

NOTIFICATION REGARDING CONVOCAION 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 management company **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 20th of November, 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 13th of November, 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.

With respect to the quarantine regime pronounced in the Vilnius City Municipality and the state of emergency pronounced in the Republic of Lithuania due to the COVID-19, as well as the restrictions related to them, we are kindly asking participate and to vote in the Meeting in advance by filling in the general voting ballot which is to be found on the website of the Management Company www.am.orion.lt. In the event a person has a right to submit or receive documents and (or) information in the office of the Management Company, we are kindly asking to opt for another indicated option. Should you have any questions with regards to the organization or participation in the Meeting, please address the Management Company via oam@orion.lt.

A. Agenda of the Meeting and its draft decisions

Agenda of the Meeting and its proposed draft decisions:

- 1. *Regarding election of the audit company and establishment of conditions with respect to payment for the audit services.***
 - 1.1. To elect the audit company UŽDAROJI AKCINĖ BENDROVĖ "ERNST & YOUNG BALTIC" to conduct the audit of the annual financial statements of the Company.*
 - 1.2. To establish, in accordance with the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”, that payment for audit services shall not amount in more than 8688,60 EUR, excluding the remuneration for the additional counselling.*
- 2. *Regarding approval of a new version of the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”, authorization and referral to the Bank of Lithuania.***
 - 2.1. To approve the new version of the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”.*
 - 2.2. To authorize the CEO of management company uždaroji akcinė bendrovė “Orion Asset Management” or another his authorized person to sign the new version of Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”.*
 - 2.3. To assign the CEO of management company uždaroji akcinė bendrovė “Orion Asset Management” or his authorized persons to refer to the Bank of Lithuania for the permission to amend the Articles of Association of investment company with variable capital “OMX Baltic Benchmark Fund”.*

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

B. Voting procedure

The Management Company does not allow to participate and to vote in the Meeting through electronic communication means.

If the shareholder requires, the Management Company also 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.it. A duly filled in ballot will be valid if received before the Meeting.

While registering to participate in the Meeting in person, 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.

The 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 email oam@orion.it, no later than before 3 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.

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 shall be submitted in written or shall 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.it. 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 prior 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.it. Meeting will consider new draft decision proposals on the agenda of the Meeting if they will be received before 3 p.m. of the 19th of November, 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.it.