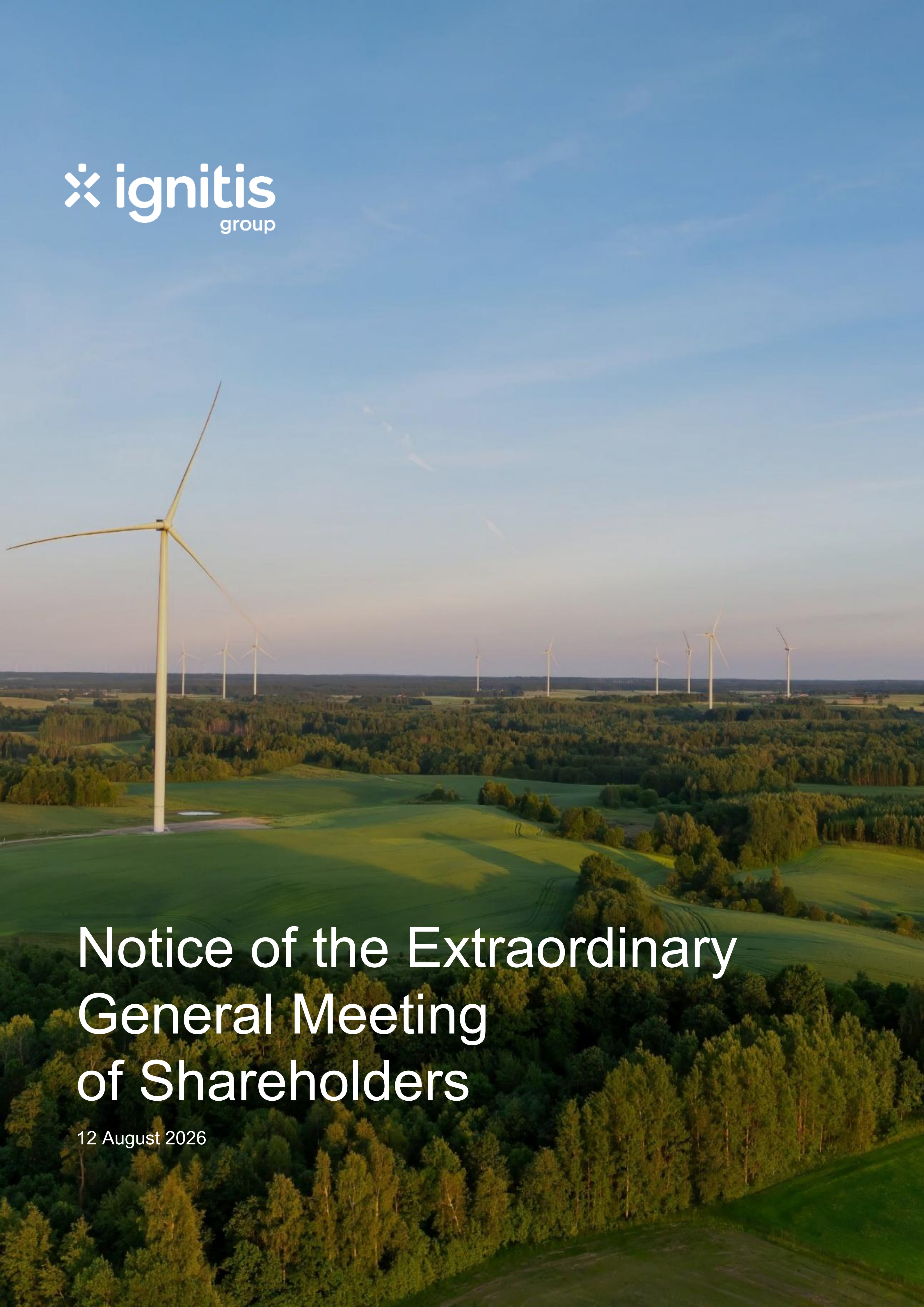

Notice of the Extraordinary General Meeting of Shareholders

12 August 2026

Extraordinary General Meeting of Shareholders of AB "Ignitis grupė"

On 12 August 2026, the Management Board of AB "Ignitis grupė" (hereinafter – the Group or AB "Ignitis grupė"), legal entity code 301844044, registered office address Laisvės Ave. 10, Vilnius, decided to convene the Extraordinary General Meeting of Shareholders (hereinafter – EGM) of the Group to be held on:

9 September 2026, 16:00 (Vilnius time) at

Business Garden Vilnius verslo centras, Laisvės Ave. 10, Vilnius, LT-04215

Registration starts at 15:20 and closes at 15:45 (Vilnius time)

EGM agenda and proposed resolutions are as follows:

No.	Item	Proposed resolution	Supplementary information
1.	Agreement to AB "Ignitis grupė" consolidated interim management report for the six-month period ended 30 June 2026.	1.1. To agree to AB "Ignitis grupė" consolidated interim management report for the six-month period ended 30 June 2026.	Link
2.	Approval of the set of interim condensed financial statements of AB "Ignitis grupė" for the six-month period ended 30 June 2026.	2.1. To approve the set of interim condensed financial statements of AB "Ignitis grupė" for the six-month period ended 30 June 2026.	Link
3.	Allocation of dividends to the shareholders of AB "Ignitis grupė" for the period ended 30 June 2026, which is shorter than the financial year.	3.1. To allocate a dividend of EUR 0.704 per ordinary registered share of AB "Ignitis grupė" to the shareholders of AB "Ignitis grupė" and pay dividends of EUR 50,961,827.84 in total to the shareholders for the six-month period ended 30 June 2026.	Annex 1
4.	Approval of the new version of the Articles of Association of AB "Ignitis grupė" and the power of attorney.	4.1. To approve the new version of the Articles of Association of AB "Ignitis grupė" (attached). 4.2. To authorise the Chief Executive Officer of AB "Ignitis grupė" or another person authorised by him to sign the Articles of Association and to perform all actions necessary for the implementation of this resolution.	Annexes 2-4

Share capital and voting rights

The Group's share capital is EUR 1,616,445,476.80, divided into 72,388,960 ordinary registered shares with a nominal value of EUR 22.33 per share. Each share carries one vote.

Supplementing the agenda

The agenda for the EGM of the Group may be supplemented at the initiative of shareholders whose shares held in the Group carry at least 1/20 of all votes at the EGM of the Group. The proposal to supplement the agenda of the respective EGM shall be accompanied by draft resolutions or, where no resolutions have to be passed, by explanations on each proposed agenda item for the EGM. The agenda shall be supplemented if the proposal is received no later than 26 August 2026 (inclusive).

Shareholders whose shares held in the Group carry at least 1/20 of all votes at the EGM shall have the right to propose, at any time before or during the EGM of the Group, new draft resolutions on issues that are included or will be included in the agendas of the EGM of the Group.

Proposals on the supplementation of the respective agenda or relevant draft resolutions shall be submitted in writing to the Group, Laisvės Ave. 10, Vilnius, or by e-mail IR@ignitis.lt.

Record date of attendance and voting rights

The Group notes that the right to participate in the EGM shall be granted to those persons who are shareholders of the Group at the end of the record date, i.e. at the end of 2 September 2026. The ex-date, from which the Group's ordinary registered shares purchased on the stock exchange with the T+2 settlement cycle does not grant the right to participate in the EGM, is 1 September 2026.

Furthermore, attendance at the EGM is at the discretion of the shareholder.

Voting

A shareholder or shareholder's authorised representative who is unable to attend the EGM may vote in writing in advance (by filling in and submitting the general ballot paper).

Obtaining a general ballot paper

- It may be downloaded from the Group's website: www.ignitisgrupe.lt, *or*
- Upon a written request, the Group shall send a general ballot paper by registered mail or deliver it to the shareholder with a signed acknowledgement of receipt at least 10 days prior to the EGM (i.e. by 30 August 2026 (inclusive)).

Ways of submitting a general ballot paper

- A general ballot paper, completed and signed by qualified electronic signature, shall be submitted by emailing IR@ignitis.lt, *or*
- A general ballot paper, completed and signed in wet ink signature, shall be submitted to the Group by registered mail or delivered to: AB "Ignitis grupė", Laisvės Ave. 10, Vilnius, LT-04215, Lithuania, attn. Ainė Riffel-Grinkevičienė, no later than before the EGM, i.e., no later than 9 September 2026, 15:45 (Vilniaus time).

Important: if the general ballot paper is signed by an authorised person, a document confirming the right to vote must be submitted as well.

- Detailed instructions on signing and submitting the general ballot paper to the Group are also available on the Group's website: www.ignitisgrupe.lt.

The Group shall reserve the right not to include the advance vote of a shareholder or the shareholder's authorised representative if the submitted general ballot papers do not conform to the provisions of Article 30(3) and (4) of the Law on Companies of the Republic of Lithuania or they are received after the end of the deadline or filled in such a manner that it is impossible to establish the true will of the shareholder on a separate issue.

Voting under the power of attorney

Persons shall have the right to vote under the power of attorney in the EGM. The power of attorney shall state in a written document that one person (the principal) grants to another person (the authorised representative) the right to represent the principal in establishing and maintaining relation with third parties:

- An authorisation to perform actions on behalf of a natural person that pertain to legal entities must be notarised unless it is issued via information technology means and registered in the Register of Powers of Attorney.
- Shareholders entitled to attend the EGM shall have the right to authorise a natural person or a legal entity using electronic means of communication to attend and vote on their behalf at an EGM. Such authorisation does not need to be notarised. The Group shall acknowledge authorisation granted by electronic means of communication only if the shareholder signs it by electronic signature generated by safe software and certified by a qualified certificate applicable in the Republic of Lithuania, i.e., if the security of the conveyed information is ensured and the identity of the shareholder can be established.

The shareholder must notify the Group in writing about granted authorisation by electronic means of communication.

A power of attorney issued abroad must be legalized or certified with an apostille and translated into Lithuanian, in accordance with the procedure established by law. The Group does not establish a special form of power of attorney. Authorised representatives must hold the power of attorney as provided by law, which must be submitted before the EGM.

The authorised representative shall enjoy the same rights in the convened EGM as the represented shareholder would.

Shareholders' questions

Any shareholder of the Group may submit questions related to the agenda of the EGM of the Group. Such questions must be submitted by e-mail to IR@ignitis.lt or delivered to the Group, Laisvės Ave. 10, Vilnius, Lithuania, attn. Ainė Riffel-Grinkevičienė no later than 3 working days before the EGM (or by 4 September 2026 inclusive).

After receiving the questions, the answers will be provided to the Group's shareholders in accordance with the procedure established by the Law on Companies of the Republic of Lithuania, i.e., at the same time for all shareholders of the Group prior to the EGM in the form of questions and answers on the Group's website: www.ignitisgrupe.lt.

The Group may refuse to present answers to the questions submitted by a shareholder if they are related to the Group's commercial/industrial secret or confidential information and must inform the shareholder thereof unless the shareholder who has submitted the question cannot be identified.

Webcast

The EGM will not be webcasted.

Language

The EGM will be conducted in Lithuanian.

Available information

Information and documents related to the EGM are publicly available on the Group's website: www.ignitisgrupe.lt and on the Nasdaq Vilnius and London stock exchanges.

Other information

The members of Supervisory Board, members of the Management Board ant the Group's CEO are entitled to attend and speak at the EGM.

During the EGM on 9 September 2026, participation and voting will not be conducted through electronic means of communication.

Annex 1. Regarding the allocation of dividends to the shareholders of AB "Ignitis grupė" for the period ended 30 June 2026, which is shorter than the financial year.

Group's Dividend Policy (hereinafter – the Dividend Policy), which was approved by the AB "Ignitis grupė" Management Board on 3 September 2020, provides a minimum increase of 3% for each subsequent financial year.

In accordance with the Dividend Policy, the Group paid EUR 98.9 million in dividends for the financial year 2025. Under the Dividend Policy, the Group should pay at least EUR 101.9 million in dividends, or EUR 1.408 per ordinary registered share, for the financial year 2026. Following the application submitted by the Ministry of Finance of the Republic of Lithuania (the Majority Shareholder) on 11 August 2026 proposing the allocation of dividends for the first half of 2026, the Group proposes to allocate EUR 50,961,827.84 in total, or EUR 0.704 per ordinary registered share, for the six-month period ended 30 June 2026, representing 3.1% year-over-year dividend increase.

On 10 August 2026, the Audit and Risk Committee of the Group adopted a decision that taking into account the set of separate interim condensed financial statements of AB "Ignitis grupė" for the six-month period ended 30 June 2026, prepared by the management of AB "Ignitis grupė", and the information received by the Audit and Risk Committee, which monitors the financial reporting process, the Audit and Risk Committee is not aware of anything significant that would suggest that these financial statements could not be submitted to the bodies of AB "Ignitis grupė" for further acknowledgement and approval.

