

IPAS "Indexo" March 25, 2024, draft resolutions of the Annual Shareholders' Meeting

On 1 March 2024 the Management Board of IPAS "Indexo", registration number: 40203042988, legal address: Elizabetes street 13 - 1A, Riga, LV-1010, Latvia (hereinafter - Company), announced a notification on convocation of the Annual Shareholders' Meeting.

Taking into account the above mentioned, the Company's Management Board has determined and has submits for the approval to the Annual Shareholders' Meeting of 25 March 2024 the following draft resolutions considering the announced point of the Shareholders meeting's agenda.

I. Operational issues of the Company:

1. Reports of the Company's Management Board, Council and auditor.

Note the reports of the Company's Management Board, Council and auditor.

2. Approval of the Company's Consolidated and Annual Report for the year 2023 and related documents of the Company.

- 1) To approve the Consolidated and Company's Annual Report for the year 2023.
- 2) To approve the Corporate Governance Report for the year 2023.
- 3) To approve the Remuneration Report of the Company's Management Board and the Council for 2023.

3. Election of an auditor for the year 2024.

To elect PricewaterhouseCoopers SIA, registration number: 40003142793, legal address: Krišjāņa Valdemāra iela 21-21, Rīga, Latvija, LV-1010, as the Company's auditor of the Annual Reports for the year 2024 in accordance with the expressed offer.

4. Determination of the auditor's remuneration.

To determine the total remuneration for the auditor for audit of the Annual Reports for the year 2024 up to the amount of EUR 102 950 EUR (one hundred two thousand nine hundred fifty euros) with addition of applicable VAT, and to instruct the Management Board of the Company to decide on the total remuneration for the auditor of the Annual Reports for the year 2024, taking into account the set limit of the remuneration, as well as to authorize the Management Board of the Company to sign the agreement with the elected Company's auditor for the audit of the Annual Reports of the Company for the year 2024.

5. Approval of Remuneration Policy.

To approve the INDEXO Group's Remuneration Policy, which replaces the policy of IPAS "Indexo" for remuneration of IPAS "Indexo" Council, Management Board members and employees', that has been approved by the Shareholders' Meeting of IPAS "Indexo" on March 24, 2022.

II. Corporate and general decisions related to raising capital:

6. Approval of amendments to the Articles of Association and the new edition of the Articles of Association.

- 1) To approve amendments to the Articles of Association of the Company.
- 2) To approve new edition of the Articles of Association of the Company.
- 3) To designate the Management Board of the Company as responsible to submit all the necessary documents for the registration of amendments to the Articles of Association to the Register of Enterprises of the Republic of Latvia and perform other actions required to execute the decisions taken.

7. Cancellation of the Company's shareholders' pre-emptive rights.

To cancel the Company's shareholders' preemptive rights regarding the Company's newly issued shares, that will be issued based on authorization provided to the Management Board by Article 3.6. of the new edition of the Articles of Association within five years from the approval of the Articles of Association to take a decision on the issue of new shares of the Company in the amount of up to 375,000 (three hundred seventy-five thousand) shares that will be sold at a price not less than EUR 12 (*twelve euros*) per share.

8. The registration of the new dematerialized shares, that will be issued based on the authorization granted to the Management Board by the Article 3.6 of the new edition of the Article of Association to issue of up to 375,000 shares (three hundred seventy-five thousand shares) in Nasdaq CSD SE (central securities depository) and listing and trading of those shares on the Baltic Regulated Market (on the Baltic main List).

To approve the registration of the new dematerialized shares, that will be issued based on the authorization granted to the Management Board by the Article 3.6 of the new edition of the Article of Association to issue of up to 375,000 shares (three hundred seventy-five thousand shares), in Nasdaq CSD SE (central securities depository) and listing and trading of those shares on the Baltic Regulated Market (on the Baltic main List).

9. Authorization of the Management Board with regards to capital increase, that will be provided based on the authorization granted to the Management Board by Article 3.6. of the new edition of the Article of Association:

- 1) To designate the Management Board of the Company with regards to capital increase, that will be performed based on authorization granted to the Board by Article 3.6. of the new edition of the Article of Association, to prepare, approve and submit all the documents, including rules of share capital increase, to the Register of Enterprises of the Republic of Latvia and to perform other actions required for execution of the decision necessary for the share capital increase.
- 2) To authorize the Management Board of the Company on its own discretion to take a decision on the type of share offer – to make a public offer of shares or a closed (private) offer of shares with respect to shares that will be issued by the Management Board during the share capital increase based on the authorization granted to the Management Board by the Article 3.6. of the new edition of the Articles of Association, as well as to sign all documents and perform all actions necessary for the public and/or closed (private) issue of the shares, including signing the prospectus of the public offer of the shares, making and approving corrections and changes to the prospectus of the public offer of shares if necessary as well as amendments, perform all necessary actions for registration (approval) of the prospectus of the public offer of shares with the Bank of Latvia, perform all necessary actions for the closed (private) offer of shares and sign the documents necessary for the closed (private) offer of shares.
- 3) To authorize the Management Board of the Company to perform all necessary actions for the registration of the Company's shares in the Nasdaq CSD SE securities settlement system and for listing of those shares on the Baltic Regulated Market (on the Baltic Main List).

III. Amendments to the Company's existing personnel option programs:

10. To amend the terms of issue of the Company's personnel options approved by the Company's shareholders' meeting on March 24, 2022 (Personnel Option Program 2022).

To approve the new version of the terms of issue of the Company's personnel options from March 24, 2022 (Personnel option program 2022).

11. To amend the terms of issue of the Company's personnel options approved by the Company's shareholders' meeting on March 24, 2022 (Personnel Option Program 2021).

To approve the new version of the terms of issue of the Company's personnel options from March 24, 2022 (Personnel option program 2021).

Management Board of IPAS "Indexo".