



Notice of the Extraordinary General Meeting of Shareholders

14 August 2024

Extraordinary General Meeting of Shareholders of AB “Ignitis grupė”

On 14 August 2024, the Management Board of AB “Ignitis grupė” (hereinafter – the Group or the Company), company code: 301844044, registered office address: Laisvės Ave. 10, Vilnius, decided to convene an Extraordinary General Meeting of Shareholders (hereinafter – EGM) to be held on

11 September 2024, 13.00 pm (Vilnius time) at

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

Registration starts at 12.15 pm and closes at 12.50 pm (Vilnius time)

The agenda for the EGM and proposed resolutions are as follows:

No.	Item	Proposed resolution	Supplementary information
1.	Regarding the consolidated interim management report of AB “Ignitis grupė” for the six-month period ended 30 June 2024	1.1. To agree to the consolidated interim management report of AB “Ignitis grupė” for the six-month period ended 30 June 2024.	[link]
2.	Regarding the approval of the set of audited interim condensed financial statements of AB “Ignitis grupė” for the six-month period ended 30 June 2024	2.1. To approve the set of audited interim condensed financial statements of AB “Ignitis grupė” for the six-month period ended 30 June 2024.	[link]
3.	Regarding the allocation of dividends to the shareholders of AB “Ignitis grupė” for the period ended 30 June 2024, which is shorter than the financial year	3.1. To allocate a dividend of EUR 0.663 per ordinary registered share of AB “Ignitis grupė” to the shareholders of AB “Ignitis grupė” and pay dividends of EUR 47,993,880.48 in total to the shareholders for the six-month period ended 30 June 2024, considering the fact that all the conditions set out in Article 60 ¹ (5) of the Law on Companies of the Republic of Lithuania regarding the allocation of dividends for a period shorter than the financial year are met.	Annex 1
4.	Regarding the election of an independent member of the Supervisory Board of AB “Ignitis grupė”	4.1. To elect Sian Lloyd Rees as an independent member of the Supervisory Board of AB “Ignitis grupė” until the end of the term of office of the current Supervisory Board. 4.2. To establish that the elected member of the Supervisory Board of AB “Ignitis grupė” shall commence her duties after the end of the Extraordinary General Meeting of Shareholders of AB “Ignitis grupė” that elected her. 4.3. To determine a fixed remuneration of EUR 3,466 (three thousand four hundred and sixty-six euros) (before tax) per calendar month for the newly elected independent member of the Supervisory Board of AB “Ignitis grupė”. If the independent member of the Supervisory Board is elected Chair of the Supervisory Board, to determine a fixed remuneration of EUR 4,614 (four thousand six hundred and fourteen euros) (before tax) per calendar month during the term of office of the Chair. 4.4. To authorise the Chief Executive Officer of AB “Ignitis grupė” (with the right to sub-authorise) to sign the	Annex 2

		agreement regarding the activities of the independent member of the Supervisory Board and the agreement on protection of confidential information, the terms and conditions of which were approved by the decision of the General Meeting of Shareholders on 26 October 2021, with the newly elected independent member of the Supervisory Board and to take the necessary actions to register the member of the Supervisory Board in the Register of Legal Entities.	
5.	Regarding the election of the consolidated sustainability reporting assurance service provider for AB "Ignitis grupé"	5.1. To elect "KPMG Baltics", UAB as the consolidated sustainability reporting assurance service provider for AB "Ignitis grupé" to provide sustainability reporting assurance services for the period 2024–2027.	Annex 3
6.	Regarding the approval of the new version of the Articles of Association of AB "Ignitis grupé" and the power of attorney	6.1. To approve the new version of the Articles of Association of AB "Ignitis grupé" (attached). 6.2. To authorise the Chief Executive Officer of AB "Ignitis grupé" 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 4, 5 and 6
7.	Regarding the approval of the new version of the Regulations of the Audit Committee of AB "Ignitis grupé"	7.1. To approve the new version of the Regulations of the Audit Committee of AB "Ignitis grupé" (attached).	Annexes 7, 8 and 9

Other information

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.

Agenda

The agenda of the EGM of the Group may be supplemented on 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 of the EGM. The agenda shall be supplemented if the proposal is received no later than 14 days before the respective EGM.

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 matters 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

Shareholders holding shares in the Group on the fifth business day before the date of the EGM (record date) are entitled to attend and vote at the EGM.

The date of registration (or record date) is 4 September 2024. At the end of the date of registration, the shareholding and voting rights are determined based on the ownership recorded in the shareholders' register. Furthermore, attendance at the EGM is at the discretion of the shareholder.

Voting

A shareholder or his 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: <https://ignitisgrupe.lt/en/gm>
- 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 (or by 1 September 2024) to the EGM.

Ways of submitting a general ballot paper

- A general ballot paper, completed and signed by a qualified electronic signature, shall be submitted by emailing IR@ignitis.lt
or
- A general ballot paper, completed and signed by a qualified electronic signature, may 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 11 September 2024, 12.50 pm.

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: <https://ignitisgrupe.lt/en/gm>.

The Group shall reserve the right not to include the advance vote of a shareholder or his/her 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 deadline or filled in such manner that it is impossible to establish the true will of the shareholder on a separate item.

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 the right to another person (the authorised representative) to represent the principal in establishing and maintaining relation with the third party. An authorisation to perform actions on behalf of a natural person that pertain to legal entities must be notarised, except in cases provided by law and authorising the granting of an authorisation in any other form. A power of attorney issued abroad must be translated into Lithuanian and legalised 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 his/her represented shareholder would.

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 by sending an authorisation by e-mail to IR@ignitis.lt no later than until the EGM.

Questions

Any shareholder of the Group may present 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 (or by 6 September 2024 inclusive) before the EGM. 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 website of the Group at <https://ignitisgrupe.lt/en/gm>

Webcast

The EGM will not be webcasted.

Language

The EGM will be held in Lithuanian with simultaneous interpretation into English.

Available information

All statutory information related to the convened EGM and annexes to items on the agenda of such a meeting will be available on the website of the Group <https://ignitisgrupe.lt/en/gm> and other informational sources based on the procedures established by law.

Other information

The Group CEO, the Group CFO, members of the Management Board, and members of the Supervisory Board are entitled to attend and speak at the EGM. During this EGM, both the Group's CEO and the Group's CFO will participate in the meeting.

Electronic means of communication shall not be used for participation and voting at the EGM.

Annex 1: Regarding the allocation of dividends to the shareholders of AB “Ignitis grupė” for the period ended 30 June 2024, which is shorter than the financial year

The Company's [Dividend Policy](#) (hereinafter – the Dividend Policy), which was approved by the Company's Management Board on 3 September 2020, is based on the initial fixed amount of EUR 85 million allocated for the financial year 2020, with a minimum increase of 3% for each subsequent financial year.

In accordance with the Dividend Policy, the Company paid EUR 85 million in dividends to the shareholders for the financial year 2020, EUR 87.6 million in dividends for the year 2021, EUR 90.3 million for the year 2022 and EUR 93.1 million for the year 2023. Under the Dividend Policy, the Company should pay at least EUR 95.9 million in dividends or a dividend of EUR 1.325 per ordinary registered share for the financial year 2024.

After receiving an application from the Ministry of Finance of the Republic of Lithuania (the Majority Shareholder) on 13 August 2024 with a proposal to allocate dividends for the first half of 2024, the Company proposes to allocate half of the dividend which could be paid under the Dividend Policy for the financial year 2024, i.e. EUR 47,993,880.48 in total or a dividend of EUR 0.663 per ordinary registered share for the six-month period ended 30 June 2024.

In accordance with Article 69(5)(1) of the Law on Audit of Financial Statements of the Republic of Lithuania, an audit committee has a duty to inform the head or supervisory body of an audited entity about the results of the audit of financial statements and explain how this audit has contributed to the credibility of the financial statements and what role has been performed therein by the audit committee. Accordingly, on 12 August 2024, the Audit Committee of the Company adopted a decision that taking into account the set of separate interim condensed financial statements of the Company for the six-month period ended 30 June 2024, prepared by the management of the Company, the results of the audit of financial statements carried out by “KPMG Baltics”, UAB, as well as the information received by the Audit Committee, which monitors the audit and financial reporting processes, the Audit Committee is not aware of anything significant that would suggest that these financial statements could not be submitted to the bodies of the Company for acknowledgement and approval.

According to Article 19.10 of the Articles of Association of the Company, the General Meeting of Shareholders makes a decision regarding the allocation of dividends for a period shorter than the financial year. Article 32(1)(8) of the Law on Companies of the Republic of Lithuania and Article 31.5 of the Articles of Association of the Company provide that the Supervisory Board of the Group submits its comments and proposals to the General Meeting of Shareholders regarding the allocation of dividends for a period shorter than the financial year, the set of interim financial statements and the interim report prepared for the purpose of making a decision.

Accordingly, having heard the information provided by the CEO and the Management Board of the Company and taking into account the auditor's report (subject to the condition that the auditor's report that has been presented will not be changed before this report is signed) and the activity report of the Audit Committee of the Company, on 13 August 2024 the Supervisory Board of the Company adopted a decision that it has no observations to make on the following documents and proposes:

- to agree to the consolidated interim management report of the Company's group of companies for the six-month period ended 30 June 2024,
- to approve the set of audited interim condensed financial statements of the Company for the six-month period ended 30 June 2024,
- to allocate a dividend of EUR 0.663 per ordinary registered share of the Company to the shareholders of the Company and pay dividends of EUR 47,993,880.48 in total to the shareholders for the six-month period ended 30 June 2024.

Annex 2: Information on the selection process and the candidate for an independent member of the Supervisory Board of AB “Ignitis grupė”

The Supervisory Board is a collegial supervisory body that oversees the activities of the Company and its group of companies. The Supervisory Board consists of seven members, five of whom are independent members. The other two members of the Supervisory Board are delegated by the Ministry of Finance of the Republic of Lithuania, which exercises the rights and duties of the majority shareholder. The term of office is four years from the election of the Supervisory Board by the General Meeting of Shareholders.

The term of office of the current Supervisory Board began on 26 October 2021 and will end on 25 October 2025.

On 21 December 2023, the Company received a Letter of Resignation from Bent Christensen, an independent member of the Supervisory Board and the Nomination and Remuneration Committee. Bent Christensen's duties as a member of the Supervisory Board and the Nomination and Remuneration Committee ended on 4 January 2024. In this context, on 8 May 2024, the Ministry of Finance announced the selection of an independent member of the Supervisory Board.

The selection was 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 “On the Approval of 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” (hereinafter – the Selection Description).

The following general, specific and independence requirements applied to candidates:

General requirements:

- The candidate must have a higher (university) or equivalent education.
- The candidate must have an impeccable reputation. A person shall not be considered to be of impeccable reputation if he/she has been convicted, in accordance with the procedure laid down by law, of a serious or very serious criminal offence, a criminal offence against property, property rights and property interests, the economy and business order, the financial system, the civil service and public interests, justice, public security or public administration, or a criminal conviction for an offence against the law, and if his/her criminal record is unspent or has not been revoked.
- The candidate must be free from any relationship with other natural or legal persons which would give rise to a conflict of interest in the exercise of his/her duties as a member of a collegial body.
- The candidate must not be disqualified or be restricted from holding the position he/she applies for or from exercising the functions attached to that position.
- The candidate must not have been removed from a single member or a collegial body of a legal person within the last 5 years on grounds of misconduct.
- The candidate may not be a career civil servant who works in a ministry, a government agency or a body attached to a ministry, entrusted with functions of forming public policies in the sector of the company for the collegial body of which he/she applies.
- The candidate may not be elected or appointed as a politician in accordance with the procedure laid down by the law and may not be a civil servant of a political (personal) trust.

Independence requirements:

- The candidate must not have been a civil servant working in or an employee of the company for the collegial body of which he/she applies, its subsidiary or parent company, a related legal person in which the companies referred to in this clause are participants (hereinafter – the related legal person), the entity initiating the selection process or a legal person subordinate to it for at least one year.
- The candidate must not have been a manager, member of another collegial body, employee or shareholder of the company for the collegial body of which he/she applies or a manager, member of a collegial body, employee or shareholder of a subsidiary or parent company of that company or a related legal person for at least one year.
- The candidate must not be a close relative (a spouse, cohabitant, partner, where the partnership is registered in accordance with the procedure established by the law, father (stepfather), mother (stepmother), child (adopted child), brother (stepbrother), sister (stepsister), grandfather (grandmother), grandchild, including their spouses, cohabitants or partners) of a manager or collegial body member of

the company for the collegial body of which he/she applies, its subsidiary or parent company or a shareholder of a related legal person that owns shares carrying more than 1/5 of the votes at a General Meeting of Shareholders.

- The candidate must have no significant business ties with the company for the collegial body of which he/she is applying, its subsidiary or parent company, or with a related legal person either directly or as a participant, member of a collegial body or manager of a legal person with such ties. A natural or legal person that is a supplier of goods or provider of services (including financial, legal, advisory and consultancy services) and earns money from the legal entity described in the clause, except for remuneration for activities as a member of a collegial body or a committee set up by a collegial body, shall be deemed to have significant business ties.
- The candidate must not have been a partner, participant, manager, member of a collegial body or employee of an audit firm which carries out or has carried out an audit of the company's collegial body he/she is applying for, its subsidiary or parent company, or a related legal person for the last 2 years.
- The candidate must not have been a member of the collegial body of the company for the collegial body of which he/she is applying, its subsidiary or parent company for more than 10 years. This period shall be calculated by adding the term of office for which the candidate would be appointed and the previous terms of office as a member of the collegial body of the same company with a maximum interval of one year between them.
- The candidate must not be a member of more than 3 collegial bodies of the companies owned by the State and municipalities.

Specific requirements:

- At least five years' experience over the last 10 years in a management position (CEO, executive level manager directly reporting to the CEO) of a company or group of companies which has at least 500 employees.
- At least three years' experience over the last 10 years in an international group of companies and/or experience in the international development of a company (including subsidiaries).
- Experience in initiating and managing organisational changes, transforming the company's activities.
- Experience in innovation, digitalisation while developing and implementing renewable energy projects.
- Experience in applying Environmental, Social and Corporate Governance criteria (ESG) in business (environmental, social and governance).
- Experience in a listed company or a group of companies, or one that intends to be listed and/or investor relations experience.
- Knowledge of the regional energy infrastructure and market trends as well as the regulatory environment. Experience in managing and developing international offshore projects.
- Experience in assessing and financing investment projects, experience in capital markets, M&A.
- Experience in forming a business strategy, developing an international business and global development while expanding, acquiring, establishing business units in various locations in the world.
- Experience in supervising and implementing international projects.
- Experience in releasing innovative, customer-focused products, services, and experience in their international development.
- At least four years' experience working in collegial bodies.
- High-level English proficiency (C1).

28 candidates participated in the selection process. The selection agency (UAB Frisberg & Partners) assessed the compliance of these candidates with general, specific, and independence requirements and proposed a shortlist of candidates to the Selection Commission set up by the Minister of Finance. Following the evaluation of the candidates' compliance with the requirements, the Selection Commission invited the candidates for selection interviews.

On 18 July 2024, the Selection Commission, having assessed the suitability of each candidate for the position of a member of the Supervisory Board, decided to recognise Sian Lloyd Rees as the successful candidate for the position of an independent member of the Supervisory Board of the Company in the area of strategic management and international development. In order to comply with the requirements of the legislation, law enforcement, control and other authorities were contacted regarding the candidate's suitability to hold the position of a member of the Supervisory Board of the Company, and they did not provide any information that would raise any reasonable doubts about the candidate's suitability to hold this position.

Pursuant to Article 31(3) of the Law on Companies of the Republic of Lithuania and Article 19.3 of the Company's Articles of Association, it is the competence of the General Meeting of Shareholders to elect and remove individual members of the Supervisory Board or the Supervisory Board, and therefore it is proposed to elect Sian Lloyd Rees to the current Supervisory Board of the Company until the end of its term of office.