According to Article 19.10 of the Articles of Association of AB "Ignitis grupė", the EGM makes a decision to approve the set of interim financial statements prepared for the purpose of making decision on the allocation of dividends for the period shorter than financial year. Article 32(1)(8) of the Law on Companies of the Republic of Lithuania and Article 31.6 of the Articles of Association of AB "Ignitis grupė" provide that the Supervisory Board of AB "Ignitis grupė" submits its comments and proposals to the EGM regarding a draft decision on the allocation of dividends for a period shorter than the financial year, the set of interim financial statements and the consolidated interim management report prepared for the purpose of making the decision.

Accordingly, having heard the information provided by the CEO and the Management Board of the Group and taking into account the opinion of the Audit and Risk Committee of the Group, the Supervisory Board of the Group submits the following proposals to the EGM:

- to agree to the consolidated interim management report of AB "Ignitis grupė" for the six-month period ended 30 June 2026;
- to approve the set of interim condensed financial statements of AB "Ignitis grupė" for the six-month period ended 30 June 2026;
- to allocate a dividend of EUR 0.704 per ordinary registered share of AB "Ignitis grupė" to the shareholders of AB "Ignitis grupė" and pay dividends of EUR 50.961.827,84 in total to the shareholders for the six-month period ended 30 June 2026.

Annex 2. New version of the Articles of Association of AB "Ignitis grupė"

The Company's Management Board proposes that the General Meeting of Shareholders approve the new version of the Company's Articles of Association, which includes the following amendments:

1. In order to enhance the effectiveness of the performance of the Company's Supervisory Board, it is proposed to clarify the competence of the Company's Supervisory Board by stipulating that the Company's Supervisory Board shall submit its opinion to the Company's Management Board only on the nomination for the position of Chief Executive Officer of the Company.

Currently, Article 31.12 of the Company's Articles of Association provides that the Company's Supervisory Board shall submit an opinion to the Company's Management Board (which approves nominations for positions of members of the management and/or supervisory bodies of all companies of the Company's group of companies) on nominations for the positions of Chief Executive Officer of the Company and members of the management and/or supervisory bodies of the four main subsidiaries directly controlled by the Company: AB "Energijos skirstymo operatorius", AB "Ignitis gamyba", UAB "Ignitis" and UAB "Ignitis renewables".

Selection processes for the members of the Board (a body elected by the general meeting of shareholders) of the Company's above-mentioned subsidiaries are carried out in accordance with the Description of the Selection of Candidates for the Collegial Supervisory or Management Body of a State or Municipal Enterprise, a State-Owned or Municipally Owned Company or its Subsidiary, as approved by Resolution No. 631 of the Government of the Republic of Lithuania of 17 June 2015; therefore, the transparency and compliance of the process of forming these Boards will continue to be ensured. Meanwhile, the oversight of the selection process for a single-person management body (the Chief Executive Officer) of the Company's above-mentioned subsidiaries will continue to be carried out by the Company's Management Board. The Supervisory Board's Nomination and Remuneration Committee will continue to oversee the application of diversity and inclusion principles when selecting candidates to the management and supervisory bodies of the Company's controlled companies, monitor succession planning for the Chief Executive Officers of the four subsidiaries, and assess whether the Group's governance model remains fit for purpose in ensuring the competencies required to implement the Group's strategy.

2. Given that the members of the Company's Supervisory Board and the members of the Company's Management Board have an obligation to declare their private interests both in the public register and in the Company's internal private interests declaration system, it is proposed to harmonise the processes and to clarify the provisions of the Company's Articles of Association regarding the obligation of the members of the Company's Supervisory Board and the members of the Company's Management Board to inform about any new circumstances that could give rise to a conflict of interest between a member of the Company's Supervisory Board or a member of the Company's Management Board and the Company by stipulating that, in such a case, a member of the Company's Supervisory Board or a member of the Company's Management Board must notify, in writing, the Company's Supervisory Board or the Company's Management Board, respectively, and the Company since a private interests management system is established in the Company's and the Group's internal legal acts (currently, Article 25 of the Company's Articles of Association provides that, in the event of any new circumstances that could result in a conflict of interest between the member of the Supervisory Board and the Company, the member of the Supervisory Board must immediately notify the Supervisory Board and the shareholders in writing of such new circumstances; similarly, Article 42 provides that the members of the Company's Management Board must immediately notify the Management Board and the Supervisory Board in writing of such new circumstances). The General Meeting of Shareholders and the Supervisory Board would continue to be informed about any new private interests of the members of the Company's Supervisory Board

or the members of the Company's Management Board in accordance with the procedure established by the legislation.

3. It is proposed to clarify the provisions of the Company's Articles of Association regarding the election of the Deputy Chair of the Company's Supervisory Board and the Deputy Chair of the Company's Management Board. Currently, Article 30 of the Company's Articles of Association provides that: "If the Chair of the Supervisory Board is absent or cannot hold office, the meetings of the Supervisory Board shall be convened and chaired by the oldest member of the Supervisory Board". The same principle applies to the substitution of the Chair of the Company's Management Board (Article 65.6 of the Company's Articles of Association). It is proposed that the collegial body which elects its Chair from among its members also decides on the election of the Deputy Chair (elects Deputy Chair from the members of the collegial body), replacing the currently applicable provision under which the Chair is substituted by the oldest member of the collegial body.

Accordingly, it is also proposed to supplement the provisions regulating situations in which votes are equally divided (both in the Company's Supervisory Board and in the Company's Management Board). Currently, it is provided that, in such a case, the Chair of the collegial body shall have the casting vote (Articles 35.6 and 65.8 of the Company's Articles of Association). It is proposed to supplement the Company's Articles of Association by providing that if, in the event of a tie, a meeting is chaired by a person substituting the Chair of the respective body, the member chairing the meeting shall have the casting vote.

4. The remuneration of members of the Company's Management Board who are also employees of the Company is determined in accordance with the Remuneration Policy of AB "Ignitis grupė" group of companies (hereinafter – the Remuneration Policy), which, pursuant to Article 20(1)(6) and Article 37(3) of the Law on Companies of the Republic of Lithuania, is approved by the Company's General Meeting of Shareholders. The Remuneration Policy sets out all remuneration elements applicable to employees serving as members of the Company's Management Board. In view of the above and given that the competence regarding the determination of remuneration is governed by the Law on Companies, it is proposed to remove from Articles 31.8 and 45 of the Company's Articles of Association the additional provisions related to the competence of the Company's Supervisory Board to determine the remuneration of members of the Company's Management Board.

5. For clarity and precision, it is proposed to clarify the competence of the Company's Management Board to analyse and assess, and the competence of the Company's Supervisory Board to consider and approve, the risk management plan (currently set out in Articles 31.2 and 51.6 of the Company's Articles of Association) by replacing the "risk management plan" with "top risks".

6. It is also proposed to clarify the competence of the Company's Supervisory Board set out in Article 31.10 of the Company's Articles of Association "to submit comments and proposals to the Management Board regarding the top priority strategic initiatives portfolio, long-term and annual sustainability plans of the Company's group of companies" and, taking into account that both long-term and annual planning documents are submitted to the Company's Supervisory Board, to remove the requirement for a separate decision of the Company's Supervisory Board (comments and proposals to the Company's Management Board) regarding the top priority strategic initiatives portfolio.

7. It is proposed to clarify the competence of the Company's Supervisory Board by introducing a provision analogous to Article 31.14 of the Company's Articles of Association, which is related to the audit of financial statements. Accordingly, taking into account the competence of the General Meeting of Shareholders (Article 19.5 of the Company's Articles of Association), it is also proposed, for clarity, to establish in the new Article 31.15 of the Company's Articles of Association the following competence of the Company's Supervisory Board

in relation to sustainability reporting assurance services: "to consider and submit proposals regarding the auditor, the audit firm or the independent sustainability reporting assurance service provider which shall be elected by the General Meeting for the provision of sustainability reporting assurance services".

8. It is proposed to clarify the competence of the Company's Management Board in relation to its decisions on the conclusion of transactions (Article 53 of the Company's Articles of Association) and to remove an exception that is no longer used in practice, namely: "except for cases where transactions meeting the criteria set out below are provided for in the operational budget of the Company".

9. It is also proposed to make other amendments of a clarificatory nature, e.g., harmonise the name of the Audit and Risk Committee; harmonise analogous provisions applicable to both the Company's Management Board and the Company's Supervisory Board; remove redundant regulation regarding the servicing of meetings of collegial bodies and the rules of procedure of the Company's Management Board; amendments related to clarificatory changes to the Law on Companies of the Republic of Lithuania, etc.

Annex 3. New version of the Articles of Association of AB “Ignitis grupė”

AB “IGNITIS GRUPĖ”
ARTICLES OF ASSOCIATION

CHAPTER I
GENERAL PROVISIONS

1. The name of the company shall be AB “Ignitis grupė” (hereinafter referred to as the Company).
2. The legal form of the Company shall be a public limited liability company.
3. The Company shall be an autonomous private legal entity with limited civil liability established for an unlimited period of time and operating under the laws of the Republic of Lithuania. The authorised capital of the Company is divided into parts called shares.
4. In carrying out its activities, the Company shall observe the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania and other legislation regulating the activities of public limited companies, as well as these Articles of Association.
5. The Company, together with the legal entities which are either directly or indirectly controlled by it, shall constitute the Company’s group of companies. The Company is the parent company of the Company’s group of companies. The Company shall not be liable for the obligations of the Company’s group of companies, and the Company’s group of companies shall not be liable for the obligations of the Company.
6. The financial year of the Company shall correspond to the calendar year.
7. The bodies of the Company are the General Meeting of Shareholders (hereinafter referred to as the General Meeting), the Chief Executive Officer of the Company (hereinafter referred to as the Chief Executive Officer), the Supervisory Board as the collegial supervisory body of the Company (hereinafter referred to as the Supervisory Board) and the Management Board as the collegial management body of the Company (hereinafter referred to as the Management Board).

CHAPTER II
OBJECTIVES AND OBJECTS OF THE COMPANY’S ACTIVITIES

8. The objectives of the Company’s activities are to perform the functions of patronage of the Company’s group of companies and pursue the objectives of the Company’s group of companies as set out in the National Agenda “National Energy Independence Strategy” and in legal acts regulating the Company’s activities, by ensuring socially responsible enhancement of the long-term value of the Company’s group of companies.
9. The objects of the Company’s activities shall be:
9.1. performance analysis of the companies of the Company’s group of companies, exercise of shareholder rights and obligations, setting of operational guidelines and operational rules, coordination of activities;
9.2. provision of services to the companies of the Company’s group of companies and financing of the companies of the Company’s group of companies;
9.3. representation of the Company’s group of companies.
10. The Company shall have the right to engage in activities which do not contradict the objectives of its activities and the laws of the Republic of Lithuania.
11. The bodies of the Company, in compliance with the provisions of laws, other legislation, these Articles of Association and the internal documents of the Company, must pursue the objectives of the Company’s activities and act for the benefit of the Company and all shareholders of the Company. In carrying out its activities, the Company shall also seek an appropriate return on the capital invested by a shareholder.

12. The Company may be a participant in other legal entities (except for associations) only if agreed by the General Meeting.

13. When managing the companies of the Company's group of companies, the Company shall determine operational guidelines, rules and indicators of the companies of the Company's group of companies as well as common policies of the Company's group of companies and shall address other matters regarding the management of the Company's group of companies, insofar as this is not contrary to the legislation.

CHAPTER III
AUTHORISED CAPITAL AND SHARES OF THE COMPANY

14. The authorised capital of the Company is EUR 1,616,445,476.80 (one billion six hundred and sixteen million four hundred and forty-five thousand four hundred and seventy-six euros and eighty cents), divided into 72,388,960 (seventy-two million three hundred eighty-eight thousand nine hundred sixty) ordinary registered shares with a nominal value of EUR 22.33 (twenty-two euros and thirty-three cents) per share.

15. The Company shall issue one class of shares – ordinary registered shares. All shares of the Company shall be uncertificated shares. Personal securities accounts of the Company's shareholders shall be maintained in accordance with the procedures established in the legal acts regulating the securities market.

CHAPTER IV
SHAREHOLDERS AND THE RIGHTS OF SHAREHOLDERS

16. The shareholders of the Company shall have property and non-property rights as laid down in laws, other legislation and these Articles of Association.

17. The management bodies of the Company shall create appropriate conditions for the exercise of the rights of the shareholders of the Company.

CHAPTER V
GENERAL MEETING

18. The procedure for convening the General Meeting is prescribed by the Law on Companies and these Articles of Association. The Company may also enable shareholders to attend and vote at the General Meeting by electronic means.

