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| **LITGRID AB**  Code 302564383  Registered seat address Karlo Gustavo Emilio Manerheimo g. 8, Vilnius, Lithuania  Data on the company are collected and stored in the Register of Legal Entities  (hereinafter referred to as the ‘Company’) |

**GENERAL BALLOT PAPER**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 30 APRIL 2024**

**SHAREHOLDER’S DETAILS**

Please provide data about the voting shareholder in the table below:

|  |  |
| --- | --- |
| Shareholder’s name, surname (legal entity name):  **Name, surname/Legal entity name** | Shareholder’s personal number (legal entity code):  **Personal number/Legal entity code** |
| Number of shares held by the shareholder:  **Number of shares** | |

**VOTING ON PROCEDURAL ITEMS**

Please tick your vote in the table below: “FOR” or “AGAINST”.

|  |  |  |  |
| --- | --- | --- | --- |
| **Seq. No.** | **Procedural item** | **Voting** | |
|  | To elect the following person as the chair of the General Meeting of Shareholders: **Name, surname** | **FOR** | **AGAINST** |
|  | To elect the following person as the secretary of the General Meeting of Shareholders: **Name, surname** | **FOR** | **AGAINST** |
|  | To elect the following person as a person responsible for carrying out of actions specified in Article 22(2) and (3) of the Republic of Lithuania Law on Companies: **Name, surname** | **FOR** | **AGAINST** |

**VOTING ON AGENDA ITEMS**

Please tick your vote in the table below: “FOR” or “AGAINST”. [When electing the members of the Board, please enter the number of votes cast in the row of the candidate whom you vote for, in the right column of the table.]