Candidate's CV:



Sian Lloyd Rees

A top-level executive with more than 17 years of international experience in the energy sector and over 5 years of experience as a board member and a member of remuneration, nomination, audit and sustainability committees. Sian Lloyd Rees has held top management positions at Aker ASA and Stena AB group and Halliburton Corporation. Under her leadership, a strategic business transformation was implemented: transitioning from servicing the oil and gas industry to servicing offshore wind farms; a strategy for offshore wind energy expansion was developed; large-scale, technically complex projects were implemented (construction of 2.3 GW offshore wind farm in deep waters and 200 MW hydrogen production onshore).

In addition to her experience in the energy industry, Sian Lloyd Rees also worked at Oracle Corporation UK for more than 13 years, where she led a global team responsible for the development and implementation of digitalisation strategies.

Sian Lloyd Rees has significant experience in international development, managing change and transforming organisations, developing and implementing strategies, taking responsibility for digitisation, initiating and supervising the implementation of ESG processes.

Sian Lloyd Rees' extensive international experience, profound knowledge of the energy sector in the areas of strategic planning and project management, as well as her digitalisation competencies and experience significantly contribute to the efficient and successful activities of management teams and collegial bodies of which she is a member. Sian Lloyd Rees is currently making a career transition from an executive role to working in collegial bodies.

Education	2022 Non-Executive Director Diploma, Financial Times 1985 Postgraduate studies in Ecotoxicology, University of Aberdeen 1982 BSc (Hons) Marine Biology & Oceanography, University of Swansea
Experience	2023 - Non-executive Board member at Serica Energy Ltd. 2022 - Non-executive Board member at Port of Aberdeen 2021 - 2024 Managing Director at Aker Horizons UK 2014 - 2021 Country Manager & SVP at Aker Solutions UK 2001 - 2014 Head of Global Accounts & Director at Oracle Corporation UK 2000 - 2001 Director of Europe at PetroCosm Corporation 1991 - 2000 Halliburton Corporation, responsibility for Commercial, Offshore Development Projects in target Countries 1989 - 1991 Project Manager at Clough Engineering / Stena Pty JV 1986 - 1989 Project Manager at Stena Offshore (UK) Ltd 1985 - 1986 Project Manager at Wharton Williams Ltd
Owned shares of AB "Ignitis grupė"	None

It should be noted that the candidate submitted to the Selection Commission a written application (consent) to participate in the selection of a member of the Supervisory Board of the Company and a declaration of good faith (declaration of interests).

The newly elected independent member of the Company's Supervisory Board will be paid a fixed remuneration per calendar month as decided by the General Meeting of Shareholders on 27 March 2024:

- (i) EUR 3,466 (three thousand four hundred and sixty-six euros) before tax for an independent member of the Supervisory Board of AB "Ignitis grupė";



(ii) EUR 4,614 (four thousand six hundred and fourteen euros) before tax if the independent member of the Supervisory Board of AB "Ignitis grupė" is elected Chair of the Supervisory Board, during the term of office of the Chair.

It is hereby emphasised that by its resolutions passed on 26 October 2021, the General Meeting of Shareholders of the Company approved the terms and conditions of the agreements of the members of the current Supervisory Board regarding the activities of the members of the Supervisory Board as well as the agreement on the protection of confidential information, and therefore if the candidate is elected to the existing Supervisory Board, the above-mentioned agreements would be entered into with her on the same terms.

Annex 3: Arguments regarding the election of the consolidated sustainability reporting assurance service provider

Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (Corporate Sustainability Reporting Directive, hereinafter referred to as the Directive) was adopted, which stipulates that companies required to report sustainability information under the provisions of this Directive must have their sustainability information assured.

In preparation for the implementation of the Directive's requirements, on 30 May 2024, a public procurement for a limited assurance service of the Company's sustainability information (procurement No. 728150) (hereinafter – the Procurement) was initiated for the reporting periods of 2024, 2025, 2026, and 2027.

On 29 July 2024, UAB "Ignitis grupės paslaugų centras" (hereinafter – GSC), which is conducting the Procurement for the Company, informed the Company that by the specified deadline, proposals from two participants had been received. In the subsequent Procurement procedures, it was assessed that one of the Procurement participants – "KPMG Baltics", UAB – met the qualification requirements set out in the Procurement initiation documents.

On 8 August 2024, GSC informed the Company that the Procurement was completed and that "KPMG Baltics", UAB has been recognized as the winning participant of the Procurement. The maximum price offered by the winning participant for the Company's sustainability information assurance services is 300,000.00 € excluding VAT (for 4 years).

Pursuant to Article (58)(3)(5) of the Law on Audit of the Financial Statements and Other Assurance Services of the Republic of Lithuania, the duties of the Audit Committee are to review and monitor the independence of auditors or audit firms or independent sustainability reporting assurance service providers.

Until the Company's general meeting of shareholders, the Company's Audit Committee, taking into account the information provided by the Company, decided that it does not see any threats to the independence of "KPMG Baltics", UAB, who is also the audit company performing the audit of the financial statements of the Company's group of companies, which would prevent the management of the Company from proposing to the general meeting of shareholders of the Company to elect "KPMG Baltics", UAB, to perform consolidated sustainability reporting limited assurance services for the period of 2024-2027.

Pursuant to Article (20)(1)(5¹) of the Law on Companies of the Republic of Lithuania, the general meeting of shareholders has the exclusive right to elect and remove an auditor, an audit firm or an independent sustainability reporting assurance service provider to provide sustainability reporting assurance services.

Accordingly, it is proposed to the Company's General Meeting of Shareholders to elect "KPMG Baltics", UAB as the consolidated sustainability information assurance service provider for the sustainability assurance services for the years 2024–2027.

Annex 4: Arguments regarding the proposal to approve the new version of the Articles of Association

The Management Board of the Company proposes to the Extraordinary General Meeting of Shareholders to approve the new version of the Articles of Association of the Company with the following changes:

1. The Law on Companies, the Law on Reporting by Undertakings and Groups of Undertakings and other laws, which, among other changes, implement the EU Corporate Sustainability Reporting Directive (CSRD) came into force on 1 July 2024. In light of these changes, it is proposed to amend the Company's Articles of Association to include the competence of the Company's bodies and the Audit Committee regarding sustainability reporting assurance: 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 (competence of the General Meeting of Shareholders), to enter into contract with them (competence of the Chief Executive Officer), monitoring of compliance with the principle of independence (function of the Audit Committee). In addition, it is proposed to revise the terms used in the Company's Articles of Association to align them with the amendments made to the above-mentioned laws: the term "annual report" is amended to "management report", "remuneration report" is amended to "information on remuneration".

2. In accordance with the provisions of Article 21 of the Law on Companies, it is proposed to provide in the Company's Articles of Association that the General Meeting of Shareholders of the Company may be held not only in person (physically) but also by electronic means, enabling the Company's shareholders to attend and vote at the General Meeting of Shareholders by electronic means as well. Additionally, in accordance with the above-mentioned legal regulation, it is also proposed to supplement the competence of the Company's Management Board in the Articles of Association by stipulating that the Management Board approves the procedure for attending and voting at the General Meeting by electronic means. The proposed regulation is relevant for the Company, given the number of shareholders, including foreign nationals and legal entities. The proposed amendments will allow the Company to use electronic means for organising the Company's General Meetings of Shareholders.

3. For clarity purposes, it is proposed to revise and detail the titles of the Group's planning documents in the Company's Articles of Association:

- it is proposed that the "operational strategy of the Company and the Group" would be renamed as the "Group's strategy and strategic plan";

- it is also proposed to detail the Group's planning documents by supplementing the Company's Articles of Association not only with the currently indicated planning documents – the operational strategy and the annual budget of the Company and the Group – but also with other long-term and short-term planning documents: the Group's long-term financial plan, risk management plan, short-term incentive (STI) performance objectives and long-term incentive (LTI) performance objectives, which are considered and approved by the Supervisory Board of the Company. The planning documents also include the "operational strategy of the Company", which is proposed to be renamed in the Company's Articles of Association as the Group's "top priority strategic initiatives portfolio, long-term and annual sustainability plans". The Supervisory Board submits comments and proposals on these documents and the Management Board considers and approves them. It is also proposed to revise the Company's Articles of Association to provide that the Chief Executive Officer of the Company shall be responsible for drafting the Group's long-term and annual planning documents, instead of the current responsibility to draft the annual budgets of the Company and the Company's group of companies;

- in light of the above amendments to the Company's Articles of Association, it is proposed to revise the provisions of the Company's Articles of Association to provide that 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 i.e. not to detail certain specific guidelines or indicators in the Articles of Association.

4. Pursuant to Article 17(1)(d) of the Law on the Civil Service of the Republic of Lithuania and the Description of the Procedure for the Payment of Remuneration to Members of Collegial Bodies of State-Owned Enterprises and Municipally-Owned Enterprises, as approved by Resolution No 794 of the Government of the Republic of Lithuania of 3 August 2022, it is proposed to revise the provision of the Company's Articles of Association regarding the payment of remuneration to the members of the Company's Supervisory Board by stipulating that remuneration may be paid to all members of the Supervisory Board of the Company rather than only to independent members (Articles 19.25 and 27 of the Company's draft Articles of Association).

5. For the sake of clarity, it is proposed to revise the provision of the Company's Articles of Association on the selection of the Supervisory Board of the Company as a state-owned company by stipulating that the selection of the members of the Company's Supervisory Board shall be carried out in accordance with the legal requirements applicable to the Company (Article 25 of the Company's draft Articles of Association). The requirements for the selection of the Supervisory Board are set out in 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 "On the Approval of 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".

6. It is proposed to supplement the competence of the Company's Management Board by stating that in cases where the consolidated interim management report (for 3, 6, 9 and 12 months) is prepared, it is considered and approved by the Company's Management Board (Article 52 of the Company's draft Articles of Association).

7. Given the fact that the right to act on behalf of the Company is provided for in legal acts, it is proposed to remove the provisions from the Company's Articles of Association regarding the appointment of a person to implement the decisions of the Company's Management Board in the general meetings of shareholders of companies in which the Company is a shareholder (Articles 55.7 and 75 of the Company's draft Articles of Association).

8. Other editorial changes have also been made: the numbering of the articles has been revised and the terms have been clarified in order to align them, and a reference to the legal acts regulating the securities market has been added regarding the maintenance of the personal securities accounts of the Company's shareholders (Articles 15 of the Company's draft Articles of Association), it has been specified that a set of financial statements of the Company and a set of consolidated financial statements of the Group 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 (Article 85 of the Company's draft Articles of Association).

Annex 5: 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 shall include 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 shall be 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”, approved by the 26 June 2012 Resolution of the Seimas of the Republic of Lithuania No. XI-2133, 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 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 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 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 elect and remove the members of the Company's Audit Committee (hereinafter referred to as the Audit Committee) or the Audit Committee, ensuring that the majority of the members of the Audit Committee are independent members;
- 19.29. to make decisions on setting the terms and conditions of the contracts with the members and Chair of the Audit Committee regarding activities in the Audit Committee and regarding the protection of confidential information, as well as on the appointment of a person authorised to sign these contracts on behalf of the Company;
- 19.30. to approve the regulations of the Audit Committee;
- 19.31. 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, 19.19-19.21 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 7 (seven) 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 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 the members of the Supervisory Board and shall set out their rights, duties and responsibilities. By the 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 of the members of the Supervisory Board for 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 cannot hold office, the meetings of the Supervisory Board shall be convened and chaired by the oldest member of the Supervisory Board.

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, annual budget, Investment Policy, risk management plan, short-term incentive (STI) performance objectives and 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 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 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 internal audit functions of the Company, 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 nominations for the 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. 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 Company's Audit Committee, 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;

31.16. 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 37²(11) of the Law on Companies;

31.17. 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;

31.18. 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 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. 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 meeting of the Supervisory Board directly must 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 and the Risk Management and 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 set up 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, with at least 3 (three) members. Where individual members of the Committee are elected, they shall be elected only until the end of the term of office of the existing Committee. The members of the Committees shall be subject to the restrictions set out in Article 26 of these Articles of Association. At least 1/3 (one-third) of the members of a relevant Committee must be independent, unless legal acts provide for a larger number of independent members. A 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. By the decision of the Supervisory Board, independent members of the Committees may be paid remuneration which cannot exceed the amount of remuneration for an independent member of the Supervisory Board for activities in the Supervisory Board as set by the General Meeting. The Supervisory Board shall set the terms and conditions of the contracts for activities in the Committee for 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 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;

43.4. 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. Contracts for activities in the Management Board shall be entered into with the members of the Management Board before they take office 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 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.

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.

50. The Management Board shall consider and approve:

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

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

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

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

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

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

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

51. The Management Board shall analyse and assess:

51.1. 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;

51.2. the organisation of the activities of the Company and of the Company's group of companies;

51.3. the financial situation of the Company and of the Company's group of companies;

51.4. the results of the economic activities of the Company, its inventory data and other accounting data on changes in assets;

51.5. 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;

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

52. 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).

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

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

55. The Management Board shall make decisions regarding:

55.1. the Company becoming a founder or participant of other legal entities;

55.2. the establishment of branches and representative offices of the Company;

55.3. 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;

55.4. the approval of the Articles of Association of companies in which the Company is a shareholder;

55.5. 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:

55.5.1. transfer, pledge, other restriction or disposal of shares or rights attached thereto;

55.5.2. 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);

55.5.3. reorganisation, separation, restructuring, liquidation, transformation or other actions changing the status of these companies;

55.5.4. transfer of business or a substantial part of it;

55.6. 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;

55.7. participation and voting in the General Meetings of Shareholders of the companies in which the Company is a shareholder.

56. The Management Board shall make decisions:

56.1. to issue the Company's bonds (except for convertible bonds);

56.2. to establish the procedure for granting the support of the Company;

56.3 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.

57. Decisions of the Management Board referred to in Articles 55.1 (except decisions on becoming a founder or participant of associations) and 55.5 (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.

58. 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.

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

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 legal acts and these Articles of Association.

61. 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.

62. All members of the Management Board shall have equal rights and obligations.

63. 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.

64. 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.

65. Decision-making by the Management Board and the rules of procedure shall be as follows:

65.1. 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.

65.2. Each member of the Management Board shall be responsible for the analysis of issues which fall within his/her competence – 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 be defined in the Rules of Procedure of the Management Board.

65.3. 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.

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

65.5. 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.

65.6. Meetings of the Management Board shall be convened and chaired by the Chair of the Management Board. In the absence of the Chair of the Management Board, the oldest member of the Management Board shall convene and chair the meetings of the Management Board.

65.7. 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.

65.8. 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.

65.9. The members of the Management Board must attend the meetings of the Management Board and vote in favour of or against each issue 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.

65.10. 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.

66. The Company must ensure appropriate working conditions for the Management Board and the members of the Management Board in the Management Board by providing 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

67. The Chief Executive Officer is a single-person management body of the Company.

68. 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 legislation and these Articles of Association.

69. 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 legislation and these Articles of Association.

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.

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

72. 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.

73. 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.

74. The Chief Executive Officer shall:

74.1. manage the Company;

74.2. organise day-to-day activities of the Company;

74.3. ensure the implementation of the Company's strategy and strategic plan;

74.4. implement the decisions of the Management Board;

74.5. make decisions regulating the activities of the Company;

74.6. recruit and dismiss employees, enter into and terminate employment contracts with them, incentivise them and impose penalties on them;

74.7. open and close accounts in banks or other institutions of payment service providers and dispose of the Company's funds therein;

74.8. issue authorisations and procurations;

74.9. 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;

74.10. submit proposals to the Management Board regarding the annual budgets of the Company and of the Company's group of companies;

74.11. 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;

74.12. be responsible for:

74.12.1. 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. 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. 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. 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. submitting the Company's documents and data to the manager of the Register of Legal Entities;

74.12.6. submitting the documents of the Company to the Bank of Lithuania and the Central Securities Depository;

74.12.7. public disclosure of information as prescribed by the Law on Companies in the source specified in these Articles of Association;

74.12.8. submitting information to shareholders;

74.12.9. preparation of the draft long-term and short-term planning documents of the Company's group of companies;

74.12.10. 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;

74.13. 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.