19. The General Meeting shall have the following competence:

19.1. to change the registered office of the Company;

19.2. to amend the Articles of Association of the Company, except where otherwise provided in the Law on Companies;

19.3. to elect and remove individual members of the Supervisory Board or the Supervisory Board;

19.4. to elect and remove an auditor or an audit firm for the auditing of the financial statements of the Company and of the consolidated financial statements of the Company's group of companies, to set the terms and conditions of payment for audit services;

19.5. to elect and remove an auditor, an audit firm or an independent sustainability reporting assurance service provider for the provision of sustainability reporting assurance services;

19.6. to make decisions on the approval of the Remuneration Policy;

19.7. to determine the class, number, nominal value and minimum issue price of the shares issued by the Company;

19.8. to make decisions to convert the Company's shares from one class to another, to establish a share conversion procedure;
19.9. to approve a set of annual financial statements of the Company and a set of annual consolidated financial statements of the Company's group of companies;
19.10. to approve the set of interim financial statements prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year;
19.11. to make decisions on the allocation of profit (loss);
19.12. to make decisions on the allocation of dividends for a period shorter than the financial year;
19.13. to make decisions on the formation, use, reduction and liquidation of reserves;
19.14. to make decisions to issue convertible bonds;
19.15. to make decisions to revoke the pre-emption right for all shareholders to acquire the Company's shares or convertible bonds of a specific issue;
19.16. to make decisions to increase the authorised capital;
19.17. to make decisions to reduce the authorised capital, except where otherwise provided in the Law on Companies;
19.18. to make decisions for the Company to acquire its own shares;
19.19. to make decisions on the reorganisation or separation of the Company and approve the terms and conditions of the reorganisation or separation, except where otherwise provided in the Law on Companies;
19.20. to make decisions to reorganise the Company;
19.21. to make decisions on the restructuring of the Company;
19.22. to make decisions to liquidate the Company, to cancel the liquidation of the Company, except where otherwise provided in the Law on Companies;
19.23. to elect and remove the liquidator of the Company, except where otherwise provided by law;
19.24. to make decisions on setting the terms and conditions of the agreements referred to in Articles 27 and 34 of these Articles of Association with the members of the Supervisory Board and the Chair of the Supervisory Board regarding activities in the Supervisory Board and regarding confidential information and its protection as well as on the appointment of a person authorised to sign these agreements on behalf of the Company;
19.25. to make decisions on the payment of remuneration to members of the Supervisory Board and on the amount to be paid;
19.26. to agree to the consolidated annual management report of the Company's group of companies and the consolidated interim management report of the Company's group of companies, which is submitted together with the set of interim financial statements prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year;
19.27. to agree to the decisions of the Management Board referred to in Articles 55.1 (except decisions on becoming a founder or participant of associations) and 55.5 of these Articles of Association;
19.28. to address other matters which fall within the competence of the General Meeting as provided for by the Law on Companies, its implementing legislation or these Articles of Association.
20. The General Meeting may adopt resolutions and shall be deemed to have taken place if it is attended by the shareholders who hold shares carrying more than 1/2 (half) of all the votes.
21. The resolution of the General Meeting shall be deemed to have been adopted when the number of votes cast by the shareholders in favour of the resolution exceeds the number of votes cast against it, except where otherwise provided in this Article. The decisions referred to in Articles 19.2, 19.6-19.8, 19.11-19.14, 19.16-19.17, 19.19-19.22 of these Articles of Association shall be made by adopting resolutions by a majority vote of 2/3 (two-thirds) of the voting rights carried by the shares of the shareholders who participate in the General Meeting. The decision referred to in Article 19.15 of these Articles of Association shall be made by adopting a resolution

by a majority vote of 3/4 (three-quarters) of the voting rights carried by the shares of the shareholders who participate in the General Meeting.

CHAPTER VI
SUPERVISORY BOARD

22. The Supervisory Board is a collegial body of the Company supervising the activities of the Company.
23. The Supervisory Board shall consist of 9 (nine) members – natural persons. At least 1/2 (half) of the members of the Supervisory Board must be independent members. The Supervisory Board shall be elected by the General Meeting for a term of 4 (four) years. The Supervisory Board or its members shall begin and end their activities in accordance with the procedure and time limits established by the Law on Companies and its implementing legislation.
24. Supervisory Board members must comply with the requirements set forth in Article 26 of these Articles of Association.
25. The selection of the members of the Supervisory Board shall be carried out in accordance with the legal requirements applicable to the Company. During the selection process, each candidate for the position of a member of the Supervisory Board must submit an application to stand as a candidate for the position of a member of the Supervisory Board and a declaration of good faith, stating therein all circumstances which could give rise to a conflict of interest between the candidate and the Company. In the event of any new circumstances that could result in a conflict of interest between the member of the Supervisory Board and the Company, the member of the Supervisory Board must immediately notify the Supervisory Board and the Company in writing of such new circumstances.
26. The following persons cannot be members of the Supervisory Board:
26.1. the Chief Executive Officer;
26.2. a member of the Management Board;
26.3. a member of the Board, the head or an administrative employee of a company of the Company's group of companies;
26.4. a member of the supervisory body, management body or an employee of the administration of a legal entity carrying out electricity or gas transmission activities;
26.5. an auditor, an assurance specialist, an employee of an audit firm or of an independent assurance service provider who participates and/or has participated in the audit of the Company's financial statements or in the verification of information on sustainability matters which is provided in the Company's management report where less than 2 (two) years have elapsed since the performance thereof;
26.6. a person who is not legally entitled to hold this position.
27. The members of the Supervisory Board shall enter into agreements on activities in the Supervisory Board, which shall set out their rights, duties and responsibilities. By decision of the General Meeting, members of the Supervisory Board shall be paid remuneration for activities in the Supervisory Board. The terms and conditions of the agreements of the members of the Supervisory Board on activities in the Supervisory Board shall be set by the General Meeting.
28. A member of the Supervisory Board may resign from office prior to the expiration of his/her term of office by giving at least 14 (fourteen) days' written notice to the Company.
29. If a member of the Supervisory Board is removed from office, resigns or for any other reason ceases to hold office and the shareholders of the Company who hold shares carrying at least 1/10 (one-tenth) of all votes oppose the election of individual members of the Supervisory Board, the Supervisory Board is deprived of its powers and the entire Supervisory Board shall be elected. If individual members of the Supervisory Board are elected, they shall be elected only until the end of the term of office of the existing Supervisory Board.

30. The Supervisory Board shall be chaired by its Chair whom the Supervisory Board shall elect from among its members. The Chair of the Supervisory Board shall convene and chair the meetings of the Supervisory Board. If the Chair of the Supervisory Board is absent or unable to perform his/her duties, the meetings of the Supervisory Board shall be convened and chaired by the member of the Supervisory Board elected from the members of the Supervisory Board as Deputy Chair.
31. The Supervisory Board shall have the following competence:
31.1. to consider and approve the strategy and strategic plan of the Company's group of companies, to analyse and assess information on the implementation of the strategy and strategic plan of the Company's group of companies, to provide this information to the Annual General Meeting;
31.2. to consider and approve the long-term financial plan, the annual budget, the Investment Policy, top risks, the short-term incentive (STI) performance objectives and the long-term incentive (LTI) performance objectives of the Company's group of companies;
31.3. to elect and remove the members of the Management Board;
31.4. to supervise the activities of the Management Board and the Chief Executive Officer;
31.5. to submit comments and proposals to the General Meeting regarding a set of annual financial statements of the Company and a set of annual consolidated financial statements of the Company's group of companies, regarding a draft allocation of the Company's profit (loss) and regarding the consolidated annual management report of the Company's group of companies, as well as regarding the performance of the Management Board and the Chief Executive Officer;
31.6. to submit comments and proposals to the General Meeting regarding a draft decision on the allocation of dividends for a period shorter than the financial year, the set of interim financial statements and the consolidated interim management report prepared for the purpose of making the decision;
31.7. to submit proposals to the Management Board and the Chief Executive Officer to revoke their decisions which are in conflict with laws and other legislation, these Articles of Association or the decisions of the General Meeting;
31.8. to make decisions on setting the terms and conditions of the agreements referred to in Article 45 of these Articles of Association with the members of the Management Board regarding activities in the Management Board, and on the appointment of a person authorised to sign these agreements on behalf of the Company;
31.9. to make proposals and recommendations regarding the organisation of the activities and the financial situation of the companies of the Company's group of companies as well as regarding the decisions of the supervisory or management bodies of the Company's group of companies;
31.10. to submit comments and proposals to the Management Board regarding the long-term and annual sustainability plans of the Company's group of companies;
31.11. upon the proposal of the Management Board and/or the Chief Executive Officer, to make decisions on the appointment and dismissal of the head of the structural unit performing the Company's internal audit functions, the approval of his/her job description, the provision of incentives for and the imposition of penalties on him/her;
31.12. to submit an opinion to the Management Board on the nomination for the position of Chief Executive Officer;
31.13. at the request of the Management Board and/or the Chief Executive Officer, to submit comments and proposals regarding the decisions made or planned to be made by the Management Board and/or by the Chief Executive Officer;
31.14. taking into consideration the opinion of the Audit and Risk Committee of the Supervisory Board, to consider and submit proposals regarding the auditor or audit firm which shall be elected by the General Meeting for the auditing of the financial statements and regarding the terms and conditions of payment for audit services;

31.15. taking into consideration the opinion of the Audit and Risk Committee of the Supervisory Board, to consider and submit proposals regarding the auditor, the audit firm or the independent sustainability reporting assurance service provider which shall be elected by the General Meeting for the provision of sustainability reporting assurance services;
31.16. taking into consideration the opinion of the Audit and Risk Committee of the Supervisory Board, to make decisions regarding the Company's transactions planned to be entered into with a related party, as laid down in the Law on Companies;
31.17. to approve the Policy on Related Party Transactions of the Company and the Company's group of companies, including the procedure and conditions for the assessment of related party transactions which are entered into under normal market conditions in the ordinary course of business, as laid down in Article 37^2(11) of the Law on Companies;
31.18. to submit comments and proposals to the General Meeting and the Management Board regarding the draft Remuneration Policy and draft information on remuneration which is provided in the consolidated annual management report;
31.19. to address other issues relating to the supervision of the activities of the management bodies of the Company and of the companies of the Company's group of companies which are within the competence of the Supervisory Board as stipulated in the Law on Companies, these Articles of Association and the decisions of the General Meeting.
32. The Supervisory Board shall not be entitled to delegate or transfer the functions which fall within its competence, as stipulated by law and in these Articles of Association, to other bodies of the Company.
33. The Supervisory Board shall have the right to request the Management Board and the Chief Executive Officer to submit documents and information related to the activities of the Company and of the Company's group of companies while the Management Board and the Chief Executive Officer must ensure that such documents and information are submitted to the Supervisory Board within a reasonable time limit.
34. The members of the Supervisory Board must safeguard the confidentiality of any commercial (industrial) secrets and confidential information of the Company and of the Company's group of companies which become known to them when they are members of the Supervisory Board. Agreements regarding the protection of confidential information shall be entered into with the members of the Supervisory Board, the terms and conditions of which shall be approved by the General Meeting.
35. Decision-making by the Supervisory Board shall be as follows:
35.1. The rules of procedure of the Supervisory Board shall be laid down by the Rules of Procedure of the Supervisory Board adopted by the Supervisory Board.
35.2. The Supervisory Board shall make decisions at the meetings of the Supervisory Board. Minutes shall be taken of the meetings of the Supervisory Board.
35.3. The meetings of the Supervisory Board shall take place at least quarterly. The meetings of the Supervisory Board shall be convened by the Chair of the Supervisory Board. The meetings of the Supervisory Board may also be convened by the decision of at least 1/3 (one-third) of the members of the Supervisory Board. The Supervisory Board must enable the members of the Management Board, the Chief Executive Officer, the heads of the structural units of the Company and/or the members of the supervisory or management bodies of the companies of the Company's group of companies to attend its meetings and must provide explanations to them when addressing the issues related to their activities.
35.4. In the event of the resignation or removal of one or more members of the Management Board, the Chair of the Management Board or the entire Management Board, a meeting of the Supervisory Board shall be convened at which new members of the Management Board or the entire Management Board shall be elected respectively.

