

NOTIFICATION REGARDING CONVOCAATION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF INVESTMENT COMPANY WITH VARIABLE CAPITAL “OMX BALTIC BENCHMARK FUND”, ITS AGENDA AND DRAFT DECISIONS

By decision of uždaroji akcinė bendrovė „Orion Asset Management“, legal entity code: 111707985, registered office address: Antano Tumėno street 4, Vilnius, the Republic of Lithuania (hereinafter – the **Management Company**) and by the initiative of the Supervisory Board of investment company with variable capital “OMX Baltic Benchmark Fund” legal entity code 111713358, registered office address: Antano Tumėno street 4, Vilnius, the Republic of Lithuania (hereinafter – the **Company**), the extraordinary general meeting of the shareholders of the Company is being convened **on the 29th of May, 2020, at 10 a.m.** (hereinafter – the **Meeting**). The Meeting will take place at Antano Tumėno street 4, Vilnius, the Republic of Lithuania. Meeting record date: the 22nd of May, 2020.

The right to participate and to vote in the Meeting may be exercised only by those who are registered as the shareholders at the end of the Meeting record day, or persons duly authorised by the shareholders, or other persons who have a right to vote in accordance with the agreements executed with the shareholders.

By the resolution of the Government of the Republic of Lithuania of 14th of March, 2020, “Regarding Pronouncement of the Quarantine in the Territory of the Republic of Lithuania” No 207 (with latest amendments) (hereinafter – the Resolution), the quarantine regime in the Republic of Lithuania had been pronounced. In accordance with the Resolution, the quarantine regime will still be in force on the day of the Meeting, therefore the shareholders and other abovementioned persons are kindly asked to vote in advance by filling in the general voting ballot which is to be found on the website of the Management Company via www.am.orion.lt. In the event the shareholder has a right to submit or receive documents or information in the office of the Management Company, the shareholder is kindly asked, if possible, to opt for another indicated option. Persons willing to come and participate in the Meeting have to inform the Management Company no later than 3 days prior the Meeting so that the necessary precautions are taken.

A. Agenda of the Meeting and its draft decisions

Agenda of the Meeting and its draft decisions:

- 1. *Regarding election of the members of the Supervisory Board of investment company with variable capital “OMX Baltic Benchmark Fund”.***
 - 1.1. To elect the following persons as the members of the Supervisory Board of investment company with variable capital “OMX Baltic Benchmark Fund” for the term of 4 (four) years:*
 - 1.1.1. Mykantas Urba (personal code and address of residence are not published);*
 - 1.1.2. Arnas Vizbaras (personal code and address of residence are not published);*
 - 1.1.3. Simonas Daukintis (personal code and address of residence are not published).*
 - 1.2. To establish that the elected members of the Supervisory Board of investment company with variable capital “OMX Baltic Benchmark Fund” will take the office on the next day the Bank of Lithuania approves their candidacies.*
 - 1.3. To assign the General Director of the Management Company uždaroji akcinė bendrovė “Orion Asset Management” (or his duly authorised persons) to refer to the Bank of Lithuania for the approval of the candidacies of the aforementioned persons.*
 - 1.4. To authorise the General Director of the Management Company uždaroji akcinė bendrovė “Orion Asset Management” (or his duly authorised persons) to sign, present and receive all and any documents and to exercise all the necessary actions in order to implement the aforementioned assignments.*

B. Voting procedure

Organizer of the Meeting does not allow to participate and to vote in the Meeting through electronic communication means.

Draft decisions on the agenda of the Meeting, documents which will be submitted to the Meeting, and the information related with implementation of the rights of the shareholders is published on the website of the Management Company www.am.orion.lt. Please select the general menu, then column on the top named „Funds“ and choose the Company name. Having had a prior appointment, this information and documents are also available for the shareholders at the office of the Management Company.

While registering to participate in the Meeting, the shareholders or other persons authorised by the shareholders must provide their identity documents. Persons authorized by the shareholders, must present the authorization (Power of Attorney). Power of Attorney which has been issued by a natural person, must be approved by a notary. Power of Attorney which has been issued in a foreign country, must be translated into Lithuanian language and legalized according to the applicable legal acts. An authorized person may be authorized by more than one shareholder and can vote separately in accordance with the indication of each of the shareholders.

There is no specific form of Power of Attorney approved for the Meeting.

Shareholder can authorize a natural or legal person to participate and vote in the name of the shareholder at the Meeting via electronic communication means. This Power of Attorney is not required to be approved by a notary. Power of Attorney which has been issued using electronic communication means, must be confirmed by the electronic signature of the shareholder (using safe and certified software). Shareholder must inform the Management Company about the Power of Attorney which has been issued using electronic communication means by its email oam@orion.lt, no later than before 4.00 p.m. on the last business day prior the Meeting. Power of Attorney and notification must be of the written form. Power of Attorney and notification must be signed by the electronic signature of the shareholder (not the email itself should be signed). Shareholder who provides notification must also indicate a respective website, where the software which shall be used to inspect the validity of the electronic signature can be downloaded for free.

If the shareholder requires, the Management Company sends a general voting ballot by registered mail or hand it in under a signature, no later than 10 days before the Meeting. General voting ballot must be signed by the shareholder or the authorized person. If ballot has been signed by the authorized person, additional document proving the right to vote must be attached.

Filled in and signed general voting ballot must be submitted to the Management Company. It must be sent by registered mail or, having had a prior appointment, presented to the office of the Management Company, or signed by a qualified electronic signature and sent by email via oam@orion.lt. A duly filled in ballot will be valid if received before the Meeting.

The following information shall be found on the website of the Management Company www.am.orion.lt (please select the general menu, then column on the top named „Funds“ and choose the Company name):

- Notification Regarding Convocation of the Meeting;
- Draft decisions on the agenda of the Meeting and documents submitted to the Meeting;
- General voting ballot.

C. Procedure of submission of questions, supplements of agenda and draft decisions

The shareholders with voting rights of at least 1/20 of the all votes, shall have a right to propose additional items to the agenda of the Meeting. In order to supplement the agenda, the shareholders shall present the draft decisions with regards to the additional proposals. When there is no decision to be taken, the shareholders shall then add the explanatory material. Proposals to supplement the agenda must be submitted in written or must be e-mailed. Proposals which are submitted in written, shall be, having had a prior appointment, presented to the office of the Management Company on business days or shall be sent via registered mail. Proposals which are submitted by email shall be sent via oam@orion.lt. Proposals must be presented no later than 14 days prior the Meeting. If agenda of the Meeting will be supplemented, the shareholders will respectfully be notified no later than 10 days before the Meeting by the same means as regarding the Meeting.

The shareholders with voting rights of at least 1/20 of the all votes, shall have a right to propose new draft decisions to the items, which are already included in the agenda of the Meeting. Proposals shall be submitted in written or shall be e-mailed. Proposals in written shall be, having had a prior appointment, presented to the office of the Management Company on business days or sent via registered mail. Proposals submitted by email shall be sent via oam@orion.lt. Meeting will consider new draft decision proposals on the agenda of the Meeting if they will be received before 3 p.m. of the 28th of May, 2020. Proposals submitted in written may also be presented to the chairman of the Meeting after the announcement of agenda, but no later than before shareholders begin consideration of the items indicated in the agenda.

Shareholders have a right to prior (no later than 3 business days prior the Meeting) submission of questions regarding the items on the agenda of the Meeting. Questions shall be submitted in written or by the email. Questions submitted in written shall be, having had a prior appointment, presented to the registered office of the Management Company or sent via registered mail. Questions submitted by email shall be sent via oam@orion.lt.