75. 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.

76. 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

AUDIT COMMITTEE

77. The Audit Committee shall consist of 5 (five) members appointed by the General Meeting for a maximum period of 4 (four) years, ensuring that the majority of the members of the Audit Committee are independent members. Two candidates for the Audit Committee shall be nominated by the Supervisory Board.

78. The Audit Committee shall elect the Chair of the Audit Committee from among its independent members.

79. The members of the Audit Committee must comply with the independence, qualification and other requirements specified in Resolution No. 03-14 of the Board of the Bank of Lithuania "Regarding the Approval of the Description of Requirements for Audit Committees" of 24 January 2017.

80. The Audit Committee shall be responsible for the preparation and submission of objective conclusions or proposals to the Company on the operation of the audit and internal control system in the Company's group of companies.

81. The competence of the Audit Committee shall include, but shall not be limited to:

81.1. monitoring the financial reporting and auditing processes of the companies of the Company's group of companies;

81.2. monitoring compliance with the principle of independence of auditors of the companies of the Company's group of companies, audit firms and independent assurance service providers;

81.3. monitoring the effectiveness of the internal control and risk management systems that affect the financial reporting of audited companies of the Company's group of companies and the Company's sustainability reporting, and internal audit systems and processes of the companies of the Company's group of companies;

81.4. preparation and submission of recommendations to the Company regarding the selection, appointment, re-appointment and removal of an external audit company and the terms and conditions of the contract with the external audit company;

81.5. ensuring the effectiveness of the internal audit function in the Company's group of companies;

81.6. providing an opinion to the Company on transactions with related parties as stipulated in Article 37² of the Law on Companies.

82. The Audit Committee shall act as the audit committee of the Company's group of companies as a whole.

83. The regulations of the Audit Committee shall be approved by the General Meeting.

CHAPTER X

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

84. 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.

85. 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.

86. The structural unit performing the internal audit functions of the Company shall be accountable to the Supervisory Board.

CHAPTER XI

PUBLICATION OF NOTICES

87. 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.

88. Other information and notices not specified in Article 87 of the Articles of Association, which the Company must make public, shall be published in the electronic publication for public notices issued by the manager of the Register of Legal Entities in accordance with the procedure laid down by the Government.

CHAPTER XII

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

89. 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.

90. The Company must provide a shareholder with access to all other information of the Company that is not specified in Article 89 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.

91. Any member of the Supervisory Board or the Management Board shall have the right of access 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.

92. All information and documents specified in Articles 89–91 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 XIII

BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY

93. 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.

94. 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.

95. The heads of the branches and/or representative offices of the Company shall be appointed and removed in accordance with Article 53.3 of these Articles of Association and the regulations of the branches and/or representative offices approved by the Management Board.

CHAPTER XIV

FINAL PROVISIONS

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

97. 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.

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

99. 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 202 .

The person authorised by the General Meeting:

Chief Executive Officer

Darius Maikštėnas

Annex 6: 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 shall include 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 shall be 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”](#), approved by the 26 June 2012 Resolution of the Seimas of the Republic of Lithuania No. XI-2133 ~~“On the Approval of the 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 ~~approved~~ agreed by the General Meeting.
13. When managing the companies of the Company’s group of companies, the Company shall determine ~~the following of the companies of the Company’s group of companies:~~
 - ~~13.1. operational guidelines, and operational rules and parameters 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;~~
 - ~~13.2. annual financial plans;~~
 - ~~13.3. annual rate of return on assets;~~
 - ~~13.4. maximum amounts of debt obligations;~~
 - ~~13.5. other activity parameters and shall~~ address other matters regarding the management of the Company’s group of companies, insofar as this is not contrary to 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. The shares shall be recorded by entries in the personal securities accounts of the shareholders which shall be opened and maintained by the Company in accordance with the procedure established by the legal acts regulating the management of the securities accounts of shareholders. At the request of a shareholder, the Company must issue a statement from the securities account of the shareholder stating the number of shares and other information as prescribed by the legal acts regulating the activities of public limited companies.~~

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;

~~19.86.~~ to make decisions to convert the Company's shares from one class to another, to establish a share conversion procedure;

~~19.97.~~ 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;

~~19.108.~~ 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;

~~19.119.~~ to make decisions on the ~~distribution-allocation~~ of profit (loss);

~~19.120.~~ to make decisions on the allocation of dividends for a period shorter than the financial year;

~~19.131.~~ to make decisions on the formation, use, reduction and liquidation of reserves;

~~19.142.~~ to make decisions to issue convertible bonds;

~~19.153.~~ 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;

~~19.164.~~ to make decisions to increase the authorised capital;

~~19.175.~~ to make decisions to reduce the authorised capital, except where otherwise provided in the Law on Companies;

~~19.186.~~ to make decisions for the Company to acquire its own shares;

~~19.197.~~ 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;

~~19.2018.~~ to make decisions to reorganise the Company;

~~19.2119.~~ to make decisions on the restructuring of the Company;

~~19.220.~~ to make decisions to liquidate the Company, to cancel the liquidation of the Company, except where otherwise provided in the Law on Companies;

19.231. to elect and remove the liquidator of the Company, except where otherwise provided by law;

19.242. to make decisions on setting the terms and conditions of the contracts 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 on behalf of the Company;

19.253. to make decisions on the payment of remuneration to ~~independent~~ members of the Supervisory Board and on the amount to be paid;

19.264. to ~~approve-agree~~ or not to ~~approve-agree to the annual report of the Company and~~ 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;

19.275. to ~~approve-agree~~ or not to ~~approve-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;

19.286. to elect and remove the members of the Company's Audit Committee (hereinafter referred to as the Audit Committee) or the Audit Committee, ensuring that the majority of the members of the Audit Committee are independent members;

19.297. to make decisions on setting the terms and conditions of the contracts with the members and Chair of the Audit Committee regarding activities in the Audit Committee and regarding the protection of confidential information, as well as on the appointment of a person authorised to sign these contracts on behalf of the Company;

19.3028. to approve the regulations of the Audit Committee;

19.312. 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, ~~19.5~~, ~~19.6~~, ~~19.8~~, ~~19.9~~, ~~19.12~~, ~~19.11~~, ~~19.14~~, ~~19.15~~, ~~19.16~~, ~~19.17~~, ~~19.19~~, ~~19.21~~ of these Articles of Association shall be made by adopting resolutions by ~~the 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 19.153 of these Articles of Association shall be made by adopting a resolution by ~~the a~~ majority vote of ¾ (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 7 (seven) 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 ~~provide the General Meeting with written consents~~ submit an application to stand as a candidate for the position of a member of the Supervisory Board and ~~the a~~ candidate's declaration of ~~interests~~ 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 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, ~~or~~ an employee of an audit firm or of an independent assurance service provider who participates and/or has participated in the audit of ~~the set 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 the members of the Supervisory Board and shall set out their rights, duties and responsibilities. By the decision of the General Meeting, ~~independent~~ members of the Supervisory Board shall be paid remuneration for activities in the Supervisory Board. The terms and conditions of the contracts of the members of the Supervisory Board for 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 cannot hold office, the meetings of the Supervisory Board shall be convened and chaired by the oldest member of the Supervisory Board.

31. The Supervisory Board shall have the following competence:

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

~~31.2. to consider and approve the long-term financial plan, the annual budget, the Investment Policy, the risk management plan, 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 the operational strategy of the Company and of the Company's group of companies~~, 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 ~~the a~~ draft ~~distribution allocation~~ of the Company's profit (loss), ~~the annual report of the Company~~ and regarding the consolidated annual ~~management~~ report of the Company's group of companies, as well as regarding the ~~activities 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 ~~adopting making~~ the ~~said~~ 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 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 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 ~~operational plan~~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 internal audit functions of the Company, 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 nominations for the 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.~~ 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 Company's Audit Committee, 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;

31.165. 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 37²(11) of the Law on Companies;

31.176. to submit comments and proposals to the General Meeting and the Management Board ~~on~~ regarding the Company's draft Remuneration Policy and draft information on remuneration which is provided in the consolidated annual management report;

31.187. 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 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. ~~The adoption of the d~~Decision-making bys of 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 ~~adopt-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 ~~adopt-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 ~~adopted-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. The decision to remove a member of the Management Board may be ~~adopted-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 meeting of the Supervisory Board directly must 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 and the Risk Management and 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 set up 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 ~~adopt~~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, with at least 3 (three) members. Where individual members of the Committee are elected, they shall be elected only until the end of the term of office of the existing Committee. The members of the Committees shall be subject to the restrictions set out in Article 26 of these Articles of Association. At least 1/3 (one-third) of the members of a relevant Committee must be independent, unless legal acts provide for a larger number of independent members. A 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. By the decision of the Supervisory Board, independent members of the Committees may be paid remuneration which cannot exceed the amount of remuneration for an independent member of the Supervisory Board for activities in the Supervisory Board as set by the General Meeting. The Supervisory Board shall set the terms and conditions of the contracts for activities in the Committee for 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 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;

43.4. 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. Contracts for activities in the Management Board shall be entered into with the members of the Management Board before they take office 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 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.

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.

50. The Management Board shall consider and approve:

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

~~50.2. the remuneration report of the Company;~~

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

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

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

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

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

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

51. The Management Board shall analyse and assess:

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

51.2. the organisation of the activities of the Company and of the Company's group of companies;

51.3. the financial situation of the Company and of the Company's group of companies;

51.4. the results of the economic activities of the Company, its inventory data and other accounting data on changes in assets;

51.5. 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;

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

52. 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 ~~annual 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, the interim report 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 ~~adopting making~~ a decision on the allocation of dividends for a period shorter than the financial year, ~~the a draft distribution 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).

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

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

55. The Management Board shall make decisions regarding:

55.1. the Company becoming a founder or participant of other legal entities;

55.2. the establishment of branches and representative offices of the Company;

55.3. 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 31.124 of these Articles of Association;

55.4. the approval of the Articles of Association of companies in which the Company is a shareholder;

55.5. 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:

- 55.5.1. transfer, pledge, other restriction or disposal of shares or rights attached thereto;
- 55.5.2. 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);
- 55.5.3. reorganisation, separation, restructuring, liquidation, transformation or other actions changing the status of these companies;
- 55.5.4. transfer of business or a substantial part of it;
- 55.6. matters regarding ~~setting and managing~~ operational guidelines, ~~and~~ rules ~~and parameters~~ indicators of the companies of the Company's group of companies, common policies, ~~annual financial plans, annual rate of return on assets and maximum amounts of debt obligations~~ of the Company's group of companies ~~as well as and the other operational parameters~~ management of the companies of the Company's group of companies;
- 55.7. participation and voting in the General Meetings of Shareholders of the companies in which the Company is a shareholder. ~~The Management Board shall appoint a person to implement the decision of the Management Board at a General Meeting of Shareholders.~~
56. The Management Board shall make decisions:
- 56.1. to issue the Company's bonds (except for convertible bonds);
- 56.2. to establish the procedure for granting the support of the Company;
- 56.3 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.
57. Decisions of the Management Board referred to in Articles 55.1 (except decisions on becoming a founder or participant of associations) and 55.5 (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 ~~the approval of~~ agreement from the General Meeting.
58. If these Articles of Association, the Law on Companies or other legal acts require ~~the approval of~~ the General Meeting's ~~agreement to~~ decisions of the Management Board, decisions of the Management Board can be implemented only after agreement from ~~the approval of~~ the General Meeting has been obtained. Agreement from ~~The approval of~~ the General Meeting shall not eliminate the responsibility of the Management Board for the decisions made.
59. The Management Board shall be responsible for convening and organising the General Meetings in a timely manner.
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 legal acts and these Articles of Association.
61. 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.
62. All members of the Management Board shall have equal rights and obligations.
63. 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.
64. 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.
65. ~~The adoption of~~ Decision-making by the Management Board ~~decisions~~ and the rules of procedure shall be as follows:
- 65.1. 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.
- 65.2. Each member of the Management Board shall be responsible for the analysis of issues which fall within his/her competence – 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 be defined in the Rules of Procedure of the Management Board.
- 65.3. 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.
- 65.4. Meetings of the Management Board must be held at least once every 2 (two) weeks if the Rules of Procedure of the Management Board do not establish otherwise.
- 65.5. 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.

65.6. Meetings of the Management Board shall be convened and chaired by the Chair of the Management Board. In the absence of the Chair of the Management Board, the oldest member of the Management Board shall convene and chair the meetings of the Management Board.

65.7. 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.

65.8. 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.

65.9. The members of the Management Board must attend the meetings of the Management Board and vote in favour of or against each issue 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.

65.10. 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.

66. The Company must ensure appropriate working conditions for the Management Board and the members of the Management Board in the Management Board by providing 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

67. The Chief Executive Officer is a single-person management body of the Company.

68. 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 legislation and these Articles of Association.

69. 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 legislation and these Articles of Association.

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.

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

72. 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.

73. 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.

74. The Chief Executive Officer shall:

- 74.1. manage the Company;
- 74.2. organise day-to-day activities of the Company;
- 74.3. ensure the implementation of the Company's ~~operational~~ strategy and strategic plan;
- 74.4. implement the decisions of the Management Board;
- 74.5. make decisions regulating the activities of the Company;
- 74.6. recruit and dismiss employees, enter into and terminate employment contracts with them, incentivise them and impose penalties on them;
- 74.7. open and close accounts in banks or other institutions of payment service providers and dispose of the Company's funds therein;
- 74.8. issue authorisations and procurations;
- 74.9. 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;
- 74.10. submit proposals to the Management Board regarding the annual budgets of the Company and of the Company's group of companies;
- 74.11. 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 ~~the Company's all~~ documents of the Company required for the audit to be carried out/provision of services;
- 74.12. be responsible for:

74.12.1. 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 ~~annual report of the Company and the consolidated annual and interim management reports~~ of the Company's group of companies;

74.12.2. drafting a decision on the allocation of dividends for a period shorter than the financial year, preparation of a set of interim financial statements ~~and preparation of the interim report for the purpose of adopting a decision on the allocation of dividends for a period shorter than the financial year;~~

74.12.3. 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. 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. submitting the Company's documents and data to the manager of the Register of Legal Entities;

74.12.6. submitting the documents of the Company to the Bank of Lithuania and the Central Securities Depository;

74.12.7. public disclosure of information as prescribed by the Law on Companies in the source specified in these Articles of Association;

74.12.8. submitting information to shareholders;

74.12.9. preparation of the draft ~~long-term and short-term planning documents annual budgets of the Company and the Company's group of companies;~~

74.12.10. drafting the Remuneration Policy and ~~information on the remuneration, report~~ and making the approved Remuneration Policy and ~~information on remuneration report~~ publicly available on the Company's website;

74.13. 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.

75. 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 the Management Board~~ delegates the implementation of the decisions of the Management Board regarding participation and voting in the General Meetings of Shareholders to another person.

76. If, under law or these Articles of Association, ~~the a decision and/or agreement is required from approval of the General Meeting and/or the Management Board~~ ~~is required for the conclusion of to enter into~~ the Company's transactions or ~~for the adoption of to make~~ other decisions, the Chief Executive Officer may enter into the Company's transactions or ~~adopt make~~ other decisions when such a decision and/or ~~agreement has been made by~~ the General Meeting and/or the Management Board ~~has been made~~.

CHAPTER IX AUDIT COMMITTEE

77. The Audit Committee shall consist of 5 (five) members appointed by the General Meeting for a maximum period of 4 (four) years, ensuring that the majority of the members of the Audit Committee are independent members. Two candidates for the Audit Committee shall be nominated by the Supervisory Board.

78. The Audit Committee shall elect the Chair of the Audit Committee from among its independent members.

79. The members of the Audit Committee must comply with the independence, qualification and other requirements specified in Resolution No. 03-14 of the Board of the Bank of Lithuania "Regarding the Approval of the Description of Requirements for Audit Committees" of 24 January 2017.