35.5. The Supervisory Board may make decisions and its meeting shall be deemed to have been held when more than 1/2 (half) of the members of the Supervisory Board attend the meeting.
35.6. The decision of the Supervisory Board shall be deemed to have been made if the majority of the members of the Supervisory Board attending the meeting vote in its favour. In the event of a tie, the Chair of the Supervisory Board shall have the casting vote or, in his/her absence, the Supervisory Board member chairing the meeting shall have the casting vote. The decision to remove a member of the Management Board may be made if at least 2/3 (two-thirds) of the members of the Supervisory Board attending the meeting vote in its favour.
35.7. The members of the Supervisory Board must attend the meetings of the Supervisory Board and vote in favour of or against each matter considered. A member of the Supervisory Board shall not be entitled to refuse to vote or abstain from voting, unless there is a potential conflict of interest between the member of the Supervisory Board and the Company or on any other grounds provided by legal acts or these Articles of Association. A member of the Supervisory Board shall have the right to grant a written power of attorney to another member of the Supervisory Board to represent him/her in voting at the meeting of the Supervisory Board.
35.8. The members of the Supervisory Board who are unable to attend a meeting of the Supervisory Board directly must give prior written notice thereof or vote in advance in writing or by electronic means if the security of information transmitted is ensured and the person who voted can be identified. The members of the Supervisory Board who voted in advance shall be deemed to have participated in the meeting of the Supervisory Board.
36. The Company must ensure appropriate working conditions for the Supervisory Board and the members of the Supervisory Board in the Supervisory Board and must provide technical and organisational means necessary for work.
37. Committees of the Supervisory Board:
37.1. The Audit and Risk Committee, the Nomination and Remuneration Committee and the Sustainability Committee (hereinafter referred to as the Committee) shall be formed and operate in accordance with the regulations of the Committees approved by the Supervisory Board. Other committees may be formed if necessary.
37.2. The Committees shall examine the issues assigned to their competence in the regulations of the Committees and the issues referred to a relevant Committee by the Supervisory Board and shall submit proposals to the Supervisory Board on these issues. The Supervisory Board, taking into account the proposals of the Committees, shall make decisions within its competence and shall be responsible for these decisions.
37.3. The Committees shall be set up by the decision of the Supervisory Board for a maximum term of 4 (four) years until the end of the term of office of the Supervisory Board and shall consist of at least 3 (three) members. The members of the Committees shall be elected by the Supervisory Board from among its members. At least 1/2 (half) of the members of a relevant Committee must be independent. An independent member of the Supervisory Board shall be appointed to hold the office of the Chair of the Committee. If a member of the Supervisory Board is removed from office, resigns or for any other reason ceases to be a member of the Supervisory Board, he/she shall be deprived of his/her office in the Committee.
37.4. The Committees shall prepare and submit a report on their activities to the Supervisory Board at least every 6 (six) months.

CHAPTER VII
MANAGEMENT BOARD

38. The Management Board is a collegial management body of the Company.

39. The Management Board shall be elected and removed by the Supervisory Board in accordance with the procedure set forth in these Articles of Association and legal acts. The Management Board shall be accountable to the Supervisory Board and the General Meeting.

40. The Management Board shall consist of 5 (five) members elected for a term of 4 (four) years. The Management Board and its members shall commence and terminate their activities in accordance with the procedure and within the time limits established by the Law on Companies and other legal acts.

41. The members of the Management Board must comply with the requirements set forth in Article 43 of these Articles of Association.

42. Each candidate for the position of a member of the Management Board must provide the Supervisory Board with written consent to stand as a candidate for the position of a member of the Management Board and the candidate's declaration of interests, stating therein all circumstances which may give rise to a conflict of interest between the candidate and the Company. In the event of any new circumstances that could result in a conflict of interest between the member of the Management Board and the Company, the member of the Management Board must immediately notify the Management Board and the Company in writing of such new circumstances.

43. The following persons cannot be members of the Management Board:

43.1. a person referred to in Articles 26.4 and 26.5 of these Articles of Association;

43.2. a member of the Supervisory Board;

43.3. a person who is not legally entitled to hold this position.

44. The members of the Management Board cannot do any other work or hold any other positions which are incompatible with their activities in the Management Board, including executive positions in other legal entities (except for positions within the Company and the Company's group of companies), work in civil service or statutory service. The members of the Management Board may hold other office or do other work, except for positions within the Company and other legal entities of which the Company is a member, and may carry out pedagogical, creative or authorship activities only with the prior consent of the Supervisory Board.

45. Before taking office, the members of the Management Board shall enter into agreements on activities in the Management Board, which shall set out their rights, duties and responsibilities. The Supervisory Board shall set the terms and conditions of the agreements on activities in the Management Board.

46. The Management Board shall elect the Chair of the Management Board from its members.

47. If the Management Board is removed from office, resigns or for any other reason ceases to hold office before the expiry of the term of office, a new Management Board shall be elected for a new term of office of the Management Board. Individual members of the Management Board shall only be elected until the end of the term of office of the existing Management Board.

48. A member of the Management Board may resign from office before the end of his/her term of office by giving at least 14 (fourteen) days' written notice to the Company.

49. The Management Board shall consider and approve:

49.1. the top priority strategic initiatives portfolio, long-term and annual sustainability plans of the Company's group of companies;

49.2. the management (organisational) structure of the Company, the list of positions and the maximum number of posts;

49.3. positions to which employees are recruited on a competitive basis;

49.4. the regulations of the Company's branches and representative offices;

49.5. the list of confidential information and commercial (industrial) secrets;

49.6. the procedure for concluding transactions of the Company and the Company's group of companies;

49.7. the procedure for attending and voting at the General Meeting by electronic means.

50. The Management Board shall analyse and assess:

50.1. the draft strategy and strategic plan of the Company's group of companies submitted by the Chief Executive Officer and information about the implementation of the strategy and strategic plan of the Company's group of companies;
50.2. the organisation of the activities of the Company and of the Company's group of companies;
50.3. the financial situation of the Company and of the Company's group of companies;
50.4. the results of the economic activities of the Company;
50.5. the draft Remuneration Policy submitted by the Chief Executive Officer, and shall submit it, together with comments and related proposals, to the Supervisory Board and the General Meeting;
50.6. the drafts of the long-term financial plan, the annual budget, top risks and the Investment Policy of the Company's group of companies, and shall submit them to the Supervisory Board for approval.
51. The Management Board shall consider and approve the consolidated annual management report of the Company's group of companies, which includes information on remuneration, the consolidated interim management report of the Company's group of companies, which is submitted together with the set of annual financial statements prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year, and shall analyse and assess a set of annual financial statements of the Company, a set of consolidated annual financial statements of the Company's group of companies, a set of interim financial statements of the Company prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year, a draft allocation of the Company's profit (loss) and a draft decision regarding the allocation of dividends for a period shorter than the financial year, and shall submit these documents to the Supervisory Board and the General Meeting. The Management Board shall consider and approve the consolidated interim management report of the Company for 3, 6, 9 and 12 months (when prepared).
52. The Management Board shall make decisions on the conclusion of the following transactions:
52.1. acquisition, investment, transfer, lease of non-current assets with a book value which exceeds EUR 3,000,000 (three million) or is lower (in cases specified in the procedure for concluding transactions which is approved by the Management Board) (calculated separately for each type of transaction), pledge or mortgage thereof (calculated for the total amount of transactions);
52.2. surety or guarantee for the fulfilment of obligations of other entities if the amount exceeds EUR 3,000,000 (three million) or is lower (in cases specified in the procedure for concluding transactions which is approved by the Management Board);
52.3. conclusion of other transactions specified in the procedure for concluding transactions which is approved by the Management Board.
53. When making the decisions referred to in Article 52 of these Articles of Association, the Management Board shall approve the material terms and conditions of these transactions.
54. The Management Board shall make decisions regarding:
54.1. the Company becoming a founder or participant of other legal entities;
54.2. the establishment of branches and representative offices of the Company;
54.3. the approval of nominations for members of the supervisory and/or management bodies of the companies of the Company's group of companies and of the Company's branches and representative offices;
54.4. the approval of the Articles of Association of companies in which the Company is a shareholder;
54.5. the following of the companies of the Company's group of companies which have the status of companies of importance to national security and engage in generation, distribution and supply activities in the energy sector as well as of companies directly controlled by the Company which engage in activities in the energy generation sector:
54.5.1. transfer, pledge, other restriction or disposal of shares or rights attached thereto;

54.5.2. increase or reduction of the authorised capital or other actions that may alter the structure of the authorised capital (e.g. issue of convertible bonds);
54.5.3. reorganisation, separation, restructuring, liquidation, transformation or other actions changing the status of these companies;
54.5.4. transfer of business or a substantial part of it.
54.6. matters regarding operational guidelines, rules and indicators of the companies of the Company's group of companies, common policies of the Company's group of companies and the management of the companies of the Company's group of companies;
54.7. participation and voting in the General Meetings of Shareholders of the companies in which the Company is a shareholder.
55. The Management Board shall make decisions:
55.1. to issue the Company's bonds (except for convertible bonds);
55.2. to establish the procedure for the provision of the Company's support, development cooperation and humanitarian aid;
55.3. regarding other issues which fall within the competence of the Management Board as well as issues (including issues concerning the conclusion of transactions) which are referred to the Management Board by the Chief Executive Officer.
56. Decisions of the Management Board referred to in Articles 54.1 (except decisions on becoming a founder or participant of associations) and 54.5 (except decisions on the increase or reduction of the authorised capital of companies directly controlled by the Company which do not have the status of companies of importance to national security and engage in activities in the energy generation sector) of these Articles of Association shall require agreement from the General Meeting.
57. If these Articles of Association, the Law on Companies or other legal acts require the General Meeting's agreement to decisions of the Management Board, decisions of the Management Board can be implemented only after agreement from the General Meeting has been obtained. Agreement from the General Meeting shall not eliminate the responsibility of the Management Board for the decisions made.
58. The Management Board shall be responsible for convening and organising the General Meetings in a timely manner.
59. The Management Board, taking into consideration the opinion of the Supervisory Board, shall elect and remove the Chair of the Management Board and the Chief Executive Officer, shall determine the Chief Executive Officer's salary, other terms and conditions of his/her employment contract, provide incentives for and impose penalties on him/her in accordance with the procedure laid down in the Law on Companies, other legal acts and these Articles of Association.
60. The Chair of the Management Board elected by the Management Board shall also be appointed as the Chief Executive Officer. If the Chief Executive Officer is removed from office, he/she shall also be removed from the office of the Chair of the Management Board.
61. All members of the Management Board shall have equal rights and obligations.
62. The Management Board shall act in accordance with the legal acts regulating the activities of companies, these Articles of Association, the decisions of the General Meeting and the Supervisory Board as well as the Rules of Procedure of the Management Board.
63. The members of the Management Board must safeguard the confidentiality of any commercial (industrial) secrets and confidential information of the Company and the Company's group of companies which become known to them when they are members of the Management Board.
64. Decision-making by the Management Board and the rules of procedure shall be as follows: 64.1. The rules of procedure of the Management Board shall be laid down by the Rules of Procedure of the Management Board adopted by the Management Board.

64.2. Each member of the Management Board shall be responsible for the analysis of issues which fall within his/her competency – the area of supervision directly related to the work in the Management Board – in respect of which a decision has to be made and for the provision of all necessary information to other members of the Management Board in order for the necessary decisions of the Management Board to be made in a timely manner. The specific areas of supervision of the members of the Management Board shall correspond to the competency areas to which a member of the Management Board was elected by a decision of the Supervisory Board.
64.3. The Management Board shall make its decisions in the Management Board meetings. Minutes shall be taken of the meetings of the Management Board.
64.4. Meetings of the Management Board shall be held at least once every 2 (two) weeks if the Rules of Procedure of the Management Board do not establish otherwise.
64.5. If the Chief Executive Officer resigns or is removed, the Management Board shall immediately decide on the removal of the Chair of the Management Board.
64.6. Meetings of the Management Board shall be convened and chaired by the Chair of the Management Board. If the Chair of the Management Board is absent or unable to perform his/her duties, the member of the Management Board elected from the members of the Management Board as Deputy Chair shall convene and chair the meetings of the Management Board.
64.7. The Management Board may make decisions and its meeting shall be deemed to have been held when at least 4 (four) members of the Management Board attend the meeting. The members of the Management Board who voted in advance shall be deemed to be present at the meeting.
64.8. The decision of the Management Board shall be deemed to have been made if the majority of the members of the Management Board attending the meeting vote in its favour. In the event of a tie, the Chair of the Management Board shall have the casting vote or, in his/her absence, the Management Board member chairing the meeting shall have the casting vote.
64.9. The members of the Management Board must attend the meetings of the Management Board and vote in favour of or against each matter considered. A member of the Management Board shall not be entitled to refuse to vote or abstain from voting unless there is a potential conflict of interest between the member of the Management Board and the Company. A member of the Management Board has the right to grant a written power of attorney to another member of the Management Board to represent him/her in voting at the meeting of the Management Board.
64.10. The members of the Management Board who are unable to attend a meeting of the Management Board directly must give prior written notice thereof or vote in advance in writing or by electronic means if the security of information transmitted is ensured and the person who voted can be identified.
65. The Company must ensure appropriate working conditions for the Management Board and the members of the Management Board in the Management Board and provide technical and organisational means necessary for work.

CHAPTER VIII
CHIEF EXECUTIVE OFFICER

66. The Chief Executive Officer is a single-person management body of the Company.
67. The Chief Executive Officer shall act on behalf of the Company and enter into transactions at his/her own discretion, except where otherwise provided in the Law on Companies, other legislation and these Articles of Association.
68. The competence of the Chief Executive Officer, the procedure for election and removal and the terms of office are laid down in the Law on Companies, other legislation and these Articles of Association.

