p> <p>4.4. to set the remuneration of work in audit committee for the independent member of audit committee not more than EUR 145 for an hour. To authorise the board of the company resulting from the reorganization to set the procedure of paying the remuneration for the independent member of audit committee.</p>	FOR	AGAINST
<p><b>5) Regarding the set of annual financial statements of the company resulting from the reorganization for the carrying out of the audit and the setting of conditions for payment for audit services.</b></p>		
<p>To approve the decision of shareholder of the company resulting in the reorganization to enter into contract with private limited liability company PricewaterhouseCoopers (code 111473315) for carrying out the audit of 2015, 2016 and 2017 set of annual financial statements, setting 10 550 EUR remuneration for each year of the set of annual financial statements audit (value-added tax is calculated and paid additionally according the procedures laid down in legal acts). To authorise the manager of the company resulting from the reorganization to reconcile other conditions (including remuneration of additional services) of contract of audit services.</p>	FOR	AGAINST
<p><b>6) Regarding the registered office address of the company resulting from the reorganization.</b></p>		
<p>To approve the decision of shareholder of the company resulting in the reorganization to change the registered office address and to register the office at municipality of Vilnius, Vilnius city, Šeimyniškių str. 1A.</p>	FOR	AGAINST
<p><b>7) Regarding the removal of the board of the company resulting from the reorganization and the election of the new board.</b></p>		
<p>To approve the decision of shareholder of the company resulting in the reorganization to remove the board of the company <i>in corpore</i> and to elect Alvydas Banys, Andrius Daukšas and Indrė Mišeikytė as the members of the new board.</p>	FOR	AGAINST

\_\_\_\_\_  
(Name, surname or title of shareholder or it's representative)

\_\_\_\_\_  
(signature)

Date \_\_\_\_\_ [day] \_\_\_\_\_ [month] 2015