80. The Audit Committee shall be responsible for the preparation and submission of objective conclusions or proposals to the Company on the operation of the audit and internal control system in the Company's group of companies.

81. The competence of the Audit Committee shall include, but shall not be limited to:

81.1. monitoring the financial reporting and auditing processes of the companies of the Company's group of companies;

81.2. monitoring compliance with the principle of independence of auditors ~~of the companies of the Company's group of companies, and~~ audit firms ~~and independent assurance service providers of the companies of the Company's group of companies;~~

81.3. monitoring the effectiveness of the internal control ~~and~~ risk management ~~systems that affect the financial reporting of audited companies of the Company's group of companies and the Company's sustainability reporting,~~ and internal audit systems and processes of the companies of the Company's group of companies;

81.4. preparation and submission of recommendations to the Company regarding the selection, appointment, re-appointment and removal of an external audit company and the terms and conditions of the contract with the external audit company;

81.5. ensuring the effectiveness of the internal audit function in the Company's group of companies;

81.6. providing an opinion to the Company on transactions with related parties as stipulated in Article 37² of the Law on Companies.

82. The Audit Committee shall act as the audit committee of the Company's group of companies as a whole.

83. The regulations of the Audit Committee shall be approved by the General Meeting.

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

84. The activities of the Company and the Company's group of companies shall be planned through the preparation of the ~~annual budgets long-term and short-term planning documents of of the Company and~~ the Company's group of companies, ~~which shall be approved by the Supervisory Board. The Chief Executive Officer shall be responsible for the preparation of the draft annual budgets of the Company and the Company's group of companies.~~

85. 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. ~~The General Meeting shall have the exclusive right to select and remove an auditor or an audit firm and to set the terms and conditions of payment for audit services.~~

86. The structural unit performing the internal audit functions of the Company shall be accountable to the Supervisory Board.

CHAPTER XI PUBLICATION OF NOTICES

87. 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.

88. Other information and notices not specified in Article 87 of the Articles of Association, which the Company must make public, shall be published in the electronic publication for public notices issued by the manager of the Register of Legal Entities in accordance with the procedure laid down by the Government.

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

89. 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 and consolidated annual 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.

90. The Company must provide a shareholder with access to all other information of the Company that is not specified in Article 89 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.

91. Any member of the Supervisory Board or the Management Board shall have the right of access 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.

92. All information and documents specified in Articles 89–91 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 XIII BRANCHES AND REPRESENTATIVE OFFICES OF THE COMPANY

93. 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.

94. 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.

95. The heads of the branches and/or representative offices of the Company shall be appointed and removed in accordance with Article 53.3 of these Articles of Association and the regulations of the branches and/or representative offices approved by the Management Board.

CHAPTER XIV FINAL PROVISIONS

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

97. 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.

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

99. 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 31 March 2023 .

The person authorised by the General Meeting:

Chief Executive Officer

Darius Maikštėnas

Annex 7: arguments regarding the proposal to approve the new version of the Regulations of the Audit Committee of AB "Ignitis grupė"

On 1 July 2024, amendments to the Law on Auditing of Financial Statements and Other Assurance Services and other laws entered into force, which, among other changes, implemented Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting. Taking into account the above-mentioned changes to the legal acts, the Company's Extraordinary General Meeting of Shareholders is proposed to approve the new version of the Company's Audit Committee regulations, in which the following changes have been made:

1. The regulations are supplemented with functions of the Audit Committee related to assurance of sustainability reporting: monitoring of compliance with the principle of independence of the sustainability reporting service provider, monitoring of the sustainability reporting process and sustainability reporting assurance process, as well as monitoring the process required to prepare the management report in the EU electronic reporting format, which must contain information on sustainability issues.
2. The regulations are supplemented by a requirement that committee members have, among other qualifications, knowledge in the area of sustainability reporting.

Annex 8: New version of the Regulations of the Audit Committee of AB "Ignitis grupė"

PATVIRTINTA
AB „Ignitis grupė“
Visuotinio akcininkų susirinkimo
2024 m. [xxxxxx] d. sprendimu
(posėdžio protokolo Nr. [x])

AB „IGNITIS GRUPĖ“ AUDITO KOMITETO NUOSTATAI

1. Nuostatuose naudojami terminai ir sutrumpinimai

Šiuose Nuostatuose naudojamos tokios sąvokos:
Bendrovė – AB „Ignitis grupė“ (juridinio asmens kodas 301844044);
Grupė – Bendrovė ir jos tiesiogiai ir netiesiogiai valdomi juridiniai asmenys;
Viešojo intereso įmonė – AB „Ignitis grupė“ įmonių grupės įmonės, atitinkančios Lietuvos Respublikos finansinių ataskaitų audito ir kitų užtikrinimo paslaugų įstatymo 2 straipsnio 39 dalyje nustatytus kriterijus;
Komitetas – Bendrovės Audito komitetas;
Nuostatai – šie Audito komiteto nuostatai;
Stebėtojų taryba – Bendrovės stebėtojų taryba;
Visuotinis susirinkimas – Bendrovės visuotinis akcininkų susirinkimas.

2. Bendrosios nuostatos

2.1. Nuostatai nustato Komiteto veiklos apimtį, funkcijas, teises, pareigas, sudėtį, posėdžių šaukimo tvarką, Bendrovės ir Bendrovės įmonių grupės įmonių darbuotojų pareigas tiek, kiek jos susijusios su Komiteto veikla.

2.2. Komitetas yra sudaromas Bendrovėje, kaip Bendrovės įmonių grupės patronuojančioje įmonėje, todėl šie Nuostatai ir iš jų kylantys reikalavimai yra taikomi visoms Bendrovės įmonių grupės įmonėms bei kitos teisinės formos juridiniams asmenims, kuriuose Bendrovė tiesiogiai ar netiesiogiai gali daryti lemiamą įtaką.

2.3. Nuostatus tvirtina ir keičia Visuotinis susirinkimas paprasta jame dalyvaujančių akcininkų balsų dauguma.

2.4. Komiteto nariai savo veikloje vadovaujasi šiais Nuostatais ir kitais galiojančiais teisės aktais.

3. Komiteto sudėtis

3.1. Komitetas sudaromas Visuotinio susirinkimo sprendimu iš 5 (penkių) narių. Komiteto nariams yra

APPROVED
by [xxxxxx] 2024 decision
of the General Shareholders Meeting
of AB "Ignitis grupė"
(minutes of the meeting No. [x])

REGULATIONS OF THE AUDIT COMMITTEE OF AB "IGNITIS GRUPĖ"

1. Terms and Abbreviations used in the Regulations

For the purposes of these Regulations, the following definitions shall apply:

Company – AB "Ignitis grupė" (legal entity code 301844044);

Group – the Company and its directly and indirectly controlled legal entities;

Public interest entity – AB "Ignitis grupė" group companies that meet the criteria set forth in Article 2 (39) of the Republic of Lithuania Law on Audit of Financial Statements and Other Assurance Services;

Committee – the Audit Committee of the Company;

Regulations – the following regulations of the Audit Committee;

Supervisory Board – the Supervisory Board of the Company;

General Meeting – General Meeting of Shareholders of the Company.

2. General Provisions

2.1. The Regulations shall determine the scope of activities, functions, rights, duties, composition, procedure of convening meetings of the Committee, the duties of the employees of the Company and the companies of the Company's group of companies insofar as they are related to the activities of the Committee.

2.2. The Committee is formed in the Company as the parent company of the Company's group of companies, therefore these regulations and the requirements arising therefrom apply to all companies of the Company's group of companies and other legal entities in which the Company can directly or indirectly exercise decisive influence.

2.3. The Regulations shall be approved and amended by the General Meeting by a simple majority vote of the shareholders present.

2.4. The members of the Committee shall act in accordance with these Regulations and other applicable legal acts.

3. Composition of the Committee

3.1. The Committee shall be formed by the decision of the General Meeting from 5 (five) members. The

taikomi Bendrovės įstatų 26 punkte nustatyti ribojimai. Skiriant Komiteto narius turi būti užtikrinama, kad dauguma Komiteto narių būtų nepriklausomi. Du kandidatus į Audito komitetą teikia Stebėtojų taryba.

3.2. Nepriklausomi Komiteto nariai turi atitikti NASDAQ OMX Vilnius listinguojamų bendrovių valdymo kodekso nuostatas dėl nepriklausomų kolegialaus organo narių, taip pat 2017 m. sausio 24 d. Lietuvos banko valdybos nutarimu Nr. 03-14 patvirtinto Reikalavimų audito komitetams aprašo (aktuali redakcija) nuostatas.

3.3. Komiteto nariai turi būti tinkamos kvalifikacijos ir patirties, kolegialiai turintys žinių finansų, buhalterinės apskaitos ar tvarumo atskaitomybės ar finansinių ataskaitų audito srityje ir sektoriuje, kuriame veikia Bendrovė. Bent vienas iš nepriklausomų Komiteto narių turi turėti ne mažesnę kaip 5 metų darbo patirtį buhalterinės apskaitos arba finansinių ataskaitų audito srityse.

3.4. Išrinktam nepriklausomam Komiteto nariui nebeatitinkant nepriklausomumo kriterijų, Komiteto narys privalo nedelsiant informuoti Bendrovę. Tokiu atveju Bendrovės valdyba privalo sušaukti Visuotinį susirinkimą naujam nepriklausomam Komiteto nariui išrinkti.

3.5. Komitetas renkamas 4 (ketverių) metų kadencijai. Jeigu renkami pavieniai Komiteto nariai, jie renkami tik iki veikiančio Komiteto kadencijos pabaigos.

3.6. Išrinktas naujas Komitetas (jo nariai) pradeda eiti pareigas nuo to momento, kai pasibaigia Visuotinis susirinkimas, kuriame Komitetas (jo nariai) buvo išrinkti.

3.7. Visuotinis susirinkimas gali atšaukti visą Komitetą arba pavienius jo narius nesibaigus Komiteto kadencijai.

3.8. Komitetas iš nepriklausomų savo narių renka Komiteto pirmininką.

3.9. Komiteto pirmininkas negali vadovauti jokiame kitame Bendrovėje įsteigto komitetui.

3.10. Sprendimą dėl Komiteto narių ir pirmininko sutarčių dėl veiklos Komitete ir konfidencialios informacijos sąlygų nustatymo, įgalioto Bendrovės vardu pasirašyti šias sutartis asmens paskyrimo priima Visuotinis susirinkimas.

3.11. Komiteto narys turi teisę atsistatydinti pateikęs rašytinį pranešimą Bendrovei prieš 14 kalendorinių dienų. Jeigu Stebėtojų tarybos narys, kuris yra ir Komiteto narys, atšaukiamas, atsistatydina ar dėl kitų priežasčių nustoja eiti Stebėtojų tarybos nario pareigas, jis nustoja eiti pareigas ir Komitete.

4. Komiteto funkcijos, teisės ir pareigos

4.1. Komiteto funkcijos:

4.1.1. stebi Bendrovės ir Grupės įmonių finansinės atskaitomybės ir Bendrovės konsoliduotos tvarumo atskaitomybės procesus, , reikalingus finansinėms a-

members of the Committee shall be subject to the restrictions set forth in Article 26 of the Company's Articles of Association. The appointment of the members of the Committee shall aim to ensure that the majority of members of the Committee are independent. Two candidates for the Audit Committee are nominated by the Supervisory Board.

3.2. Independent members of the Committee must comply with the provisions of the Corporate Governance Code of companies listed on the NASDAQ OMX Vilnius regarding independent members of the collegial body, as well as the Description of Requirements for Audit Committees approved by Resolution of the Board of the Bank of Lithuania of 24 January 2017 No. 03-14.

3.3. The members of the Committee must be suitably qualified and experienced, having collegial knowledge in the field of finance, accounting or sustainability reporting or auditing of financial statements and in the sector in which the Company operates. At least one of the independent members of the Committee must have at least 5 years of work experience in the field of accounting or auditing of financial statements.

3.4. If an elected independent member of the Committee no longer meets the independence criteria, the member must immediately inform the Company. In such case the Company's Management Board must convene General Meeting to elect a new independent Committee member.

3.5. The Committee shall be elected for a term of 4 (four) years. If individual members of the Committee are elected, they shall be elected only until the end of the term of office of the current Committee.

3.6. The newly elected Committee (its members) shall commence its activities after the end of the General Meeting which elected the Committee (its members).

3.7. The entire Committee or its individual members can be revoked before the end of term of office of the Committee by the General Meeting.

3.8. The Chair of the Committee is elected by the members of the Committee from among their independent members.

3.9. The Chairman of the Committee may not chair any other committee established in the Company.

3.10. The decisions on setting the terms and conditions of the contracts regarding activities of the members and Chair of the Audit Committee, and on confidential information protection, appointment of authorized person to sign these contracts on behalf of the Company shall be adopted by the General Meeting.

3.11. A member of the Committee shall have the right to resign by submitting a written notice to the Company in writing at least 14 calendar days in advance. If a member of the Supervisory Board, who is also a member of the Committee, is revoked, resigns or ceases to hold the position of a member of the Supervisory Board for other reasons, he or she shall also cease to hold office on the Committee.

4. Functions, Rights and Obligations of the Committee

4.1. Functions of the Committee:

4.1.1. shall monitor the processes of financial reporting of the Company and the Group companies and the

taskaitoms ir vadovybės ataskaitoje teikiama informacijai tvarumo klausimais parengti ES elektroninio ataskaitų teikimo formatu, Bendrovės ir Grupės įmonių procesus, kuriuos jos taiko rinkdamos ir teikdamos informaciją tvarumo klausimais pagal Europos tvarumo atskaitomybės standartus, taip pat teikia rekomendacijas ar pasiūlymus dėl šių procesų patikimumo;

4.1.2. stebi Bendrovės ir Grupės įmonių vidaus kontrolės ir rizikos valdymo sistemų, turinčių įtakos audituojamų Grupės įmonių finansinei atskaitomybei ir Bendrovės tvarumo atskaitomybei, įskaitant procesą, reikalingą vadovybės ataskaitai, kurioje turi būti pateikta informacija tvarumo klausimais, parengti ES elektroninio ataskaitų teikimo formatu, taip pat Grupės įmonių vidaus kontrolės ir rizikos valdymo sistemų, skirtų korupcijos, užsienio pareigūnų papirkimo sudarant tarptautinius sandorius, pinigų plovimo ir teroristų finansavimo prevencijai, veiksmingumą bei vidaus audito veiksmingumą, nepažeidžiant vidaus audito nepriklausomumo;

4.1.3. atsako už auditoriaus (auditorių) arba audito įmonės (įmonių) atrankos procedūros atlikimą ir teikia rekomendacijas, kurį (kuriuos) auditorių (auditorius) arba audito įmonę (įmones) paskirti, pagal Reglamento (ES) Nr. 537/2014¹ 16 straipsnį;

4.1.4. stebi tvarumo atskaitomybės užtikrinimo paslaugų teikėjo atrankos procedūrą ir priima sprendimą dėl tvarumo atskaitomybės užtikrinimo paslaugų teikėjo nepriklausomumo;

4.1.5. stebi Viešojo intereso įmonių metinių finansinių ataskaitų, Grupės konsoliduotųjų finansinių ataskaitų auditą ir Grupės konsoliduotosios tvarumo atskaitomybės užtikrinimą, ypač atkreipiant dėmesį į audito atlikimą ir užtikrinimo paslaugų suteikimą;

4.1.6. peržiūri ir stebi auditorių ar audito įmonių, taip pat nepriklausomų tvarumo atskaitomybės užtikrinimo paslaugų teikėjų nepriklausomumą ir objektyvumą;

4.1.6.1. stebi, kad nebūtų pažeisti išorės audito įmonių ir pagrindinių audito partnerių rotacijos reikalavimai;

4.1.6.2. stebi, koks ne finansinių ataskaitų audito paslaugų pobūdis ir mastas, teikia nuomonę dėl Grupėi taikomos politikos, apibrėžiančios teikiamas ne finansinių ataskaitų audito paslaugas, suteikia leidimus šioms paslaugoms atlikti;