69. The Chief Executive Officer shall take office from the date of his/her election unless provided otherwise in the employment contract entered into with the Chief Executive Officer. The employment contract with the Chief Executive Officer shall be signed by a member of the Management Board authorised by the Management Board.
70. The Chief Executive Officer shall have the right to resign from office by informing the Management Board and the Supervisory Board in writing.
71. The Chief Executive Officer shall act in accordance with laws, other legal acts, these Articles of Association, the decisions of the General Meeting, the decisions of the Supervisory Board and the Management Board as well as his/her job description.
72. The Chief Executive Officer must safeguard the confidentiality of any commercial (industrial) secrets and confidential information of the Company which become known to him/her in the performance of his/her duties in the Company.
73. The Chief Executive Officer shall:
73.1. manage the Company;
73.2. organise day-to-day activities of the Company;
73.3. ensure the implementation of the strategy and strategic plan of the Company’s group of companies;
73.4. implement the decisions of the Management Board;
73.5. make decisions regulating the activities of the Company;
73.6. recruit and dismiss employees, enter into and terminate employment contracts with them, incentivise them and impose penalties on them;
73.7. open and close accounts in banks or other institutions of payment service providers and dispose of the Company’s funds therein;
73.8. issue authorisations and procurations;
73.9. ensure the protection of the Company’s property/assets, the creation of appropriate working conditions for the Company’s employees, the protection of the Company’s commercial secrets and confidential information;
73.10. submit proposals to the Management Board regarding the annual budget of the Company’s group of companies;
73.11. enter into a service provision contract with an auditor or an audit firm or an independent sustainability reporting assurance service provider and ensure the submission of all documents of the Company required for the provision of services;
73.12. be responsible for:
73.12.1. preparation of a set of annual financial statements of the Company and a set of annual consolidated financial statements of the Company’s group of companies, preparation of the consolidated annual and interim management reports of the Company’s group of companies;
73.12.2. drafting a decision on the allocation of dividends for a period shorter than the financial year, preparation of a set of interim financial statements;
73.12.3. management of shareholders’ personal securities accounts and registration of the owners of certificated shares in the Company, except where accounting for uncertificated shares is delegated to account managers;
73.12.4. submitting information and documents to the General Meeting, the Supervisory Board and the Management Board in cases stipulated by the Law on Companies or at their request;
73.12.5. submitting the Company’s documents and data to the manager of the Register of Legal Entities;
73.12.6. submitting the documents of the Company to the Bank of Lithuania and the Central Securities Depository;
73.12.7. public disclosure of information as prescribed by the Law on Companies in the source specified in these Articles of Association;
73.12.8. submitting information to shareholders;

73.12.9. preparation of the draft long-term and short-term planning documents of the Company's group of companies;
73.12.10. drafting the Remuneration Policy and information on remuneration, and making the approved Remuneration Policy and information on remuneration publicly available on the Company's website;
73.13. perform other functions set forth in laws, these Articles of Association, the decisions of the General Meeting, the decisions of the Supervisory Board and the Management Board as well as the job description of the Chief Executive Officer and address other issues relating to the activities of the Company which do not fall within the competence of other bodies of the Company under law and these Articles of Association.
74. The Chief Executive Officer shall participate and vote in the General Meetings of Shareholders of the companies in which the Company is a shareholder unless he/she delegates the implementation of the decisions of the Management Board regarding participation and voting in the General Meetings of Shareholders to another person.
75. If, under law or these Articles of Association, a decision and/or agreement is required from the General Meeting and/or the Management Board to enter into the Company's transactions or to make other decisions, the Chief Executive Officer may enter into the Company's transactions or make other decisions when such a decision and/or agreement has been made by the General Meeting and/or the Management Board.

CHAPTER IX
PLANNING OF THE COMPANY'S ACTIVITIES, INTERNAL AUDIT AND FINANCES

76. The activities of the Company and the Company's group of companies shall be planned through the preparation of the long-term and short-term planning documents of the Company's group of companies.
77. A set of financial statements of the Company and a set of consolidated financial statements of the Company's group of companies must be prepared in accordance with the requirements of the Law on Reporting by Undertakings and Groups of Undertakings of the Republic of Lithuania and International Financial Reporting Standards.
78. The structural unit performing the Company's internal audit functions shall be accountable to the Supervisory Board.

CHAPTER X
PUBLICATION OF NOTICES

79. The Company's notices convening the General Meeting and regulated information, as defined in the Law on Securities of the Republic of Lithuania, which the Company is required to disclose under the Law on Securities, shall be published in the Central Base of Regulated Information and on the Company's website in accordance with the procedure laid down in this Law.
80. In addition, information and notices that the Company is required to make public under the Law on Companies shall be published, in accordance with the procedure laid down by the Government, in the electronic publication for public notices issued by the data processor of the Register of Legal Entities.

CHAPTER XI
PROCEDURE FOR PROVIDING DOCUMENTS AND OTHER INFORMATION TO SHAREHOLDERS, THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD

81. At the written request of a shareholder, the Company must, no later than within 7 (seven) days from the date of receipt of the request, make the following documents available to the shareholder: these Articles of

Association, a set of annual and interim financial statements of the Company and a set of annual and interim consolidated financial statements of the Company's group of companies, consolidated annual and consolidated interim management reports of the Company's group of companies, the auditor's reports, audit reports on financial statements, reports on sustainability reporting assurance, minutes of the General Meetings and of the meetings of the Supervisory Board and the Management Board or other documents which formalise the decisions of the bodies of the Company, the Supervisory Board's proposals or comments to the General Meeting, lists of shareholders, lists of the members of the Supervisory Board and the Management Board as well as other documents of the Company which are required to be made public by law unless such documents contain any commercial (industrial) secret or confidential information, and/or must provide the shareholder with copies of the above-mentioned documents.

82. The Company must provide a shareholder with access to all other information of the Company that is not specified in Article 81 of these Articles of Association, which, at the request of the shareholder, must be systematised according to the reasonable criteria specified by the shareholder and/or must provide copies of documents if such information and documents, including information and documents relating to the Company's commercial (industrial) secret and confidential information, are necessary for the shareholder to fulfil the requirements set out in other legal acts and the shareholder safeguards confidentiality of such information and documents. The Company shall refuse to provide copies of documents to the shareholder if it is not possible to identify the shareholder who requested the documents. The refusal to provide the shareholder with access and/or submit copies of documents shall be documented by the Company in writing if the shareholder so requests.

83. Any member of the Supervisory Board or the Management Board shall have the right of access, except where otherwise provided by the legislation, to all documents of the Company and of the companies of the Company's group of companies as well as to all information of the Company and of the companies of the Company's group of companies (including information on the draft decisions of the management bodies that have not been made yet and information on the planned transactions and investments), which, at the request of the person receiving the information, must be systematised according to the reasonable criteria specified by such person. If the Company does not have the documents or information of the companies of the Company's group of companies requested by the members of the Supervisory Board or the Management Board, the Chief Executive Officer must take immediate action in order for the Company to obtain such documents or information. Information and documents provided in accordance with this Article must be submitted immediately, but no later than within 5 (five) working days from the date of receipt of the respective request. The entities referred to in this Article shall have the right to demand and the Company shall have the duty to ensure that certain specific information and documents are provided periodically without a separate request from the relevant entity.

84. All information and documents specified in Articles 81–83 of these Articles of Association shall be provided to the shareholders, the members of the Supervisory Board and the Management Board free of charge.

CHAPTER XII
BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY

85. The branches and/or representative offices of the Company shall be established and their activities shall be terminated by decision of the Management Board. The number of the branches and/or representative offices of the Company shall be unlimited.

86. The branches and/or representative offices of the Company shall operate according to the regulations of the branches and/or representative offices approved by the Management Board.

87. The heads of the branches and/or representative offices of the Company shall be appointed and removed in accordance with Article 54.3 of these Articles of Association and the regulations of the branches and/or representative offices approved by the Management Board.

CHAPTER XIII
FINAL PROVISIONS

88. These Articles of Association of the Company shall be amended in accordance with the procedure laid down in the Law on Companies.
89. When the General Meeting makes a decision to amend these Articles of Association of the Company, the full text of the amended Articles of Association shall be drawn up and signed by a person authorised by the General Meeting of Shareholders.
90. These Articles of Association shall become effective as of the date of their registration in the Register of Legal Entities.
91. In the event of any changes in the provisions of laws which result in any conflict between the provisions of these Articles of Association and the changed laws, the laws must be followed until the Articles of Association of the Company are amended.

The Articles of Association were signed on

The person authorised by the General Meeting:

Chief Executive Officer Darius Maikštėnas

ANNEX 3. New version of the Articles of Association of AB “Ignitis grupė” (comparative version)

AB “IGNITIS GRUPĖ”
ARTICLES OF ASSOCIATION

CHAPTER I
GENERAL PROVISIONS

1. The name of the company shall be AB “Ignitis grupė” (hereinafter referred to as the Company).
2. The legal form of the Company shall be a public limited liability company.
3. The Company shall be an autonomous private legal entity with limited civil liability established for an unlimited period of time and operating under the laws of the Republic of Lithuania. The authorised capital of the Company is divided into parts called shares.
4. In carrying out its activities, the Company shall observe the Civil Code of the Republic of Lithuania, the Law on Companies of the Republic of Lithuania and other legislation regulating the activities of public limited companies, as well as these Articles of Association.
5. The Company, together with the legal entities which are either directly or indirectly controlled by it, shall constitute the Company’s group of companies. The Company is the parent company of the Company’s group of companies. The Company shall not be liable for the obligations of the Company’s group of companies, and the Company’s group of companies shall not be liable for the obligations of the Company.
6. The financial year of the Company shall correspond to the calendar year.
7. The bodies of the Company are the General Meeting of Shareholders (hereinafter referred to as the General Meeting), the Chief Executive Officer of the Company (hereinafter referred to as the Chief Executive Officer), the Supervisory Board as the collegial supervisory body of the Company (hereinafter referred to as the Supervisory Board) and the Management Board as the collegial management body of the Company (hereinafter referred to as the Management Board).

CHAPTER II
OBJECTIVES AND OBJECTS OF THE COMPANY’S ACTIVITIES

8. The objectives of the Company’s activities are to perform the functions of patronage of the Company’s group of companies and pursue the objectives of the Company’s group of companies as set out in the National Agenda “National Energy Independence Strategy” and in legal acts regulating the Company’s activities, by ensuring socially responsible enhancement of the long-term value of the Company’s group of companies.
9. The objects of the Company’s activities shall be:
9.1. performance analysis of the companies of the Company’s group of companies, exercise of shareholder rights and obligations, setting of operational guidelines and operational rules, coordination of activities;
9.2. provision of services to the companies of the Company’s group of companies and financing of the companies of the Company’s group of companies;
9.3. representation of the Company’s group of companies.
10. The Company shall have the right to engage in activities which do not contradict the objectives of its activities and the laws of the Republic of Lithuania.
11. The bodies of the Company, in compliance with the provisions of laws, other legislation, these Articles of Association and the internal documents of the Company, must pursue the objectives of the Company’s activities and act for the benefit of the Company and all shareholders of the Company. In carrying out its activities, the Company shall also seek an appropriate return on the capital invested by a shareholder.

12. The Company may be a participant in other legal entities (except for associations) only if agreed by the General Meeting.
13. When managing the companies of the Company's group of companies, the Company shall determine operational guidelines, rules and indicators of the companies of the Company's group of companies as well as common policies of the Company's group of companies and shall address other matters regarding the management of the Company's group of companies, insofar as this is not contrary to the legislation~~law~~.

CHAPTER III
AUTHORISED CAPITAL AND SHARES OF THE COMPANY

14. The authorised capital of the Company is EUR 1,616,445,476.80 (one billion six hundred and sixteen million four hundred and forty-five thousand four hundred and seventy-six euros and eighty cents), divided into 72,388,960 (seventy-two million three hundred eighty-eight thousand nine hundred sixty) ordinary registered shares with a nominal value of EUR 22.33 (twenty-two euros and thirty-three cents) per share.
15. The Company shall issue one class of shares – ordinary registered shares. All shares of the Company shall be uncertificated shares. Personal securities accounts of the Company's shareholders shall be maintained in accordance with the procedures established in the legal acts regulating the securities market.

CHAPTER IV
SHAREHOLDERS AND THE RIGHTS OF SHAREHOLDERS

16. The shareholders of the Company shall have property and non-property rights as laid down in laws, other legislation and these Articles of Association.
17. The management bodies of the Company shall create appropriate conditions for the exercise of the rights of the shareholders of the Company.