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Seq. No.** | **Agenda item** | **Proposed draft decisions** | **Voting** | |
|  | Regarding Annual Report of LITGRID AB for 2023 | The decision of the General Meeting of Shareholders is not required. The Board submits the annual report for 2023 for hearing at the General Meeting of Shareholders. |  |  |
|  | Regarding independent auditor’s conclusion on LITGRID AB financial statements and annual report for 2023 | A decision of the General Meeting of Shareholders is not required. The General Meeting of Shareholders should take into consideration the opinion presented in the independent auditor’s report for LITGRID AB shareholders when deciding on approval of LITGRID AB complete set of financial statements for 2023. |  |  |
|  | Regarding the approval of the set of financial statements of LITGRID AB for 2023 | To approve the financial statements of LITGRID AB of 2023. | **FOR** | **AGAINST** |
|  | Regarding the approval of the distribution of profit of LITGRID AB for 2023 | To approve the distribution of profit for the year 2023 of LITGRID AB. |  |  |
|  | Regarding the approval of the remuneration report of LITGRID AB for 2023 | To approve the remuneration report of LITGRID AB of 2023, which is part of the annual report of LITGRID AB for 2023. |  |  |
|  | Regarding the approval of the new version of the Articles of Association of LITGRID AB | 6.1. To approve the new version of LITGRID AB Articles of Association.  6.2. To authorise the Chief Executive Officer of LITGRID AB (with the right to sub-delegate) to sign the amended Articles of Association in accordance with the procedure established by legal acts and to register them in the Register of Legal Entities of the Republic of Lithuania, to submit and collect documents, to perform all necessary actions related to the implementation of this decision of the General Meeting of Shareholders. |  |  |
|  | Regarding the approval of the updated Remuneration Policy of LITGRID AB Chief Executive Officer and Board members | 7.1. Approve the Remuneration policy for the LITGRID AB Chief Executive Officer and Board members in its new version.  7.2. To authorize and obligate the Chief Executive Officer of LITGRID AB to publicly announce the approved Remuneration Policy as stipulated by the Law on Companies of the Republic of Lithuania. |  |  |
|  | Election of Board members | 8.1. From 30 April 2024 to elect the candidates who received the most votes at the Company's General Meeting of Shareholders to the Board of LITGRID AB for a term of 4 (four) years.  7.2. To authorise (with the right to sub-delegate) the Chief Executive Officer of LITGRID AB to notify the Register of Legal Entities of the Republic of Lithuania of the election of new members of the Board, to register the changed data in the Register of Legal Entities of the Republic of Lithuania and to perform all other related actions. |  |  |
|  | Regarding the determination of the conditions of the Board's activity | 9.1. Approve the updated standard contract of a Board member regarding activities on the Board of LITGRID AB.  9.2. To authorize (with the right to sub-delegate) the Chief Executive Officer of LITGRID AB to sign the standard contract on the activity of a member of the Board of LITGRID AB with the newly elected members of the Board on behalf of LITGRID AB no later than within 5 (five) days from the day of the adoption of this decision. |  |  |
|  | Determination of remuneration amounts for members of the Board of LITGRID AB and the operating budget of the Board in 2024 and subsequent years | 10.1. To establish that remuneration is not paid to the member of the Board delegated by the holding company UAB EPSO-G.  10.2. Set these from 30 April 2024 applicable fixed monthly remuneration to be paid to the members of the Company's Board, which are in accordance with the Guidelines for determining remuneration for activities in the bodies of UAB EPSO-G and UAB EPSO-G group companies, approved by the decision of the sole shareholder of UAB EPSO-G, the Ministry of Energy of the Republic of Lithuania (hereinafter – Remuneration Guidelines), the established criteria, the amounts without deducting the payable taxes:   |  |  | | --- | --- | | **Position** | **Monthly fixed amount of remuneration (Eur)** | | Chairperson (independent) | 4 490 | | Board Member (independent) | 3 368 | | Board Member (public servant), if the public servant does not attend and does not perform activities in the collegial body of another SE / SOE and/or ME / MOE\* | 2 694 | | Board Member (public servant), if the public servant attends and performs activities in the collegial body of another SE / SOE and (or) ME / MOE. | 1 684 |   \* SE – State Enterprise, SOE – State-owned Enterprise, ME – Municipal Enterprise, MOE – Municipally-owned Enterprise  10.3. To determine that in the event that a member of the Company's Board is elected as the Chairperson of the Company's Board or a member of the Company's Board is recalled/resigns from the position of Chairperson of the Board and/or a public servant is elected or recalled/resigns from the position of a member of the Board of another SE/SOE or ME /MOE in a collegial body, the remuneration of such a member of the Board of the Company is amended without a separate decision of the General Meeting of Shareholders of the Company, taking into account the amounts of remuneration of the members of the Board of the Company determined above by the decision of the General Meeting of Shareholders of the Company.  10.4. To amend the part of the decision of the Extraordinary General Meeting of Shareholders of the Company of 22 December 2022 "The determination of the amounts of remuneration for the members of the Board of LITGRID AB and the determination of the budget for the Board for the year 2023 and the subsequent years" and to determine, taking into account the remuneration amounts to be paid to the Board Members of the Company, that:  10.4.1. total annual budget for the year 2024 for the remuneration of the Board Members of the Company and additional expenses of the Company intended to ensure the activities of the Board is 113 089 Eur;  10.4.2. as long as the amounts of remuneration of the Board Members and the principles of determining the remuneration of the Board Members set out in points 10.2 and 10.3 of this decision are in force, the budget of the Company's Board activity for the relevant year is determined and/or changed automatically (without the adoption of separate decisions of the General Shareholders' Meeting), taking into account the requirements of such budgeting and (or) at the time of the change, the positions held by the Board Members of the Company who meet the criteria set out in the Remuneration Guidelines and, accordingly, the amounts of remuneration to be paid according to them, as well as additional costs intended to ensure the regulation of the Board's activities, if the Company does not apply for a change in the size of the budget for the activities of the Board. |  |  |

By signing this ballot paper, the shareholder also confirms proper and timely provision of information on the convened General Meeting of Shareholders of the Company, and that the shareholder has no claims as to the convocation of the General Meeting of Shareholders; the shareholder also confirms that he has been furnished with all information/documents required for voting on each agenda item.

Name, surname/Legal entity name,

representative’s name, surname, position: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature and date of signing: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Title, date and number of the document

granting the right to vote

(if the ballot paper is signed by person

other than the shareholder’s manager): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_