4.1.6.3. aptaria galimas grėsmes nepriklausomumui, taip pat šioms grėsmėms mažinti taikytas apsaugos priemones;

4.1.7. informuoja audituojamos Bendrovės ir (ar) Grupės įmonės vadovą ar Bendrovės Stebėtojų tarybą apie finansinių ataskaitų audito ir konsoliduotosios tvarumo atskaitomybės užtikrinimo rezultatus ir paaiškina, kaip finansinių ataskaitų auditas ir konsoliduotosios tvarumo atskaitomybės užtikrinimas prisidėjo prie finansinių ataskaitų ir informacijos tvarumo klausimais patikimumo ir koks buvo Audito komiteto vaidmuo tai atliekant;

4.1.8. Komitetas užtikrindamas vidaus audito funkcijos veiksmingumą;

4.1.8.1. teikia Bendrovės Stebėtojų tarybai rekomendacijas dėl Bendrovės vidaus audito tarnybos

Company's consolidated sustainability reporting necessary to prepare the financial statements and information provided in the management report on sustainability issues in the EU electronic reporting format, the processes of the Company and the Group companies that they apply when collecting and providing information on sustainability issues in accordance with the European Sustainability Reporting Standards, and also provides recommendations or suggestions regarding the reliability of these processes;

4.1.2. shall monitor the effectiveness of the Company's and the Group companies' internal control and risk management systems that affect the financial reporting of audited Group companies and the Company's sustainability reporting, including the process required to prepare the management report in the EU electronic reporting format, which must contain information on sustainability issues, , also the effectiveness of the Group companies' internal control and risk management systems for the prevention of corruption, bribery of foreign public officials in international transactions, money laundering and terrorist financing, and the effectiveness of internal audit, without prejudice to the independence of internal audit;

4.1.3. shall be responsible for carrying out the selection procedure for the statutory auditor(s) or audit firm(s) and shall make recommendations for the appointment of the statutory auditor(s) or audit firm(s) in accordance with Article 16 of Regulation (EU) No. 537/2014¹;

4.1.4. monitors the selection procedure of the sustainability reporting assurance service provider and makes a decision on the independence of the sustainability reporting assurance service provider;

4.1.5. shall monitor the audit of the annual financial statements of Public interest entities, the consolidated financial statements of the Group, and assurance of consolidated sustainability reporting of the Group, with a particular focus on audit performance and provision of assurance services;

4.1.6. shall review and monitor the independence and objectivity of statutory auditors or audit firms, as well as independent sustainability reporting assurance service providers;

4.1.6.1. shall monitor that the rotation requirements of external audit firms and key audit partners are not violated;

4.1.6.2. shall monitor the nature and scope of non-financial statement audit services, provide an opinion on the policy applied to the Group, which defines the non-financial statement audit services provided, authorize the performance of these services;

4.1.6.3. shall consider potential threats to independence as well as safeguards applied to mitigate such threats;

4.1.7. shall inform the Head of the audited Company and the Group company or the Company's Supervisory Board about the results of the audit of the financial statements and assurance of consolidated sustainability reporting, and explain how the audit of the financial statements and the assurance of consolidated sustain-

¹2014 m. balandžio 16 d. Europos Parlamento ir Tarybos reglamentas (ES) Nr. 537/2014 dėl konkrečių viešojo intereso įmonių teisės aktų nustatyto audito reikalavimų, kuriuo panaikinamas Komisijos sprendimas 2005/909/EB.

¹Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC

vadovo pasirinkimo, skyrimo, pakartotinio skyrimo ir atleidimo;

4.1.8.2. tvirtina Bendrovės vidaus audito tarnybos nuostatus, einamųjų metų vidaus audito planą, asmenų, kuriems pateikiama vidaus audito tarnybos metinė ataskaita arba jos santrauka, sąrašą ir metinės ataskaitos pateikimo tvarką;

4.1.8.3. prižiūri, kad Bendrovės vidaus audito tarnybai būtų skirta pakankamai finansinių išteklių numatytiems uždaviniams įgyvendinti, taip pat palaikyti reikiamą vidaus audito tarnybos darbuotojų kvalifikaciją savo funkcijoms atlikti;

4.1.8.4. stebi ir periodiškai vertina Bendrovės vidaus audito tarnybos darbą, aptaria patikrinimų rezultatus, kaip šalinami rasti trūkumai, įgyvendinami vidaus audito planai, jei reikia, imasi atitinkamų veiksmų;

4.1.9. vertina ir analizuoja kitus klausimus, priskirtus Komiteto kompetencijai;

4.1.10. teikia nuomonę Bendrovei ir Grupės įmonems, kurių akcijomis leista prekiauti reguliuojamoje rinkoje, dėl sandorių su susijusia šalimi, kaip tai numatyta Lietuvos Respublikos akcinių bendrovių įstatymo 37² str. 5 d.;

4.1.11. vykdo kitas teisės aktuose² numatytas funkcijas, susijusias su Komiteto funkcijomis.

4.2. Komitetas savo funkcijas vykdo Komiteto posėdžių metu priimdamas sprendimus.

4.3. Komitetas Visuotiniame susirinkimui ir Stebėtojų tarybai teikia veiklos ataskaitą, kai Bendrovės Visuotiniame susirinkimui teikiamas tvirtinti finansinių ataskaitų rinkinys.

4.4. Komiteto nariai privalo:

4.4.1. sąžiningai, rūpestingai ir atsakingai veikti Bendrovės, Bendrovės įmonių grupės įmonių bei akcininkų naudai;

4.4.2. išlaikyti savo analizės, sprendimų priėmimo ir veiksmų objektyvumą;

4.4.3. reikšti savo prieštaravimą tuo atveju, kai mano, kad Bendrovės ar Bendrovės įmonių grupės įmonių organo sprendimas gali pakenkti Bendrovei ir (arba) Bendrovės įmonių grupės įmonei;

4.4.4. užtikrinti informacijos, kurią sužinojo eidamas Komiteto nario pareigas, konfidencialumą ir apsaugą;

4.4.5. teikti informaciją Bendrovės Stebėtojų tarybai apie Komiteto veiklą, priimamus sprendimus.

ability reporting contributed to the reliability of the financial statements and information on sustainability issues and what was the role of the Audit Committee in doing so;

4.1.8. In ensuring the effectiveness of the internal audit function, the Committee shall:

4.1.8.1. make recommendations to the Company's Supervisory Board regarding the selection, appointment, re-appointment and dismissal of the head of the Company's internal audit service;

4.1.8.2. approve the regulations of the Company's internal audit unit, the internal audit plan for the current year, the list of persons to whom the annual report of the internal audit service or a summary thereof is submitted and the procedure for submission of the annual report;

4.1.8.3. oversee that the Company's internal audit service is provided with sufficient financial resources to implement the planned tasks, as well as to maintain the necessary qualification of the employees of the internal audit service to perform their functions;

4.1.8.4. monitor and periodically evaluate the work of the Company's internal audit service, discuss the results of inspections, ways of elimination of the identified deficiencies, implement the internal audit plans and, if necessary, take appropriate actions;

4.1.9. evaluate and analyse other issues assigned to the competence of the Committee;

4.1.10. provide an opinion to the Company and the Group companies, the shares of which are admitted to trading on a regulated market, regarding transactions with a related party, as provided for in Article 37² (5) of the Republic of Lithuania Law on Companies;

4.1.11. perform other functions provided for in legal acts³ related to the functions of the Committee.

4.2. The Committee shall perform its functions by taking decisions during the meetings of the Committee.

4.3. The Committee shall prepare and submit an activity report to the General Meeting and the Supervisory Board when a set of financial statements is submitted to the General Meeting of the Company for approval.

4.4. Committee members must:

4.4.1. act honestly, diligently and responsibly for the benefit of the Company, the companies of the Company's group of companies and the shareholders;

²Valstybės valdomos energetikos įmonių grupės korporatyvinio valdymo gairių aprašas, patvirtintas Lietuvos Respublikos finansų ministro 2013 m. birželio 7 d. įsakymu Nr. 1K-205 (Lietuvos Respublikos finansų ministro 2020 m. birželio 7 d. įsakymo Nr. 1K-293 redakcija); Lietuvos Respublikos Finansinių ataskaitų audito įstatymas; NASDAQ OMX Vilnius listinguojamų bendrovių valdymo kodeksas; 2014 m. balandžio 16 d. Europos Parlamento ir Tarybos direktyva 2014/56/ES, kuria iš dalies keičiama Direktyva 2006/43/EB dėl teisės aktų nustatyto metinės finansinės atskaitomybės ir konsoliduotos finansinės atskaitomybės audito; 2014 m. balandžio 16 d. Europos Parlamento ir Tarybos reglamentas (ES) Nr. 537/2014 dėl konkrečių viešojo intereso įmonių teisės aktų nustatyto audito reikalavimų, kuriuo panaikinamas Komisijos sprendimas 2005/909/EB; 2017 m. sausio 24 d. Lietuvos banko valdybos nutarimu Nr. 03-14 patvirtintas Reikalavimų audito komitetams aprašas (Lietuvos banko valdybos 2018 m. kovo 13 d. nutarimo Nr. 03-35 redakcija); 2017 m. vasario 27 d. Lietuvos banko Priėžiūros tarnybos direktoriaus sprendimu Nr. 241-37 patvirtintos Reikalavimų audito komitetams aprašo taikymo ir finansinių ataskaitų audito proceso veiksmingumo užtikrinimo gairės.

³Description of corporate governance guidelines for the state-owned energy group, approved by Order of the Minister of Finance of the Republic of Lithuania of 7 June 2013 No. 1K-205 (wording of Order of the Minister of Finance of the Republic of Lithuania of 7 June 2020 No. 1K-293); the Republic of Lithuanian Law on Audit of Financial Statements; NASDAQ OMX Vilnius Corporate Governance Code; Directive 2014/56/EU of the European Parliament and of the Council of 16 April 2014 amending Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts; Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC; Description of Requirements for Audit Committees approved by Resolution of the Board of the Bank of Lithuania of 24 January 2017 No. 03-14 (wording of the Resolution of the Board of the Bank of Lithuania of 13 March 2018 No. 03-35); Guidelines for the Application of the Description of Requirements for Audit Committees and Ensuring the Efficiency of the Audit Process of Financial Statements approved by the Decision of the Director of the Supervision Service of the Bank of Lithuania of 27 February 2017 No. 241-37.

4.5. Komiteto nariai, atlikdami savo pareigas, turi šias teises:

4.5.1. pasinaudodami profesinėmis žiniomis ir įgūdžiais pasirinkti veiklos tvarką bei procedūras, kurios užtikrintų tinkamą, teisės aktais nustatytą, Komiteto funkcijų įgyvendinimą;

4.5.2. gauti iš Bendrovės ir Bendrovės įmonių grupės įmonių reikalingus dokumentus ir (arba) jų kopijas bei informaciją, reikalingą Komiteto funkcijoms atlikti;

4.5.3. savo nuožiūra kviešti į savo posėdžius Bendrovės ir Bendrovės įmonių grupės įmonių atsakingus asmenis bei gauti iš jų reikiamus paaiškinimus;

4.5.4. kitas teises, numatytas galiojančiuose teisės aktuose ir Bendrovės vidaus teisės aktuose.

4.6. Siekiant, kad Komitetas galėtų tinkamai vykdyti pareigas, Komiteto nariams, ypač naujai paskirtiems, turėtų būti pasiūlyta mokymų programa. Įvadinės mokymų programos metu Komiteto nariai turėtų būti supažindinti su Komiteto vaidmeniu – nuostatais ir įmonės lūkesčiais, taip pat – su Viešojo intereso įmonės veikla (pagrindinėmis veiklos sritimis, finansinės sritys būkle, rizikomis ir pan.), ilgalaikę ir trumpalaikę strategijomis, Viešojo intereso įmonės vadovaujančiais darbuotojais, esant poreikiui – ir kitais darbuotojais, ir kt. Be šių mokymų, Komiteto nariams dar turėtų būti organizuojami ir kiti (periodiniai) mokymai, kuriuose Komiteto nariai gautų naujos informacijos arba praplėstų žinias apie esamą ir numatomą teisinį reguliavimą, praktinį jo įgyvendinimą ir teismų praktiką (finansinės atskaitomybės, bendrovių teisės, Viešojo intereso įmonės verslo sritys, vidaus audito, finansinių ataskaitų audito, rizikos valdymo ir kitais klausimais). Šie mokymai galėtų būti organizuojami Viešojo intereso įmonei apmokant Komiteto narių dalyvavimą atitinkamuose kursuose, seminaruose ar konferencijose, taip pat organizuojant susitikimus su Viešojo intereso įmonės vadovaujančiais darbuotojais, esant poreikiui – ir kitais darbuotojais, taip pat – išorės konsultantais;

4.7. Komitetui atliekant savo pareigas, jo nariams turi būti suteikta teisė gauti bet kokią informaciją ar dokumentus, taip pat pasitelkti į pagalbą trečiuosius asmenis ypatingiems tyrimams arba kitoms užduotims atlikti ir gauti iš Viešojo intereso įmonės reikiamą finansavimą. Su trečiaisiais asmenimis sudaromuose susitarimuose dėl minėtų tyrimų arba kitų užduočių atlikimo turi būti nustatyta trečiųjų asmenų konfidencialumo pareiga.

4.4.2. maintain the objectivity of its analysis, decision-making and actions;

4.4.3. express its objection in the event that it considers that the decision of the body of the Company or the group of companies of the Company may harm the Company and/or the company of the Company's group of companies;

4.4.4. ensure the confidentiality and protection of information obtained in the performance of his/her duties as a member of the Committee;

4.4.5. provide information to the Company's Supervisory Board on the activities of the Committee and decisions made.

4.5. The members of the Committee shall, in the performance of their duties, have the following rights:

4.5.1. to select operational order and procedures that would ensure the proper implementation of the functions of the Committee established by law by using professional knowledge and skills;

4.5.2. to receive from the Company and the companies of the Company's group of companies the necessary documents and/or their copies and information necessary for the performance of the functions of the Committee;

4.5.3. at its own discretion, to invite the responsible persons of the Company and the companies of the Company's group of companies to its meetings and to receive the necessary explanations from them;

4.5.4. other rights provided for in the applicable legal acts and the Company's internal legal acts.

4.6. In order for the Committee to be able to carry out its duties properly, a training program should be offered to the members of the Committee, in particular for newly appointed members. During the introductory training program, the members of the Committee should be introduced to the role of the Committee – regulations and company expectations, as well as to the activities of the Public Interest Entity (main areas of activity, financial condition, risks, etc.), long-term and short-term strategies, managers of the Public Interest Entity, if necessary – other employees, etc. In addition to these trainings, other (periodic) trainings should be organised for the Committee members, in which the Committee members would receive new information or expand knowledge about the existing and planned legal regulation, its practical implementation and case law (financial reporting, company law, public interest business internal audit, audit of financial statements, risk management and other issues). This training could take the form of training the Public Interest Entity in attending relevant Committee courses, seminars or conferences, as well as meetings with the Public Interest Entity's management staff and, if necessary, other employees, as well as external consultants.

4.7. In the performance of its duties, the members of the Committee shall have the right to obtain any information or documents, as well as use the assistance of third parties to carry out special investigations or other tasks and obtain the necessary funding from the Public Interest Entity. Agreements with third parties on the performance of such investigations or other tasks must include an obligation of confidentiality from third parties.