CHAPTER V
GENERAL MEETING

18. The procedure for convening the General Meeting is prescribed by the Law on Companies and these Articles of Association. The Company may also enable shareholders to attend and vote at the General Meeting by electronic means.
19. The General Meeting shall have the following competence:
19.1. to change the registered office of the Company;
19.2. to amend the Articles of Association of the Company, except where otherwise provided in the Law on Companies;
19.3. to elect and remove individual members of the Supervisory Board or the Supervisory Board;
19.4. to elect and remove an auditor or an audit firm for the auditing of the financial statements of the Company and of the consolidated financial statements of the Company's group of companies, to set the terms and conditions of payment for audit services;
19.5. to elect and remove an auditor, an audit firm or an independent sustainability reporting assurance service provider for the provision of sustainability reporting assurance services;
19.6. to make decisions on the approval of the Remuneration Policy;
19.7. to determine the class, number, nominal value and minimum issue price of the shares issued by the Company;

19.8. to make decisions to convert the Company's shares from one class to another, to establish a share conversion procedure;
19.9. to approve a set of annual financial statements of the Company and a set of annual consolidated financial statements of the Company's group of companies;
19.10. to approve the set of interim financial statements prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year;
19.11. to make decisions on the allocation of profit (loss);
19.12. to make decisions on the allocation of dividends for a period shorter than the financial year;
19.13. to make decisions on the formation, use, reduction and liquidation of reserves;
19.14. to make decisions to issue convertible bonds;
19.15. to make decisions to revoke the pre-emption right for all shareholders to acquire the Company's shares or convertible bonds of a specific issue;
19.16. to make decisions to increase the authorised capital;
19.17. to make decisions to reduce the authorised capital, except where otherwise provided in the Law on Companies;
19.18. to make decisions for the Company to acquire its own shares;
19.19. to make decisions on the reorganisation or separation of the Company and approve the terms and conditions of the reorganisation or separation, except where otherwise provided in the Law on Companies;
19.20. to make decisions to reorganise the Company;
19.21. to make decisions on the restructuring of the Company;
19.22. to make decisions to liquidate the Company, to cancel the liquidation of the Company, except where otherwise provided in the Law on Companies;
19.23. to elect and remove the liquidator of the Company, except where otherwise provided by law;
19.24. to make decisions on setting the terms and conditions of the ~~contracts~~ agreements referred to in Articles 27 and 34 of these Articles of Association with the members of the Supervisory Board and the Chair of the Supervisory Board regarding activities in the Supervisory Board and regarding confidential information and its protection as well as on the appointment of a person authorised to sign these ~~contracts~~ agreements on behalf of the Company;
19.25. to make decisions on the payment of remuneration to members of the Supervisory Board and on the amount to be paid;
19.26. to agree ~~or not to agree~~ to the consolidated annual management report of the Company's group of companies and the consolidated interim management report of the Company's group of companies, which is submitted together with the set of interim financial statements prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year;
19.27. to agree ~~or not to agree~~ to the decisions of the Management Board referred to in Articles 55.1 (except decisions on becoming a founder or participant of associations) and 55.5 of these Articles of Association;
19.28. to address other matters which fall within the competence of the General Meeting as provided for by the Law on Companies, its implementing legislation or these Articles of Association.

20. The General Meeting may adopt resolutions and shall be deemed to have taken place if it is attended by the shareholders who hold shares carrying more than 1/2 (half) of all the votes.

21. The resolution of the General Meeting shall be deemed to have been adopted when the number of votes cast by the shareholders in favour of the resolution exceeds the number of votes cast against it, except where otherwise provided in this Article. The decisions referred to in Articles 19.2, 19.6-19.8, 19.11-19.14, 19.16-19.17, 19.19-19.22~~1~~ of these Articles of Association shall be made by adopting resolutions by a majority vote of 2/3 (two-thirds) of the voting rights carried by the shares of the shareholders who participate in the General Meeting. The decision referred to in Article 19.15 of these Articles of Association shall be made by adopting a resolution

by a majority vote of 3/4 (three-quarters) of the voting rights carried by the shares of the shareholders who participate in the General Meeting.

CHAPTER VI
SUPERVISORY BOARD

22. The Supervisory Board is a collegial body of the Company supervising the activities of the Company.

23. The Supervisory Board shall consist of 9 (nine) members – natural persons. At least 1/2 (half) of the members of the Supervisory Board must be independent members. The Supervisory Board shall be elected by the General Meeting for a term of 4 (four) years. The Supervisory Board or its members shall begin and end their activities in accordance with the procedure and time limits established by the Law on Companies and its implementing legislation.

24. Supervisory Board members must comply with the requirements set forth in Article 26 of these Articles of Association.

25. The selection of the members of the Supervisory Board shall be carried out in accordance with the legal requirements applicable to the Company. During the selection process, each candidate for the position of a member of the Supervisory Board must submit an application to stand as a candidate for the position of a member of the Supervisory Board and a declaration of good faith, stating therein all circumstances which could give rise to a conflict of interest between the candidate and the Company. In the event of any new circumstances that could result in a conflict of interest between the member of the Supervisory Board and the Company, the member of the Supervisory Board must immediately notify the Supervisory Board and the ~~shareholders~~ Company in writing of such new circumstances.

26. The following persons cannot be members of the Supervisory Board:

26.1. the Chief Executive Officer;

26.2. a member of the Management Board;

26.3. a member of the Board, the head or an administrative employee of a company of the Company's group of companies;

26.4. a member of the supervisory body, management body or an employee of the administration of a legal entity carrying out electricity or gas transmission activities;

26.5. an auditor, an assurance specialist, an employee of an audit firm or of an independent assurance service provider who participates and/or has participated in the audit of the Company's financial statements or in the verification of information on sustainability matters which is provided in the Company's management report where less than 2 (two) years have elapsed since the performance thereof;

26.6. a person who is not legally entitled to hold this position.

27. ~~Contracts for activities in the Supervisory Board shall be entered into with t~~The members of the Supervisory Board shall enter into agreements on activities in the Supervisory Board, which ~~and~~ shall set out their rights, duties and responsibilities. By decision of the General Meeting, members of the Supervisory Board shall be paid remuneration for activities in the Supervisory Board. The terms and conditions of the ~~contracts~~ agreements of the members of the Supervisory Board ~~for~~ on activities in the Supervisory Board shall be set by the General Meeting.

28. A member of the Supervisory Board may resign from office prior to the expiration of his/her term of office by giving at least 14 (fourteen) days' written notice to the Company.

29. If a member of the Supervisory Board is removed from office, resigns or for any other reason ceases to hold office and the shareholders of the Company who hold shares carrying at least 1/10 (one-tenth) of all votes oppose the election of individual members of the Supervisory Board, the Supervisory Board is deprived of its

powers and the entire Supervisory Board shall be elected. If individual members of the Supervisory Board are elected, they shall be elected only until the end of the term of office of the existing Supervisory Board.

30. The Supervisory Board shall be chaired by its Chair whom the Supervisory Board shall elect from among its members. The Chair of the Supervisory Board shall convene and chair the meetings of the Supervisory Board. If the Chair of the Supervisory Board is absent or unable to perform his/her duties, the meetings of the Supervisory Board shall be convened and chaired by ~~the oldest~~ the member of the Supervisory Board elected from the members of the Supervisory Board as Deputy Chair.

31. The Supervisory Board shall have the following competence:

31.1. to consider and approve the strategy and strategic plan of the Company's group of companies, to analyse and assess information on the implementation of the strategy and strategic plan of the Company's group of companies, to provide this information to the Annual General Meeting;

31.2. to consider and approve the long-term financial plan, the annual budget, the Investment Policy, ~~the risk management plan~~top risks, the short-term incentive (STI) performance objectives and the long-term incentive (LTI) performance objectives of the Company's group of companies;

31.3. to elect and remove the members of the Management Board;

31.4. to supervise the activities of the Management Board and the Chief Executive Officer;

31.5. to submit comments and proposals to the General Meeting regarding a set of annual financial statements of the Company and a set of annual consolidated financial statements of the Company's group of companies, regarding a draft allocation of the Company's profit (loss) and regarding the consolidated annual management report of the Company's group of companies, as well as regarding the performance of the Management Board and the Chief Executive Officer;

31.6. to submit comments and proposals to the General Meeting regarding a draft decision on the allocation of dividends for a period shorter than the financial year, the set of interim financial statements and the consolidated interim management report prepared for the purpose of making the decision;

31.7. to submit proposals to the Management Board and the Chief Executive Officer to revoke their decisions which are in conflict with laws and other legislation, these Articles of Association or the decisions of the General Meeting;

31.8. to make decisions on setting the terms and conditions of the ~~contracts~~ agreements referred to in Article 45 of these Articles of Association with the members of the Management Board regarding activities in the Management Board, ~~including remuneration for work in the Management Board,~~ and on the appointment of a person authorised to sign these ~~contracts~~ agreements on behalf of the Company;

31.9. to make proposals and recommendations regarding the organisation of the activities and the financial situation of the companies of the Company's group of companies as well as regarding the decisions of the supervisory or management bodies of the Company's group of companies;

31.10. to submit comments and proposals to the Management Board regarding the ~~top priority strategic initiatives portfolio,~~ long-term and annual sustainability plans of the Company's group of companies;

31.11. upon the proposal of the Management Board and/or the Chief Executive Officer, to make decisions on the appointment and dismissal of the head of the structural unit performing the Company's internal audit functions, the approval of his/her job description, the provision of incentives for and the imposition of penalties on him/her;

31.12. to submit an opinion to the Management Board on the nomination~~s~~ for the position of Chief Executive Officer ~~and members of the management and/or supervisory bodies of AB "Energijos skirstymo operatorius", AB "Ignitis gamyba", UAB "Ignitis" and UAB "Ignitis renewables"~~;

31.13. at the request of the Management Board and/or the Chief Executive Officer, to submit comments and proposals regarding the decisions made or planned to be made by the Management Board and/or by the Chief Executive Officer;

31.14. taking into consideration the opinion of the Audit and Risk Committee of the Supervisory Board, to consider and submit proposals regarding the auditor or audit firm which shall be elected by the General Meeting for the auditing of the financial statements and regarding the terms and conditions of payment for audit services;
31.15. taking into consideration the opinion of the Audit and Risk Committee of the Supervisory Board, to consider and submit proposals regarding the auditor, the audit firm or the independent sustainability reporting assurance service provider which shall be elected by the General Meeting for the provision of sustainability reporting assurance services;
31.16~~5~~. taking into consideration the opinion of the ~~Company's~~ Audit and Risk Committee of the Supervisory Board, to make decisions regarding the Company's transactions planned to be entered into with a related party, as laid down in the Law on Companies;
31.17. to approve the Policy on Related Party Transactions of the Company and the Company's group of companies, including the procedure and conditions for the assessment of related party transactions which are entered into under normal market conditions in the ordinary course of business, as laid down in Article 37^{2}(11) of the Law on Companies;
31.18. to submit comments and proposals to the General Meeting and the Management Board regarding the draft Remuneration Policy and draft information on remuneration which is provided in the consolidated annual management report;
31.19. to address other issues relating to the supervision of the activities of the management bodies of the Company and of the companies of the Company's group of companies which are within the competence of the Supervisory Board as stipulated in the Law on Companies, these Articles of Association and the decisions of the General Meeting.
32. The Supervisory Board shall not be entitled to delegate or transfer the functions which fall within its competence, as stipulated by law and in these Articles of Association, to other bodies of the Company.
33. The Supervisory Board shall have the right to request the Management Board and the Chief Executive Officer to submit documents and information related to the activities of the Company and of the Company's group of companies while the Management Board and the Chief Executive Officer must ensure that such documents and information are submitted to the Supervisory Board within a reasonable time limit.
34. The members of the Supervisory Board must safeguard the confidentiality of any commercial (industrial) secrets and confidential information of the Company and of the Company's group of companies which become known to them when they are members of the Supervisory Board. ~~Contracts for~~Agreements regarding the protection of confidential information shall be entered into with the members of the Supervisory Board, the terms and conditions of which shall be approved by the General Meeting.
35. Decision-making by the Supervisory Board shall be as follows:
35.1. The rules of procedure of the Supervisory Board shall be laid down by the Rules of Procedure of the Supervisory Board adopted by the Supervisory Board.
35.2. The Supervisory Board shall make decisions at the meetings of the Supervisory Board. Minutes shall be taken of the meetings of the Supervisory Board.
35.3. The meetings of the Supervisory Board shall take place at least quarterly. The meetings of the Supervisory Board shall be convened by the Chair of the Supervisory Board. The meetings of the Supervisory Board may also be convened by the decision of at least 1/3 (one-third) of the members of the Supervisory Board. The Supervisory Board must enable the members of the Management Board, the Chief Executive Officer, the heads of the structural units of the Company and/or the members of the supervisory or management bodies of the companies of the Company's group of companies to attend its meetings and must provide explanations to them when addressing the issues related to their activities.
35.4. In the event of the resignation or removal of one or more members of the Management Board, the Chair of the Management Board or the entire Management Board, a meeting of the Supervisory Board shall be