5. Komiteto posėdžiai

- 5.1. Komiteto eiliniai posėdžiai vyksta ne rečiau kaip kartą per ketvirtį. Komitetas gali pasitvirtinti ir kitą eilinių posėdžių vykdymo planą.
- 5.2. Komiteto sprendimai priimami Komiteto posėdžių metu.
- 5.3. Komitetas gali priimti sprendimus ir jo posėdis laikomas įvykusių, kai jame dalyvauja ne mažiau kaip 3 (trys) Komiteto nariai. Komiteto sprendimas laikomas priimtu, kai už jį yra gauta daugiau balsų už negu prieš. Balsams pasiskirsčius po lygiai, sprendimą lemia Komiteto pirmininko balsas.
- 5.4. Į Komiteto posėdžius be Komiteto narių gali būti kviečiami svarstomų klausimų pranešėjai bei kiti svarstomu klausimu suinteresuoti asmenys.
- 5.5. Komitetas gali rinktis į neeilinius posėdžius, kuriuos inicijuoti turi teisę Komiteto pirmininkas ar bet kuris kitas Komiteto narys. Kartu su siūlymu sušaukti neeilinį Komiteto posėdį, iniciatorius privalo pateikti inicijuojamo posėdžio darbotvarkę ir siūlomoms svarstyti darbotvarkės klausimams reikalingą medžiagą.
- 5.6. Komiteto posėdžius šaukia ir, reikalui esant, atšaukia Komiteto pirmininkas. Parengiamuosius Komiteto posėdžio darbus Komiteto pirmininkas gali deleguoti Komiteto posėdžių sekretoriui, kurį paskiria Komitetas. Bendrovė privalo deleguoti asmenį, kuris vykdytų Komiteto posėdžių sekretoriaus funkcijas.
- 5.7. Komiteto posėdžių sekretorius kvietimą į Komiteto posėdį, posėdžio darbotvarkę ir visą su svarstomais klausimais susijusią medžiagą Komiteto nariams ir, reikalui esant, suinteresuotiems Bendrovės ar Bendrovės įmonių grupės įmonių darbuotojams siunčia asmeniškai, elektroniniu paštu (Komiteto nario, Bendrovės darbuotojo elektroninio pašto adresu) arba bet kuriuo kitu būdu (užtikrinant informacijos saugumą), likus ne mažiau kaip 5 (penkioms) darbo dienoms iki Komiteto posėdžio dienos, išskyrus atvejus, kai trumpesniai terminui neprieštarauja visi Komiteto nariai.
- 5.8. Komiteto posėdžių sekretorius kvietimą į neeilinį Komiteto posėdį, posėdžio darbotvarkę ir visą su svarstomais klausimais susijusią medžiagą Komiteto nariams ir, reikalui esant, suinteresuotiems Bendrovės ar Bendrovės įmonių grupės įmonių darbuotojams, siunčia tokiomis pat priemonėmis kaip ir į eilinius posėdžius bent prieš 2 (dvi) darbo dienas.
- 5.9. Posėdžio darbotvarkė gali būti keičiama ar papildoma bet kurio Komiteto nario iniciatyva, jei tam neprieštarauja Komiteto nariai.
- 5.10. Komitetas turi teisę svarstyti darbotvarkės klausimą ir priimti sprendimą, nesilaikant šiuose Nuostatuose nustatytos Komiteto posėdžio sušaukimo ir (ar) medžiagos rengimo tvarkos, jei tam neprieštarauja nei vienas tame posėdyje dalyvaujantis Komiteto narys. Komitetas gali nusistatyti kitą medžiagos pateikimo tvarką bei nustatyti atskirus reikalavimus medžiagos pateikimui.

5. Committee Meetings

- 5.1. Ordinary meetings of the Committee shall be held at least once a quarter. The Committee may approve another plan for ordinary meetings.
- 5.2. Decisions of the Committee shall be taken at meetings of the Committee.
- 5.3. The Committee can make decisions and the meeting is considered to have taken place if no fewer than 3 (three) Committee members participate in the meeting. The decision of the Committee shall be deemed to have been adopted when there are more votes for it than against it. In the event of a tie, the chairman of the Committee shall have the casting vote.
- 5.4. In addition to the members of the Committee, rapporteurs on the issues under consideration and other persons interested in the issue under consideration may be invited to the meetings of the Committee.
- 5.5. The Committee may elect to extraordinary meetings, which may be convened by the Chairman of the Committee or by any other member of the Committee. Together with the proposal to convene an extraordinary meeting of the Committee, the initiator must submit the agenda of the initiated meeting and the material necessary for the items on the agenda to be considered.
- 5.6. Meetings of the Committee shall be convened and, if necessary, cancelled by the Chairman of the Committee. The Chairman of the Committee may delegate the preparatory work for a meeting of the Committee to a secretary appointed by the Committee. The Company must delegate a person to act as the secretary of the Committee's meetings.
- 5.7. The Secretary of the Committee meetings shall send the invitation to the Committee meeting, the agenda of the meeting and all material related to the issues to the Committee members and, if necessary, interested employees of the Company or the companies of the Company's group of companies in person, by e-mail (to the e-mail address of the Committee member, employee of the Company) or in any other way (ensuring information security), at least 5 (five) business days before the date of the Committee meeting, unless all members of the Committee agree on a shorter term.
- 5.8. The Secretary of the Committee meetings shall send the invitation to the extraordinary Committee meeting, the agenda of the meeting and all material related to the issues to the Committee members and, if necessary, interested employees of the Company or the companies of the Company's group of companies by the same means as to ordinary meetings at least 2 (two) business days in advance.
- 5.9. The agenda of a meeting may be amended or supplemented at the initiative of any member of the Committee, unless the members of the Committee object thereto.
- 5.10. The Committee shall have the right to consider an item on the agenda and to take a decision without following the procedure for convening a meeting of the Committee and/or preparing the material provided for in these Regulations, unless any member of the Committee present at that meeting objects thereto. The Committee may prescribe other procedures for the submission of material and may lay down separate requirements for the submission of material.

6. Komiteto posėdžių tvarka

- 6.1. Komiteto posėdžiui pirmininkauja Komiteto pirmininkas, o jei jo nėra ar jis negali eiti savo pareigų – vyriausias pagal amžių Komiteto narys.
- 6.2. Komiteto nariai privalo dalyvauti visuose Komiteto posėdžiuose, išskyrus atvejus, kai dalyvauti posėdyje Komiteto narys negali dėl objektyvių aplinkybių.
- 6.3. Komiteto narys atvykdamas į Komiteto posėdžius visuomet privalo būti susipažinęs su posėdžio darbotvarka ir visa jam pateikta Komiteto posėdžio medžiaga. Komiteto narys turi aktyviai dalyvauti svarstant posėdžio darbotvarkėje numatytus klausimus, raštu ar žodžiu išdėstyti savo poziciją visais svarstomais klausimais, teikti argumentuotus pasiūlymus dėl svarstomų klausimų sprendimo.
- 6.4. Balsavimą skelbia Komiteto pirmininkas.
- 6.5. Balsavimas Komiteto posėdyje yra atviras. Balsavimas vyksta rankos pakėlimu, jei kitaip nesusitaria Komiteto nariai. Komiteto narys, atskirais atvejais negalintis tiesiogiai dalyvauti Komiteto posėdyje, privalo iš anksto balsuoti raštu ar elektroninių ryšių priemonėmis. Iš anksto balsavę Komiteto nariai laikomi dalyvavusiais Komiteto posėdyje.
- 6.6. Balsavimo metu kiekvienas Komiteto narys turi vieną balsą. Komiteto narys privalo balsuoti „už“ arba „prieš“ kiekvienu svarstomu klausimu. Komiteto narys neturi teisės atsisakyti balsuoti ar susilaikyti balsuojant, išskyrus įstatymuose ir šiuose Nuostatuose numatytus atvejus.
- 6.7. Komiteto narys neturi teisės nebalsuoti ar susilaikyti balsuojant, išskyrus atvejus, kai gali kilti Komiteto nario ir Bendrovės interesų konfliktas ar kitais pagrindais.
- 6.8. Balsavimo rezultatus paskelbia Komiteto pirmininkas, kuris taip pat paskelbia ar sprendimas priimtas, ar ne. Komiteto sprendimas yra priimtas, kai už jį yra gauta daugiau balsų „už“ negu „prieš“, balsams „už“ ir „prieš“ pasiskirsčius po lygiai, lemia Komiteto pirmininko balsas. Pirmininkui nesant ar nedalyvaujant posėdyje ir balsams pasiskirsčius po lygiai, laikoma, kad sprendimas yra nepriimtas.
- 6.9. Komiteto narys privalo nusišalinti nuo klausimo, kurio rengimas, svarstymas ir/ar sprendimas šiuo klausimu gali sukelti Komiteto nario ir Bendrovės ir/ar Bendrovės grupės įmonės(-ių) interesų konfliktą, įskaitant, bet neapsiribojant, negali dalyvauti rengiant, svarstant, priimant sprendimus šiuo klausimu ar kitaip paveikti sprendimus, kurie gali sukelti ar sukelti interesų konfliktus. Prieš pradėdant tokio klausimo rengimo, svarstymo ir/ar sprendimo šiuo klausimu priėmimo procedūrą arba pačios procedūros metu Komiteto narys privalo informuoti Komitetą ir asmenis, kurie kartu dalyvauja rengiant, svarstant ar priimant sprendimą šiuo klausimu, apie esamą interesų konfliktą, pareikšti apie nusišalinimą ir jokia forma nedalyvauti toliau rengiant, svarstant klausimą ar priimant sprendimą šiuo klausimu.
- 6.10. Motyvuotu rašytiniu sprendimu Komitetas gali nepriimti Komiteto nario pareikšto nusišalinimo ir įpareigoti Komiteto narį toliau dalyvauti rengiant, svarstant klausimą ar priimant sprendimą šiuo klausimu.

6. Committee Meetings' Procedure

- 6.1. The meeting of the Committee shall be chaired by the Chairman of the Committee or, if he or she is absent or indisposed, by the oldest member of the Committee.
- 6.2. The members of the Committee must attend all the meetings of the Committee, except in cases when a member of the Committee is unable to attend the meeting due to objective circumstances.
- 6.3. A member of the Committee must always be acquainted with the agenda of the meeting and all the material of the Committee meeting submitted to him or her when attending the meetings of the Committee. A member of the Committee must actively participate in the consideration of the issues provided for in the agenda of the meeting, state his or her position on all the issues under consideration in writing or orally, submit reasoned proposals on the solution of the issues under consideration.
- 6.4. The vote shall be announced by the Chairman of the Committee.
- 6.5. Voting at the Committee meeting shall be open. Voting shall be conducted by show of hands unless otherwise agreed by the members of the Committee. A member of the Committee who in individual cases is unable to participate directly in the meeting of the Committee must vote in advance in writing or by means of electronic communication. Members of the Committee who have voted in advance shall be deemed to have attended a meeting of the Committee.
- 6.6. Each member of the Committee shall have one vote. A member of the Committee must vote for or against each item under consideration. A member of the Committee shall not have the right to refuse to vote or to abstain from voting, except in the cases provided by law and these Regulations.
- 6.7. A member of the Committee shall not have the right not to vote or abstain from voting, except in cases where a conflict of interest between the member of the Committee and the Company may arise or on other grounds.
- 6.8. The results of the votes shall be announced by the Chairman of the Committee, who shall also announce whether or not a decision has been taken. A decision of the Committee shall be adopted if there are more votes "in favour" than "against". If the votes of the Committee are divided equally between "in favour" and "against", the decision shall be taken based on the vote of the Chairman of the Committee. In the absence of the Chairman and in the event of a tie between the votes, the decision shall be deemed not to have been taken.
- 6.9. A member of the Committee must withdraw from an issue, the preparation, consideration and/or decision on which may cause a conflict of interest between the member of the Committee and the Company and/or a company (-ies) of the Company's group of companies, including, but not limited to, or otherwise affect decisions that may or may not give rise to conflicts of interest. Before or during the procedure for preparing, considering and/or deciding on such a matter, a member of the Committee must inform the Committee and the persons jointly involved

6.11. Paaiškėjus interesų konfliktui ir Komiteto nariui nenusišalinus, Komitetas privalo apsvarstyti motyvus ir/ar aplinkybes, galinčius sukelti interesų konfliktą ir priimti sprendimą dėl Komiteto nario nušalinimo.

6.12. Komiteto nario galimas interesų konfliktas ir nusišalinimas nuo atitinkamo klausimo rengimo, svarstymo ir/ar sprendimo šiuo klausimu užfiksuojamas Komiteto posėdžio protokole. Sprendimas dėl Komiteto nario nusišalinimo nepriėmimo ir įpareigojimo Komiteto nariui toliau dalyvauti rengiant, svarstant klausimą ar priimant sprendimą atitinkamu klausimu ir dėl nušalinimo dėl interesų konflikto priimamas paprasta posėdyje dalyvaujančių Komiteto narių balsų dauguma. Komiteto posėdžio protokole užfiksuojami motyvai ir/ar aplinkybės, sukėlusios ar galinčios sukelti Komiteto nario ir Bendrovės ir/ar Grupės įmonės(-ių) interesų konfliktą ir užfiksuojamas Komiteto sprendimas dėl Komiteto nario nušalinimo arba nusišalinimo nepriėmimo ir įpareigojimo Komiteto nariui toliau dalyvauti rengiant, svarstant šį klausimą ar priimant sprendimą šiuo klausimu. Apie egzistuojantį interesų konfliktą ir/ar nusišalinimą, ir/ar nušalinimą nuo klausimo rengimo, svarstymo ir sprendimo priėmimo dėl egzistuojančio ar galinčio kilti interesų konflikto, nedelsiant yra informuojamas Bendrovės vadovas.

6.13. Audito komiteto posėdis gali būti organizuojamas telefoninės, vaizdo ar internetinės konferencijos būdu, jei Audito komiteto nariai tam neprieštarauja. Atitinkamai, tokiu atveju balsavimas taip pat vyksta telekomunikacijų įrenginiais.

7. Posėdžio protokolas

7.1. Komiteto posėdžio protokolą parengia Komiteto posėdžių sekretorius.

7.2. Komiteto posėdžio protokole turi būti nurodoma: posėdžio data, asmenys, dalyvaujantys posėdyje, nedalyvaujantys posėdyje Komiteto nariai, gali būti aprašomi posėdyje dalyvaujančių asmenų pranešimai, klausimai, atsakymai, pasisakymai, nurodomi siūlomi sprendimai, priimti sprendimai, balsavimo rezultatai, t.y. protokole turi būti tinkamai atspindėta kiekvieno Komiteto posėdyje dalyvavusio Komiteto nario valia kiekvienu klausimu.

7.3. Komiteto posėdžio protokolą, ne vėliau kaip per 5 (penkias) darbo dienas po posėdžio, Komiteto posėdžių sekretorius suderina su Komiteto nariais. Pateikia Komiteto nariams protokolą tvirtinimui kito posėdžio metu, pasirašo ir pateikia pasirašyti Komiteto posėdžio pirmininkui. Už protokolo tinkamą parengimą yra atsakingas Komiteto posėdžių sekretorius.

in the preparation, consideration or decision-making on the matter of any conflict of interest, declare his or her withdrawal and must not participate in any further preparation, consideration or decision-making.

6.10. The Committee may, by reasoned written decision, refuse to accept a withdrawal expressed by a member of the Committee and order the member to continue to participate in the preparation, consideration or decision-making on the matter.

6.11. If a conflict of interest arises and a member of the Committee fails to withdraw, the Committee must consider the reasons and/or circumstances that may cause a conflict of interest and decide on the withdrawal of the member of the Committee.

6.12. A possible conflict of interest of a member of the Committee and withdrawal from the preparation, consideration and/or decision on the relevant issue shall be recorded in the minutes of the Committee meeting. The decision not to revoke a member of the Committee and to oblige the member to continue to participate in the preparation, consideration or decision-making on the matter and the revocation due to a conflict of interest shall be taken by a simple majority of the members present. The minutes of the Committee meeting shall record the reasons and/or circumstances that caused or may cause a conflict of interest between the Committee member and the Company and/or company (-ies) of the Company's group of companies and record the decision of the Committee on the withdrawal or revocation of a member of the Committee and an obligation for a member of the Committee to continue to participate in the preparation, consideration or decision-making of the matter. The CEO of the Company shall be immediately informed about the existing conflict of interest and/or withdrawal, and/or revocation from the preparation, consideration and decision-making of the matter regarding the existing or potential conflict of interest.

6.13. The meeting of the Audit Committee may be organised by telephone, video or web conference, if the members of the Audit Committee do not object thereto. Accordingly, in such a case, voting shall also take place via telecommunications facilities.