convened at which new members of the Management Board or the entire Management Board shall be elected respectively.
35.5. The Supervisory Board may make decisions and its meeting shall be deemed to have been held when more than 1/2 (half) of the members of the Supervisory Board attend the meeting.
35.6. The decision of the Supervisory Board shall be deemed to have been made if the majority of the members of the Supervisory Board attending the meeting vote in its favour. In the event of a tie, the Chair of the Supervisory Board shall have the casting vote or, in his/her absence, the Supervisory Board member chairing the meeting shall have the casting vote. The decision to remove a member of the Management Board may be made if at least 2/3 (two-thirds) of the members of the Supervisory Board attending the meeting vote in its favour.
35.7. The members of the Supervisory Board must attend the meetings of the Supervisory Board and vote in favour of or against each matter considered. A member of the Supervisory Board shall not be entitled to refuse to vote or abstain from voting, unless there is a potential conflict of interest between the member of the Supervisory Board and the Company or on any other grounds provided by legal acts or these Articles of Association. A member of the Supervisory Board shall have the right to grant a written power of attorney to another member of the Supervisory Board to represent him/her in voting at the meeting of the Supervisory Board.
35.8. The members of the Supervisory Board who are unable to attend ~~the~~ a meeting of the Supervisory Board directly must give prior written notice thereof or vote in advance in writing or by electronic means if the security of information transmitted is ensured and the person who voted can be identified. The members of the Supervisory Board who voted in advance shall be deemed to have participated in the meeting of the Supervisory Board.
36. The Company must ensure appropriate working conditions for the Supervisory Board and the members of the Supervisory Board in the Supervisory Board and must provide technical and organisational means necessary for work. ~~The functions of servicing the meetings of the Supervisory Board shall be performed by the Company's employees responsible for organising the decision-making of the management and supervisory bodies, or other employees appointed by the Chief Executive Officer.~~
37. Committees of the Supervisory Board:
37.1. The ~~Nomination and Remuneration Committee, the~~ Audit and Risk Committee, the Nomination and Remuneration Committee and the Sustainability Committee (hereinafter referred to as the Committee) shall be formed and operate in accordance with the regulations of the Committees approved by the Supervisory Board. Other committees may be formed if necessary. ~~The functions and operational guidelines of the Committees shall be established and approved by the Supervisory Board.~~
37.2. The Committees shall examine the issues assigned to their competence in the regulations of the Committees and the issues referred to a relevant Committee by the Supervisory Board and shall submit proposals to the Supervisory Board on these issues. The Supervisory Board, taking into account the proposals of the Committees, shall make decisions within its competence and shall be responsible for these decisions.
37.3. The Committees shall be set up by the decision of the Supervisory Board for a maximum term of 4 (four) years until the end of the term of office of the Supervisory Board and shall consist of at least 3 (three) members. The members of the Committees shall be elected by the Supervisory Board from among its members. At least 1/2 (half) of the members of a relevant Committee must be independent. An independent member of the Supervisory Board shall be appointed to hold the office of the Chair of the Committee. If a member of the Supervisory Board is removed from office, resigns or for any other reason ceases to be a member of the Supervisory Board, he/she shall be deprived of his/her office in the Committee.
37.4. The Committees shall prepare and submit a report on their activities to the Supervisory Board at least every 6 (six) months.

~~37.5. Contracts for activities in a relevant Committee which, *inter alia*, set out the rights, duties and responsibilities of the members of the Committee may be entered into with the members of the Committees.~~

CHAPTER VII
MANAGEMENT BOARD

38. The Management Board is a collegial management body of the Company.

39. The Management Board shall be elected and removed by the Supervisory Board in accordance with the procedure set forth in these Articles of Association and legal acts. The Management Board shall be accountable to the Supervisory Board and the General Meeting.

40. The Management Board shall consist of 5 (five) members elected for a term of 4 (four) years. The Management Board and its members shall commence and terminate their activities in accordance with the procedure and within the time limits established by the Law on Companies and other legal acts.

41. The members of the Management Board must comply with the requirements set forth in Article 43 of these Articles of Association.

42. Each candidate for the position of a member of the Management Board must provide the Supervisory Board with written consent to stand as a candidate for the position of a member of the Management Board and the candidate's declaration of interests, stating therein all circumstances which may give rise to a conflict of interest between the candidate and the Company. In the event of any new circumstances that could result in a conflict of interest between the member of the Management Board and the Company, the member of the Management Board must immediately notify the Management Board and the ~~Supervisory Board~~Company in writing of such new circumstances.

43. The following persons cannot be members of the Management Board:

43.1. a person referred to in Articles 26.4 and 26.5 of these Articles of Association;

43.2. a member of the Supervisory Board;

~~43.3. a member of the Committee or the Audit Committee;~~

43.34. a person who is not legally entitled to hold this position.

44. The members of the Management Board cannot do any other work or hold any other positions which are incompatible with their activities in the Management Board, including executive positions in other legal entities (except for positions within the Company and the Company's group of companies), work in civil service or statutory service. The members of the Management Board may hold other office or do other work, except for positions within the Company and other legal entities of which the Company is a member, and may carry out pedagogical, creative or authorship activities only with the prior consent of the Supervisory Board.

45. Before taking office, ~~Contracts for activities in the Management Board shall be entered into with~~ the members of the Management Board ~~before they take office~~shall enter into agreements on activities in the Management Board, which ~~and~~ shall set out their rights ~~(including the right to remuneration for activities in the Management Board if a decision to pay such remuneration is made)~~, duties and responsibilities. The Supervisory Board shall set the terms and conditions of the ~~contracts for~~agreements on activities in the Management Board.

46. The Management Board shall elect the Chair of the Management Board from its members.

47. If the Management Board is removed from office, resigns or for any other reason ceases to hold office before the expiry of the term of office, a new Management Board shall be elected for a new term of office of the Management Board. Individual members of the Management Board shall only be elected until the end of the term of office of the existing Management Board.

~~48.~~ A member of the Management Board may resign from office before the end of his/her term of office by giving at least 14 (fourteen) days' written notice to the Company~~ in accordance with the procedure laid down by law~~.

48. ~~49. The competence of the Management Board, the procedure for decision-making and election and removal of the members of the Management Board are established by the Law on Companies, its implementing legal acts, these Articles of Association and the Rules of Procedure of the Management Board.~~

49. ~~50.~~ The Management Board shall consider and approve:

49~~50~~.1. the top priority strategic initiatives portfolio, long-term and annual sustainability plans of the Company's group of companies;

49~~50~~.2. the management (organisational) structure of the Company, the list of positions and the maximum number of posts;

49~~50~~.3. positions to which employees are recruited on a competitive basis;

49.~~50.~~4. the regulations of the Company's branches and representative offices;

49~~50~~.5. the list of confidential information and commercial (industrial) secrets;

49~~50~~.6. the procedure for concluding transactions of the Company and the Company's group of companies;

49~~50~~.7. the procedure for attending and voting at the General Meeting by electronic means.

50~~1~~. The Management Board shall analyse and assess:

50~~1~~.1. the draft strategy and strategic plan of the Company's group of companies submitted by the Chief Executive Officer and information about the implementation of the strategy and strategic plan of the Company's group of companies;

50~~1~~.2. the organisation of the activities of the Company and of the Company's group of companies;

50~~1~~.3. the financial situation of the Company and of the Company's group of companies;

50~~1~~.4. the results of the economic activities of the Company~~, its inventory data and other accounting data on changes in assets~~;

50~~1~~.5. the draft Remuneration Policy submitted by the Chief Executive Officer, and shall submit it, together with comments and related proposals, to the Supervisory Board and the General Meeting;

50~~1~~.6. the drafts of the long-term financial plan, the annual budget, ~~the risk management plan~~top risks and the Investment Policy of the Company's group of companies, and shall submit them to the Supervisory Board for approval.

51~~2~~. The Management Board shall consider and approve the consolidated annual management report of the Company's group of companies, which includes information on remuneration, the consolidated interim management report of the Company's group of companies, which is submitted together with the set of annual financial statements prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year, and shall analyse and assess a set of annual financial statements of the Company, a set of consolidated annual financial statements of the Company's group of companies, a set of interim financial statements of the Company prepared for the purpose of making a decision on the allocation of dividends for a period shorter than the financial year, a draft allocation of the Company's profit (loss) and a draft decision regarding the allocation of dividends for a period shorter than the financial year, and shall submit these documents to the Supervisory Board and the General Meeting. The Management Board shall consider and approve the consolidated interim management report of the Company for 3, 6, 9 and 12 months (when prepared).

52~~3~~. The Management Board shall make decisions on the conclusion of the following transactions~~ (except for cases where transactions meeting the criteria set out below are provided for in the operational budget of the Company)~~:

~~53.1.~~ 52.1. acquisition, investment, transfer, lease of non-current assets with a book value which exceeds EUR 3,000,000 (three million) or is lower (in cases specified in the procedure for concluding transactions which is approved by the Management Board) (calculated separately for each type of transaction), pledge or mortgage thereof (calculated for the total amount of transactions);

~~53.2.~~ 52.2. surety or guarantee for the fulfilment of obligations of other entities if the amount exceeds EUR 3,000,000 (three million) or is lower (in cases specified in the procedure for concluding transactions which is approved by the Management Board);

~~53.3.~~ 52.3. conclusion of other transactions specified in the procedure for concluding transactions which is approved by the Management Board.

~~54.~~53. When making the decisions referred to in Article 52~~3~~ of these Articles of Association, the Management Board shall approve the material terms and conditions of these transactions.

~~55.~~54. The Management Board shall make decisions regarding:

54~~5~~.1. the Company becoming a founder or participant of other legal entities;

54~~5~~.2. the establishment of branches and representative offices of the Company;

54~~5~~.3. the approval of nominations for members of the supervisory and/or management bodies of the companies of the Company's group of companies and of the Company's branches and representative offices ~~having regard to the opinion provided by the Supervisory Board when it is provided in accordance with Article 31.12 of these Articles of Association~~;

54~~5~~.4. the approval of the Articles of Association of companies in which the Company is a shareholder;

54~~5~~.5. the following of the companies of the Company's group of companies which have the status of companies of importance to national security and engage in generation, distribution and supply activities in the energy sector as well as of companies directly controlled by the Company which engage in activities in the energy generation sector:

54~~5~~.5.1. transfer, pledge, other restriction or disposal of shares or rights attached thereto;

5~~5~~4.5.2. increase or reduction of the authorised capital or other actions that may alter the structure of the authorised capital (e.g. issue of convertible bonds);

54~~5~~.5.3. reorganisation, separation, restructuring, liquidation, transformation or other actions changing the status of these companies;

54~~5~~.5.4. transfer of business or a substantial part of it.

54~~5~~.6. matters regarding operational guidelines, rules and indicators of the companies of the Company's group of companies, common policies of the Company's group of companies and the management of the companies of the Company's group of companies;

54~~5~~.7. participation and voting in the General Meetings of Shareholders of the companies in which the Company is a shareholder.

55~~6~~. The Management Board shall make decisions:

55~~6~~.1. to issue the Company's bonds (except for convertible bonds);

55~~6~~.2. to establish the procedure for the provision of ~~granting~~ the Company's support, development cooperation and humanitarian aid ~~of the Company~~;

55~~6~~.3. regarding other issues which fall within the competence of the Management Board as well as issues (including issues concerning the conclusion of transactions) which are referred to the Management Board by the Chief Executive Officer.

56~~7~~. Decisions of the Management Board referred to in Articles 54~~5~~.1 (except decisions on becoming a founder or participant of associations) and 54~~5~~.5 (except decisions on the increase or reduction of the authorised capital of companies directly controlled by the Company which do not have the status of companies of importance to national security and engage in activities in the energy generation sector) of these Articles of Association shall require agreement from the General Meeting.

57~~8~~. If these Articles of Association, the Law on Companies or other legal acts require the General Meeting's agreement to decisions of the Management Board, decisions of the Management Board can be implemented only after agreement from the General Meeting has been obtained. Agreement from the General Meeting shall not eliminate the responsibility of the Management Board for the decisions made.

58~~9~~. The Management Board shall be responsible for convening and organising the General Meetings in a timely manner.

59~~60~~. The Management Board, taking into consideration the opinion of the Supervisory Board, shall elect and remove the Chair of the Management Board and the Chief Executive Officer, shall determine the Chief Executive Officer's salary, other terms and conditions of his/her employment contract, ~~approve his/her job description,~~ provide incentives for and impose penalties on him/her in accordance with the procedure laid down in the Law on Companies, ~~its implementing~~other legal acts and these Articles of Association.

60~~1~~. The Chair of the Management Board elected by the Management Board shall also be appointed as the Chief Executive Officer. If the Chief Executive Officer is removed from office, he/she shall also be removed from the office of the Chair of the Management Board.

61~~2~~. All members of the Management Board shall have equal rights and obligations.

62~~3~~. The Management Board shall act in accordance with the legal acts regulating the activities of companies, these Articles of Association, the decisions of the General Meeting and the Supervisory Board as well as the Rules of Procedure of the Management Board.

63~~4~~. The members of the Management Board must safeguard the confidentiality of any commercial (industrial) secrets and confidential information of the Company and the Company's group of companies which become known to them when they are members of the Management Board.

64~~5~~. Decision-making by the Management Board and the rules of procedure shall be as follows: 64~~5~~.1. The rules of procedure of the Management Board shall be laid down by the Rules of Procedure of the Management Board adopted by the Management Board.