7. Minutes of the Meeting

7.1. Minutes of the meetings of the Committee shall be drawn up by the Secretary of the Committee.

7.2. The minutes of the Committee meeting must indicate: the date of the meeting, persons present at the meeting, members of the Committee not present at the meeting, reports, questions, answers, statements of the persons present at the meeting, proposed solutions, adopted decisions, voting results, i.e. the minutes shall duly reflect the will of each member of the Committee present at a meeting of the Committee on each matter.

7.3. The minutes of the meeting of the Committee, not later than within 5 (five) business days after the meeting, shall be coordinated by the Secretary of the meetings of the Committee with the members of the Committee. The Secretary of the meetings of the Committee shall submit the minutes to the members of the Committee for approval at the next meeting, sign and submit them for signature to the Chairman of the meeting of the Committee. The Secretary of the meetings

7.4. Jei Komiteto narys nesutinka su Komiteto posėdžio protokolo turiniu ar į jo pastabas nėra atsižvelgiama, jis turi teisę pateikti tokias pastabas raštu Komiteto posėdžių sekretoriui per 3 (tris) darbo dienas. Šios pastabos turi būti pridedamos prie Komiteto posėdžio protokolo.

7.5. Komiteto posėdžio protokolas parengiamas 1 (vienu) egzemplioriumi, kurio originalas saugomas Bendrovėje. Komiteto pirmininko sutikimu, suinteresuotiems asmenims gali būti teikiami Komiteto posėdžio protokolo išrašai, kuriuos parengia Komiteto posėdžių sekretorius.

8. Komiteto narių atsakomybė

8.1. Šie Nuostatai yra privalomi visiems Komiteto nariams ir kiekvienas iš jų yra atsakingas už tinkamą šių Nuostatų vykdymą ir Komiteto sprendimų įgyvendinimą.

8.2. Komiteto nariai privalo veikti Bendrovės, Grupės įmonių ir visų Bendrovės akcininkų naudai. Savo veikloje Komiteto narys vadovaujasi Lietuvos Respublikos bei Europos Sąjungos teisės aktais, Bendrovės įstatais, visuotinio akcininkų susirinkimo ir Stebėtojų tarybos sprendimais, taip pat šiais Komiteto nuostatais.

8.3. Komiteto nariai atsako už Bendrovės ir Bendrovės įmonių grupės įmonių komercines (gamybines) paslaptis sudarančios informacijos ir kitos konfidencialios informacijos atskleidimą, praradimą, tokio pobūdžio informacijos perdavimą tretiesiems asmenims ar kitokį neteisėtą disponavimą.

9. Baigiamosios nuostatos

9.1. Nuostatai įsigalioja nuo jų patvirtinimo datos.

of the Committee shall be responsible for the proper preparation of the minutes.

7.4. If a member of the Committee does not agree with the content of the minutes of the Committee meeting or his or her comments are not taken into account, he or she shall have the right to submit such comments in writing to the Secretary of the meetings of the Committee within 3 (three) business days. These comments shall be annexed to the minutes of the Committee meeting.

7.5. The minutes of the committee meeting shall be prepared in 1 (one) copy, the original of which shall be kept by the Company. With the agreement of the Chairman of the Committee, interested parties may be provided with extracts from the minutes of the Committee meeting prepared by the Secretary of the meetings of the Committee.

8. Liability of Committee Members

8.1. These Regulations shall be binding on all members of the Committee and each of them shall be liable for the proper implementation of these Regulations and the implementation of the decisions of the Committee.

8.2. The members of the Committee must act for the benefit of the Company, Group companies and all shareholders of the Company. In his or her activities, a member of the Committee shall follow the legal acts of the Republic of Lithuania and the European Union, the Articles of Association of the Company, decisions of the General Meeting and the Supervisory Board, as well as these Committee's Regulations.

8.3. The members of the Committee shall be liable for the disclosure, loss, transfer of such information to third parties or other illegal disposal of information constituting commercial (industrial) secrets of the Company and the companies of the Company's group of companies.

9. Final Provisions

9.1. The Regulations shall enter into force on the date of their approval.

Annex 9: New version of the regulations of the audit committee of AB "Ignitis grupė" (comparative version)

<p style="text-align: center;"><u>PATVIRTINTA</u> <u>AB „Ignitis grupė“</u> <u>Visuotinio akcininkų susirinkimo</u> <u>2024 m. [xxxxxx] d. sprendimu</u> <u>(posėdžio protokolo Nr. [x])</u></p>	<p style="text-align: center;"><u>APPROVED</u> <u>by [xxxxxx] 2024 decision</u> <u>of the General Shareholders Meeting</u> <u>of AB "Ignitis grupė"</u> <u>(minutes of the meeting No. [x])</u></p>
<p style="text-align: center;">AB „IGNITIS GRUPĖ“ AUDITO KOMITETO NUOSTATAI</p>	<p style="text-align: center;">REGULATIONS OF THE AUDIT COMMITTEE OF AB "IGNITIS GRUPĖ"</p>
<p style="text-align: center;">1. Nuostatuose naudojami terminai ir sutrumpinimai</p> <p>Šiuose Nuostatuose naudojamos tokios savokos: Bendrovė – AB „Ignitis grupė“ (juridinio asmens kodas 301844044); Grupė – Bendrovė ir jos tiesiojai ir netiesiojai valdomi juridiniai asmenys; Viešojo intereso imonė – AB „Ignitis grupė“ imonių grupės imonės, atitinkančios Lietuvos Respublikos finansinių ataskaitų audito <u>ir kitų užtikrinimo paslaugų</u> įstatymo 2 straipsnio 392 dalyje nustatytus kriterijus; Komitetas – Bendrovės Audito komitetas; Nuostatai – šie Audito komiteto nuostatai; Stebėtojų tarvba – Bendrovės stebėtojų tarvba; Visuotinis susirinkimas – Bendrovės visuotinis akcininkų susirinkimas.</p>	<p style="text-align: center;">1. Terms and Abbreviations used in the Regulations</p> <p>For the purposes of these Regulations, the following definitions shall apply: Company – AB "Ignitis grupė" (legal entity code 301844044); Group – the Company and its directly and indirectly controlled legal entities; Public interest entity – AB "Ignitis grupė" group companies that meet the criteria set forth in Article 2 (392) of the Republic of Lithuania Law on Audit of Financial Statements <u>and Other Assurance Services</u>; Committee – the Audit Committee of the Company; Regulations – the following regulations of the Audit Committee: Supervisory Board – the Supervisory Board of the Company; General Meeting – General Meeting of Shareholders of the Company.</p>
<p style="text-align: center;">2. Bendrosios nuostatos</p> <p>2.1. Nuostatai nustato Komiteto veiklos apimtį, funkcijas, teises, pareigas, sudėtį, posėdžių šaukimo tvarką, Bendrovės ir Bendrovės imonių grupės imonių darbuotojų pareigas tiek, kiek jos susijusios su Komiteto veikla. 2.2. Komitetas yra sudaromas Bendrovėje, kaip Bendrovės imonių grupės patronuojančioje imonėje, todėl šie Nuostatai ir iš jų kylančys reikalavimai yra taikomi visoms Bendrovės imonių grupės imonėms bei kitos teisinės formos juridiniams asmenims, kuriuose Bendrovė tiesiojai ar netiesiojai gali daryti lemiamą įtaką. 2.3. Nuostatus tvirtina ir keičia Visuotinis susirinkimas paprastai jame dalyvaujančių akcininkų balsu dauguma. 2.4. Komiteto nariai savo veikloje vadovaujasi šiais Nuostatais ir kitais galiojančiais teisės aktais.</p>	<p style="text-align: center;">2. General Provisions</p> <p>2.1. The Regulations shall determine the scope of activities, functions, rights, duties, composition, procedure of convening meetings of the Committee, the duties of the employees of the Company and the companies of the Company's group of companies insofar as they are related to the activities of the Committee. 2.2. The Committee is formed in the Company as the parent company of the Company's group of companies, therefore these regulations and the requirements arising therefrom apply to all companies of the Company's group of companies and other legal entities in which the Company can directly or indirectly exercise decisive influence. 2.3. The Regulations shall be approved and amended by the General Meeting by a simple majority vote of the shareholders present. 2.4. The members of the Committee shall act in accordance with these Regulations and other applicable legal acts.</p>
<p style="text-align: center;">3. Komiteto sudėtis</p> <p>3.1. Komitetas sudaromas Visuotinio susirinkimo sprendimu iš 5 (penkių) narių. Komiteto nariams yra taikomi Bendrovės įstatu 265 punkte nustatyti ribojimai. Skiriant Komiteto narius turi būti užtikrinama, kad dauguma Komiteto narių būtų nepriklausomi. Du kandidatus į Audito komitetą teikia Stebėtojų tarvba. 3.2. Nepriklausomi Komiteto nariai turi atitikti NASDAQ OMX Vilnius listinguojamų bendrovių valdymo kodekso nuostatas dėl nepriklausomo kolegialaus organo narių, taip pat 2017 m. sausio 24 d. Lietuvos banko valdžbos nutarimu Nr. 03-14 patvirtintą</p>	<p style="text-align: center;">3. Composition of the Committee</p> <p>3.1. The Committee shall be formed by the decision of the General Meeting from 5 (five) members. The members of the Committee shall be subject to the restrictions set forth in Article 265 of the Company's Articles of Association. The appointment of the members of the Committee shall aim to ensure that the majority of members of the Committee are independent. Two candidates for the Audit Committee are nominated by the Supervisory Board. 3.2. Independent members of the Committee must comply with the provisions of the Corporate Governance Code of companies listed on the NASDAQ OMX Vilnius regarding independent members of the collegial body, as well as the</p>

Reikalavimu audito komitetams aprašo (aktuali redakcija) nuostatas.

3.3. Komiteto nariai turi būti tinkamos kvalifikacijos ir patirties, kolegiškai turintys žinių finansų, buhalterinės apskaitos ~~ar tvarumo atskaitomybės~~ ar finansinių ataskaitų audito srityje ir sektoriuje, kuriame veikia Bendrovė. Bent vienas iš nepriklausomu Komiteto nariu turi turėti ne mažesnę kaip 5 metų darbo patirtį buhalterinės apskaitos arba finansinių ataskaitų audito srityse.

3.4. Išrinktam nepriklausomam Komiteto nariui nebeatitinkant nepriklausomumo kriterijų, Komiteto narvy privalo nedelsiant informuoti Bendrovę. Tokiu atveiu Bendrovės valdyba privalo sušaukti Visuotini susirinkimą nauiam nepriklausomam Komiteto nariui išrinkti.

3.5. Komitetas renkamas 4 (ketverių) metų kadencijai. Jeigu renkami pavieniai Komiteto nariai, jie renkami tik iki veikiančio Komiteto kadencijos pabaigos.

3.6. Išrinktas naujas Komitetas (jo nariai) pradeda eiti pareigas nuo to momento, kai pasibaigia Visuotinis susirinkimas, kuriame Komitetas (jo nariai) buvo išrinkti.

3.7. Visuotinis susirinkimas gali atšaukti visa Komiteta arba pavienius jo narius nesibaigus Komiteto kadencijai.

3.8. Komitetas iš nepriklausomu savo nariu renka Komiteto pirmininką.

3.9. Komiteto pirmininkas negali vadovauti jokiam kitam Bendrovėje įsteigtam komitetui.

3.10. Sprendima dėl Komiteto narių ir pirmininko sutarčių dėl veiklos Komitete ir konfidencialios informacijos saugojimo nustatymo, įdalyto Bendrovės vardu pasirašyti šias sutartis asmuo paskyrimo priima Visuotinis susirinkimas.

3.11. Komiteto narvy turi teisę atsistatydinti pateikęs rašytinį pranešimą Bendrovei prieš 14 kalendorinių dienų. Jeigu Stebėtojų tarybos narvy, kuris yra ir Komiteto narvy, atšaukiamas, atsistatydina ar dėl kitų priežasčių nustoia eiti Stebėtojų tarybos nario pareigas, jis nustoia eiti pareigas ir Komitete.

4. Komiteto funkcijos, teisės ir pareigos

4.1. Komiteto funkcijos:

4.1.1. stebi Bendrovės ir Grupės įmonių finansinės atskaitomybės ir Bendrovės konsoliduotos tvarumo atskaitomybės finansinių ataskaitų rengimo procesus, vartinaa dometei skiriant naudojamu apskaitos metodu tinkamumui ir nuoseklumui, bei teikia rekomendacijas dėl to patikimumo užtikrinimo; reikalingus finansinėms ataskaitoms ir vadovybės ataskaitoje teikiamai informacijai tvarumo klausimais parengti ES elektroninio ataskaitų teikimo formatu, Bendrovės ir Grupės įmonių procesus, kuriuos jos taiko rinkdamos ir teikdamos informacija tvarumo klausimais pagal Europos tvarumo atskaitomybės standartus, taip pat teikia rekomendacijas ar pasiūlymus dėl šiu procesu patikimumo;

4.1.2. stebi Bendrovės ir Grupės įmonių vidaus kontrolės ir rizikos valdymo sistemų, turinčių itakos audituojamų Grupės įmonių finansinei atskaitomybei ir Bendrovės tvarumo atskaitomybei ir Bendrovės tvarumo atskaitomybei iskaitant procesa reikalinga vadovybės atskaitai kurioje turi būti pateikta informacija tvarumo klausimais, parengti ES elektroninio ataskaitų teikimo formatu, taip pat Grupės įmonių vidaus kontrolės ir rizikos valdymo sistemų, skirtu korupcijos, užsienio pareišūnu papirkimo

Description of Requirements for Audit Committees approved by Resolution of the Board of the Bank of Lithuania of 24 January 2017 No. 03-14.

3.3. The members of the Committee must be suitably qualified and experienced, having collegial knowledge in the field of finance, accounting or sustainability reporting or auditing of financial statements and in the sector in which the Company operates. At least one of the independent members of the Committee must have at least 5 years of work experience in the field of accounting or auditing of financial statements.

3.4. If an elected independent member of the Committee no longer meets the independence criteria, the member must immediately inform the Company. In such case the Company's Management Board must convene General Meeting to elect a new independent Committee member.

3.5. The Committee shall be elected for a term of 4 (four) years. If individual members of the Committee are elected, they shall be elected only until the end of the term of office of the current Committee.

3.6. The newly elected Committee (its members) shall commence its activities after the end of the General Meeting which elected the Committee (its members).

3.7. The entire Committee or its individual members can be revoked before the end of term of office of the Committee by the General Meeting.

3.8. The Chair of the Committee is elected by the members of the Committee from among their independent members.

3.9. The Chairman of the Committee may not chair any other committee established in the Company.

3.10. The decisions on setting the terms and conditions of the contracts regarding activities of the members and Chair of the Audit Committee, and on confidential information protection, appointment of authorized person to sign these contracts on behalf of the Company shall be adopted by the General Meeting.

3.11. A member of the Committee shall have the right to resign by submitting a written notice to the Company in writing at least 14 calendar days in advance. If a member of the Supervisory Board, who is also a member of the Committee, is revoked, resigns or ceases to hold the position of a member of the Supervisory Board for other reasons, he or she shall also cease to hold office on the Committee.