64~~5~~.2. Each member of the Management Board shall be responsible for the analysis of issues which fall within his/her competency – the area of supervision directly related to the work in the Management Board – in respect of which a decision has to be made and for the provision of all necessary information to other members of the Management Board in order for the necessary decisions of the Management Board to be made in a timely manner. The specific areas of supervision of the members of the Management Board shall correspond to the competency areas to which a member of the Management Board was elected by a decision of the Supervisory Board~~be defined in the Rules of Procedure of the Management Board~~.

64~~5~~.3. The Management Board shall make its decisions in the Management Board meetings. Minutes shall be taken of the meetings of the Management Board.~~ The Management Board shall organise its activities in accordance with the procedure laid down in the Rules of Procedure of the Management Board.~~

64~~5~~.4. Meetings of the Management Board ~~must~~ shall be held at least once every 2 (two) weeks if the Rules of Procedure of the Management Board do not establish otherwise.

64~~5~~.5. If the Chief Executive Officer resigns or is removed, the Management Board shall immediately decide on the removal of the Chair of the Management Board.

64~~5~~.6. Meetings of the Management Board shall be convened and chaired by the Chair of the Management Board. ~~In the absence of~~If the Chair of the Management Board is absent or unable to perform his/her duties, ~~the oldest~~ the member of the Management Board elected from the members of the Management Board as Deputy Chair shall convene and chair the meetings of the Management Board.

64~~5~~.7. The Management Board may make decisions and its meeting shall be deemed to have been held when at least 4 (four) members of the Management Board attend the meeting. The members of the Management Board who voted in advance shall be deemed to be present at the meeting.

64~~5~~.8. The decision of the Management Board shall be deemed to have been made if the majority of the members of the Management Board attending the meeting vote in its favour. In the event of a tie, the Chair of the Management Board shall have the casting vote or, in his/her absence, the Management Board member chairing the meeting shall have the casting vote.

64~~5~~.9. The members of the Management Board must attend the meetings of the Management Board and vote in favour of or against each ~~issue~~ matter considered. A member of the Management Board shall not be entitled to refuse to vote or abstain from voting unless there is a potential conflict of interest between the member of the Management Board and the Company. A member of the Management Board has the right to grant a written power of attorney to another member of the Management Board to represent him/her in voting at the meeting of the Management Board.

64~~5~~.10. The members of the Management Board who are unable to attend a meeting of the Management Board directly must give prior written notice thereof or vote in advance in writing or by electronic means if the security of information transmitted is ensured and the person who voted can be identified.

65~~6~~. The Company must ensure appropriate working conditions for the Management Board and the members of the Management Board in the Management Board ~~by providing~~and provide technical and organisational means necessary for work. ~~The meetings of the Management Board shall be serviced by the Company's employees responsible for the organisation of the decision-making of the management and supervisory bodies, or other employees appointed by the Chief Executive Officer.~~

CHAPTER VIII
CHIEF EXECUTIVE OFFICER

66~~7~~. The Chief Executive Officer is a single-person management body of the Company.

67~~8~~. The Chief Executive Officer shall act on behalf of the Company and enter into transactions at his/her own discretion, except where otherwise provided in the Law on Companies, ~~its implementing~~other legislation and these Articles of Association.

68~~9~~. The competence of the Chief Executive Officer, the procedure for election and removal and the terms of office are laid down in the Law on Companies, ~~its implementing~~other legislation and these Articles of Association.

69~~70~~. The Chief Executive Officer shall take office from the date of his/her election unless provided otherwise in the employment contract entered into with the Chief Executive Officer. The employment contract with the Chief Executive Officer shall be signed by a member of the Management Board authorised by the Management Board.

70~~1~~. The Chief Executive Officer shall have the right to resign from office by informing the Management Board and the Supervisory Board in writing.

71~~2~~. The Chief Executive Officer shall act in accordance with laws, other legal acts, these Articles of Association, the decisions of the General Meeting, the decisions of the Supervisory Board and the Management Board as well as his/her job description.

72~~3~~. The Chief Executive Officer must safeguard the confidentiality of any commercial (industrial) secrets and confidential information of the Company which become known to him/her in the performance of his/her duties in the Company.

73~~4~~. The Chief Executive Officer shall:

73~~4~~.1. manage the Company;

73~~4~~.2. organise day-to-day activities of the Company;

73~~4~~.3. ensure the implementation of the ~~Company's~~ strategy and strategic plan of the Company's group of companies;

73~~4~~.4. implement the decisions of the Management Board;

73~~4~~.5. make decisions regulating the activities of the Company;

73~~4~~.6. recruit and dismiss employees, enter into and terminate employment contracts with them, incentivise them and impose penalties on them;
73~~4~~.7. open and close accounts in banks or other institutions of payment service providers and dispose of the Company's funds therein;
73~~4~~.8. issue authorisations and procurations;
73~~4~~.9. ensure the protection of the Company's property/assets, the creation of appropriate working conditions for the Company's employees, the protection of the Company's commercial secrets and confidential information;
73~~4~~.10. submit proposals to the Management Board regarding the annual budget~~s~~ of the ~~Company and of the~~ Company's group of companies;
73~~4~~.11. enter into a service provision contract with an auditor or an audit firm or an independent sustainability reporting assurance service provider and ensure the submission of all documents of the Company required for the provision of services;
73~~4~~.12. be responsible for:
~~74.12.1.~~ 73.12.1. preparation of a set of annual financial statements of the Company and a set of annual consolidated financial statements of the Company's group of companies, preparation of the consolidated annual and interim management reports of the Company's group of companies;
~~74.12.2.~~ 73.12.2. drafting a decision on the allocation of dividends for a period shorter than the financial year, preparation of a set of interim financial statements;
~~74.12.3.~~ 73.12.3. management of shareholders' personal securities accounts and registration of the owners of certificated shares in the Company, except where accounting for uncertificated shares is delegated to account managers;
~~74.12.4.~~ 73.12.4. submitting information and documents to the General Meeting, the Supervisory Board and the Management Board in cases stipulated by the Law on Companies or at their request;
~~74.12.5.~~ 73.12.5. submitting the Company's documents and data to the manager of the Register of Legal Entities;
~~74.12.6.~~ 73.12.6. submitting the documents of the Company to the Bank of Lithuania and the Central Securities Depository;
~~74.12.7.~~ 73.12.7. public disclosure of information as prescribed by the Law on Companies in the source specified in these Articles of Association;
~~74.12.8.~~ 73.12.8. submitting information to shareholders;
~~74.12.9.~~ 73.12.9. preparation of the draft long-term and short-term planning documents of the Company's group of companies;
~~74.12.10.~~ 73.12.10. drafting the Remuneration Policy and information on remuneration, and making the approved Remuneration Policy and information on remuneration publicly available on the Company's website;
73~~4~~.13. perform other functions set forth in laws, these Articles of Association, the decisions of the General Meeting, the decisions of the Supervisory Board and the Management Board as well as the job description of the Chief Executive Officer and address other issues relating to the activities of the Company which do not fall within the competence of other bodies of the Company under law and these Articles of Association.
74~~5~~. The Chief Executive Officer shall participate and vote in the General Meetings of Shareholders of the companies in which the Company is a shareholder unless he/she delegates the implementation of the decisions of the Management Board regarding participation and voting in the General Meetings of Shareholders to another person.
75~~6~~. If, under law or these Articles of Association, a decision and/or agreement is required from the General Meeting and/or the Management Board to enter into the Company's transactions or to make other decisions, the Chief Executive Officer may enter into the Company's transactions or make other decisions when such a decision and/or agreement has been made by the General Meeting and/or the Management Board.

CHAPTER IX
PLANNING OF THE COMPANY'S ACTIVITIES, INTERNAL AUDIT AND FINANCES

76~~7~~. The activities of the Company and the Company's group of companies shall be planned through the preparation of the long-term and short-term planning documents of the Company's group of companies.
77~~8~~. A set of financial statements of the Company and a set of consolidated financial statements of the Company's group of companies must be prepared in accordance with the requirements of the Law on Reporting by Undertakings and Groups of Undertakings of the Republic of Lithuania and International Financial Reporting Standards.
78~~9~~. The structural unit performing the Company's internal audit functions shall be accountable to the Supervisory Board.

CHAPTER X
PUBLICATION OF NOTICES

79~~80~~. The Company's notices convening the General Meeting and regulated information, as defined in the Law on Securities of the Republic of Lithuania, which the Company is required to disclose under the Law on Securities, shall be published in the Central Base of Regulated Information and on the Company's website in accordance with the procedure laid down in this Law.
80~~1~~. In addition, ~~Other~~ information and notices~~ not specified in Article 80 of the Articles of Association, which~~ that the Company ~~must~~ is required to make public under the Law on Companies~~,~~ shall be published, in accordance with the procedure laid down by the Government, in the electronic publication for public notices issued by the data processor~~manager~~ of the Register of Legal Entities~~ in accordance with the procedure laid down by the Government~~.

CHAPTER XI
PROCEDURE FOR PROVIDING DOCUMENTS AND OTHER INFORMATION TO SHAREHOLDERS, THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD

81~~2~~. At the written request of a shareholder, the Company must, no later than within 7 (seven) days from the date of receipt of the request, make the following documents available to the shareholder: these Articles of Association, a set of annual and interim financial statements of the Company and a set of annual and interim consolidated financial statements of the Company's group of companies, consolidated annual and consolidated interim management reports of the Company's group of companies, the auditor's reports, audit reports on financial statements, reports on sustainability reporting assurance, minutes of the General Meetings and of the meetings of the Supervisory Board and the Management Board or other documents which formalise the decisions of the bodies of the Company, the Supervisory Board's proposals or comments to the General Meeting, lists of shareholders, lists of the members of the Supervisory Board and the Management Board as well as other documents of the Company which are required to be made public by law unless such documents contain any commercial (industrial) secret or confidential information, and/or must provide the shareholder with copies of the above-mentioned documents.
82~~3~~. The Company must provide a shareholder with access to all other information of the Company that is not specified in Article 81~~2~~ of these Articles of Association, which, at the request of the shareholder, must be systematised according to the reasonable criteria specified by the shareholder and/or must provide copies of documents if such information and documents, including information and documents relating to the Company's

commercial (industrial) secret and confidential information, are necessary for the shareholder to fulfil the requirements set out in other legal acts and the shareholder safeguards confidentiality of such information and documents. The Company shall refuse to provide copies of documents to the shareholder if it is not possible to identify the shareholder who requested the documents. The refusal to provide the shareholder with access and/or submit copies of documents shall be documented by the Company in writing if the shareholder so requests.

83~~4~~. Any member of the Supervisory Board or the Management Board shall have the right of access, except where otherwise provided by the legislation, to all documents of the Company and of the companies of the Company's group of companies as well as to all information of the Company and of the companies of the Company's group of companies (including information on the draft decisions of the management bodies that have not been made yet and information on the planned transactions and investments), which, at the request of the person receiving the information, must be systematised according to the reasonable criteria specified by such person. If the Company does not have the documents or information of the companies of the Company's group of companies requested by the members of the Supervisory Board or the Management Board, the Chief Executive Officer must take immediate action in order for the Company to obtain such documents or information. Information and documents provided in accordance with this Article must be submitted immediately, but no later than within 5 (five) working days from the date of receipt of the respective request. The entities referred to in this Article shall have the right to demand and the Company shall have the duty to ensure that certain specific information and documents are provided periodically without a separate request from the relevant entity.

84~~5~~. All information and documents specified in Articles 81~~2~~–~~-~~83~~4~~ of these Articles of Association shall be provided to the shareholders, the members of the Supervisory Board and the Management Board free of charge.

CHAPTER XII
BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY

85~~6~~. The branches and/or representative offices of the Company shall be established and their activities shall be terminated by decision of the Management Board. The number of the branches and/or representative offices of the Company shall be unlimited.

86~~7~~. The branches and/or representative offices of the Company shall operate according to the regulations of the branches and/or representative offices approved by the Management Board.

87~~8~~. The heads of the branches and/or representative offices of the Company shall be appointed and removed in accordance with Article 54~~3~~.3 of these Articles of Association and the regulations of the branches and/or representative offices approved by the Management Board.

CHAPTER XIII
FINAL PROVISIONS

88~~9~~. These Articles of Association of the Company shall be amended in accordance with the procedure laid down in the Law on Companies.

89~~90~~. When the General Meeting makes a decision to amend these Articles of Association of the Company, the full text of the amended Articles of Association shall be drawn up and signed by a person authorised by the General Meeting of Shareholders.

90~~1~~. These Articles of Association shall become effective as of the date of their registration in the Register of Legal Entities.

91~~2~~. In the event of any changes in the provisions of laws which result in any conflict between the provisions of these Articles of Association and the changed laws, the laws must be followed until the Articles of Association of the Company are amended.

The Articles of Association were signed on

The person authorised by the General Meeting:

Chief Executive Officer Darius Maikštėnas