4. Functions, Rights and Obligations of the Committee

4.1. Functions of the Committee:

4.1.1. shall monitor the processes ~~of preparation~~ of financial ~~reporting statements~~ of the Company and the Group companies ~~and the Company's consolidated sustainability reporting, paying special attention to the adequacy and consistency of the used accounting methods, and provide recommendations on ensuring its reliability necessary to prepare the financial statements and information provided in the management report on sustainability issues in the EU electronic reporting format, the processes of the Company and the Group companies that they apply when collecting and providing information on sustainability issues in accordance with the European Sustainability Reporting Standards, and also provides recommendations or suggestions regarding the reliability of these processes;~~

4.1.2. shall monitor the effectiveness of the Company's and the Group companies' internal control and risk management systems ~~that affecting the audited company's financial-financial reporting of audited Group companies and the Company's sustainability reporting, including the process required to prepare the management report in the EU electronic reporting format, which must contain information on sustainability issues, statements, also the effectiveness of the Group companies' internal control and risk management systems for the prevention of corruption.~~

sudarant tarptautinius sandorius, pinigų plovimo ir teroristų finansavimo prevencijai, veiksmingumą – ir, beje, taikytina vidaus audito veiksmingumą, nepažeidžiant vidaus audito nepriklausomumo;

4.1.3. atsako už auditoriaus (auditoriu) arba audito imonės (imonių) atrankos procedūros atlikimą ir teikia rekomendacijas, kuri (kuriuos) auditoriu (auditorius) arba audito imone (imones) paskirti, pagal Reglamentą (ES) Nr. 537/2014¹ 16 straipsni:

4.1.3.4.1.4. stebi tvarumo atskaitomybės užtikrinimo paslaugų teikėjo atrankos procedūrą ir priima sprendimą dėl tvarumo atskaitomybės užtikrinimo paslaugų teikėjo nepriklausomumo;

4.1.4.1.5. stebi Viešojo intereso imonių metinių finansinių ataskaitų ir Grupės konsoliduotųjų finansinių ataskaitų audito ir Grupės konsoliduotosios tvarumo atskaitomybės užtikrinimą, ypač atkreipiant dėmesį į audito atlikimą ir užtikrinimo paslaugų suteikimą;

4.1.5.4.1.6. peržiūri ir stebi auditorių ar audito imonių, taip pat nepriklausomų tvarumo atskaitomybės užtikrinimo paslaugų teikėjų nepriklausomumą ir objektyvumą;

4.1.5.4.1.6.1. stebi, kad nebūtų pažeisti išorės audito imonių ir pagrindinių audito partnerių rotacijos reikalavimai;

4.1.5.2.4.1.6.2. stebi, koks ne finansinių ataskaitų audito paslaugų pobūdis ir mastas, teikia nuomonę dėl Grupės taikomos politikos, apibrėžiančios teikiamas ne finansinių ataskaitų audito paslaugas, suteikia leidimus šioms paslaugoms atlikti;

4.1.5.3.4.1.6.3. aptaria galimas grėsmes nepriklausomumui, taip pat šioms grėsmėms mažinti taikytas apsaugos priemones;

4.1.6.4.1.7. informuoja audituojamos Bendrovės ir (ar) Grupės imonės vadovą ar Bendrovės Stebėtojų tarybą apie finansinių ataskaitų audito ir konsoliduotosios tvarumo atskaitomybės užtikrinimo rezultatus ir paaiškina, kaip finansinių ataskaitų auditas ir konsoliduotosios tvarumo atskaitomybės užtikrinimas šis auditas prisidėjo prie finansinių ataskaitų ir informacijos tvarumo klausimais patikimumo ir koks buvo Audito komiteto vaidmuo tai atliekant;

4.1.7.4.1.8. Komitetas užtikrindamas vidaus audito funkcijos veiksmingumą:

4.1.7.4.1.8.1. teikia Bendrovės Stebėtojų tarybai rekomendacijas dėl Bendrovės vidaus audito tarnybos vadovo pasirinkimo, skirimo, pakartotinio skirimo ir atleidimo;

4.1.7.2.4.1.8.2. tvirtina Bendrovės vidaus audito tarnybos nuostatus, einamųjų metų vidaus audito planą, asmenų, kuriems pateikiama vidaus audito tarnybos metinė ataskaita arba jos santrauka, sąrašą ir metinės ataskaitos pateikimo tvarką;

4.1.7.3.4.1.8.3. prižiūri, kad Bendrovės vidaus audito tarnybai būtų skirta pakankamai finansinių išteklių numatytiems uždaviniams įgyvendinti, taip pat palaikyti reikiama vidaus audito tarnybos darbuotojų kvalifikacija savo funkcijoms atlikti;

4.1.7.4.4.1.8.4. stebi ir periodiškai vertina Bendrovės vidaus audito tarnybos darbą, aptaria patikrinimo rezultatus, kaip šalinami rasti trūkumai, įgyvendinami vidaus audito planai, jei reikia, imasi atitinkamų veiksmų;

4.1.8.4.1.9. vertina ir analizuoja kitus klausimus, priskirtus Komiteto kompetencijai;

4.1.9.4.1.10. teikia nuomonę Bendrovei ir Grupės imonėms, kuriu akcijomis leista prekiauti reguliuojamoje rinkoje, dėl sandorių su susijusia šalimi, kaip tai numatyta Lietuvos Respublikos akcinių bendrovių įstatymo 37² str. 5 d.;

bribery of foreign public officials in international transactions, money laundering and terrorist financing, and, where applicable, the effectiveness of internal audit, without prejudice to the independence of internal audit;

4.1.3. shall be responsible for carrying out the selection procedure for the statutory auditor-(s) or audit firm-(s) and shall make recommendations for the appointment of the statutory auditor-(s) or audit firm-(s) in accordance with Article 16 of Regulation (EU) No. 537/2014¹;

4.1.3.4.1.4. monitors the selection procedure of the sustainability reporting assurance service provider and makes a decision on the independence of the sustainability reporting assurance service provider;

4.1.4.4.1.5. shall monitor the audit of the annual financial statements of Public interest entities, and the consolidated financial statements of the Group, and assurance of consolidated sustainability reporting of the Group, with a particular focus on audit performance and provision of assurance services;

4.1.5.4.1.6. shall review and monitor the independence and objectivity of statutory auditors or audit firms, as well as independent sustainability reporting assurance service providers;

4.1.5.4.1.6.1. shall monitor that the rotation requirements of external audit firms and key audit partners are not violated;

4.1.5.2.4.1.6.2. shall monitor the nature and scope of non-financial statement audit services, provide an opinion on the policy applied to the Group, which defines the non-financial statement audit services provided, authorize the performance of these services;

4.1.5.3.4.1.6.3. shall consider potential threats to independence as well as safeguards applied to mitigate such threats;

4.1.6.4.1.7. shall inform the Head of the audited Company and the Group company or the Company's Supervisory Board about the results of the audit of the financial statements and assurance of consolidated sustainability reporting and explain how the audit of the financial statements and the assurance of consolidated sustainability reporting contributed to the reliability of the financial statements and information on sustainability issues and what was the role of the Audit Committee in doing so;

4.1.7.4.1.8. In ensuring the effectiveness of the internal audit function, the Committee shall:

4.1.7.4.1.8.1. make recommendations to the Company's Supervisory Board regarding the selection, appointment, re-appointment and dismissal of the head of the Company's internal audit service;

4.1.7.2.4.1.8.2. approve the regulations of the Company's internal audit unit, the internal audit plan for the current year, the list of persons to whom the annual report of the internal audit service or a summary thereof is submitted and the procedure for submission of the annual report;

4.1.7.3.4.1.8.3. oversee that the Company's internal audit service is provided with sufficient financial resources to implement the planned tasks, as well as to maintain the necessary qualification of the employees of the internal audit service to perform their functions;

4.1.7.4.4.1.8.4. monitor and periodically evaluate the work of the Company's internal audit service, discuss the results of inspections, ways of elimination of the identified deficiencies, implement the internal audit plans and, if necessary, take appropriate actions;

4.1.8.4.1.9. evaluate and analyse other issues assigned to the competence of the Committee;

¹2014 m. balandžio 16 d. Europos Parlamento ir Tarybos reglamentas (ES) Nr. 537/2014 dėl konkrečių viešojo intereso įmonių teisės aktu nustatyto audito reikalavimų, kuriuo panaikinamas Komisijos sprendimas 2005/909/EB.

²Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC

³Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC

4.1.10.4.1.11. vykdo kitas teisės aktuose² numatytas funkcijas, susijusias su Komiteto funkcijomis.

4.2. Komitetas savo funkcijas vykdo Komiteto posėdžių metu priimdamas sprendimus.

4.3. Komitetas Visuotiniam susirinkimui ir Stebėtojų tarybai teikia veiklos ataskaita, kai Bendrovės Visuotiniam susirinkimui teikiama tvirtinti finansinių ataskaitų rinkinį.

4.4. Komiteto nariai privalo:

4.4.1. sažiningai, rūpestingai ir atsakingai veikti Bendrovės, Bendrovės imonių ar grupės imonių bei akcininkų naudai;

4.4.2. išlaikyti savo analizės, sprendimų priėmimo ir veiksmų objektyvumą;

4.4.3. reikšti savo prieštaravimą tuo atveiu, kai mano, kad Bendrovės ar Bendrovės imonių ar grupės imonių organo sprendimas gali pakenkti Bendrovei ir (arba) Bendrovės imonių ar grupės imonei;

4.4.4. užtikrinti informacijos, kuria sužinojo eidamas Komiteto nario pareigas, konfidencialumą ir apsaugą;

4.4.5. teikti informaciją Bendrovės Stebėtojų tarybai apie Komiteto veiklą, priimamus sprendimus.

4.5. Komiteto nariai, atlikdami savo pareigas, turi šias teises:

4.5.1. pasinaudodami profesinėmis žiniomis ir išūdžiais pasirinkti veiklos tvarką bei procedūras, kurios užtikrintų tinkamą, teisės aktais nustatytą, Komiteto funkcijų įgyvendinimą;

4.5.2. gauti iš Bendrovės ir Bendrovės imonių ar grupės imonių reikalingus dokumentus ir (arba) jų kopijas bei informaciją, reikalingą Komiteto funkcijoms atlikti;

4.5.3. savo nuožiūra kviešti į savo posėdžius Bendrovės ir Bendrovės imonių ar grupės imonių atsakingus asmenis bei gauti iš jų reikiamus paaiškinimus;

4.5.4. kitas teises, numatytas galiojančiuose teisės aktuose ir Bendrovės vidaus teisės aktuose.

4.6. Siekiant, kad Komitetas galėtų tinkamai vykdyti pareigas, Komiteto nariams, vpač naujai paskirtiems, turėtų būti pasiūlyta mokymų programa, įvadinės mokymų programos metu Komiteto nariai turėtų būti supažindinti su Komiteto vaidmeniu – nuostatais ir imonės lūkesčiais, taip pat – su Viešojo intereso imonės veikla (paagrindinėmis veiklos sritimis, finansinės sritys

4.1.9.4.1.10. provide an opinion to the Company and the Group companies, the shares of which are admitted to trading on a regulated market, regarding transactions with a related party, as provided for in Article 37² (5) of the Republic of Lithuania Law on Companies;

4.1.10.4.1.11. perform other functions provided for in legal acts²⁴ related to the functions of the Committee.

4.2. The Committee shall perform its functions by taking decisions during the meetings of the Committee.

4.3. The Committee shall prepare and submit an activity report to the General Meeting and the Supervisory Board when a set of financial statements is submitted to the General Meeting of the Company for approval.

4.4. Committee members must:

4.4.1. act honestly, diligently and responsibly for the benefit of the Company, the companies of the Company's group of companies and the shareholders;

4.4.2. maintain the objectivity of its analysis, decision-making and actions;

4.4.3. express its objection in the event that it considers that the decision of the body of the Company or the group of companies of the Company may harm the Company and/or the company of the Company's group of companies;

4.4.4. ensure the confidentiality and protection of information obtained in the performance of his/her duties as a member of the Committee;

4.4.5. provide information to the Company's Supervisory Board on the activities of the Committee and decisions made.

4.5. The members of the Committee shall, in the performance of their duties, have the following rights:

4.5.1. to select operational order and procedures that would ensure the proper implementation of the functions of the Committee established by law by using professional knowledge and skills;

4.5.2. to receive from the Company and the companies of the Company's group of companies the necessary documents and/or their copies and information necessary for the performance of the functions of the Committee;

²Valstybės valdomos energetikos įmonių grupės korporatyvinio valdymo gairių aprašas, patvirtintas Lietuvos Respublikos finansų ministro 2013 m. birželio 7 d. įsakymu Nr. 1K-205 (Lietuvos Respublikos finansų ministro 2020 m. birželio 7 d. įsakymo Nr. 1K-293 redakcija); Lietuvos Respublikos Finansinių ataskaitų audito įstatymas; NASDAQ OMX Vilnius listinguojamų bendrovių valdymo kodeksas; 2014 m. balandžio 16 d. Europos Parlamento ir Tarybos direktyva 2014/56/ES, kuria iš dalies keičiama Direktyva 2006/43/EB dėl teisės aktų nustatyto metinės finansinės atskaitomybės ir konsoliduotos finansinės atskaitomybės audito; 2014 m. balandžio 16 d. Europos Parlamento ir Tarybos reglamentas (ES) Nr. 537/2014 dėl konkrečių viešojo intereso įmonių teisės aktų nustatyto audito reikalavimų, kuriuo panaikinamas Komisijos sprendimas 2005/909/EB; 2017 m. sausio 24 d. Lietuvos banko valdybos nutarimu Nr. 03-14 patvirtintas Reikalavimų audito komitetams aprašas (Lietuvos banko valdybos 2018 m. kovo 13 d. nutarimo Nr. 03-35 redakcija); 2017 m. vasario 27 d. Lietuvos banko Priežiūros tarnybos direktoriaus sprendimu Nr. 241-37 patvirtintos Reikalavimų audito komitetams aprašo taikymo ir finansinių ataskaitų audito proceso veiksmingumo užtikrinimo gairės.

²⁴[Description of corporate governance guidelines for the state-owned energy group, approved by Order of the Minister of Finance of the Republic of Lithuania of 7 June 2013 No. 1K-205 \(wording of Order of the Minister of Finance of the Republic of Lithuania of 7 June 2020 No. 1K-293\); the Republic of Lithuanian Law on Audit of Financial Statements; NASDAQ OMX Vilnius Corporate Governance Code; Directive 2014/56/EU of the European Parliament and of the Council of 16 April 2014 amending Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts; Regulation \(EU\) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC; Description of Requirements for Audit Committees approved by Resolution of the Board of the Bank of Lithuania of 24 January 2017 No. 03-14 \(wording of the Resolution of the Board of the Bank of Lithuania of 13 March 2018 No. 03-35\); Guidelines for the Application of the Description of Requirements for Audit Committees and Ensuring the Efficiency of the Audit Process of Financial Statements approved by the Decision of the Director of the Supervision Service of the Bank of Lithuania of 27 February 2017 No. 241-37.](#)

²⁴[Description of corporate governance guidelines for the state-owned energy group, approved by Order of the Minister of Finance of the Republic of Lithuania of 7 June 2013 No. 1K-205 \(wording of Order of the Minister of Finance of the Republic of Lithuania of 7 June 2020 No. 1K-293\); the Republic of Lithuanian Law on Audit of Financial Statements; NASDAQ OMX Vilnius Corporate Governance Code; Directive 2014/56/EU of the European Parliament and of the Council of 16 April 2014 amending Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts; Regulation \(EU\) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC; Description of Requirements for Audit Committees approved by Resolution of the Board of the Bank of Lithuania of 24 January 2017 No. 03-14 \(wording of the Resolution of the Board of the Bank of Lithuania of 13 March 2018 No. 03-35\); Guidelines for the Application of the Description of Requirements for Audit Committees and Ensuring the Efficiency of the Audit Process of Financial Statements approved by the Decision of the Director of the Supervision Service of the Bank of Lithuania of 27 February 2017 No. 241-37.](#)

būkle, rizikomis ir pan.), ilgalaikę ir trumpalaikę strategijomis. Viešojo intereso imonės vadovaujantys darbuotojai, esant poreikiui – ir kitais darbuotojai, ir kt. Be šiuo mokymu, Komiteto nariams dar turėtų būti organizuojami ir kiti (periodiniai) mokymai, kuriuose Komiteto nariai gautų naujos informacijos arba paplėstu žinias apie esama ir numatoma teisini reguliavima, praktini jo įvayvendinima ir teismu praktika (finansinės atskaitomybės, bendroviu teisės, Viešojo intereso imonės verslo srities, vidaus audito, finansiniu ataskaitu audito, rizikos valdymo ir kitais klausimais). Šie mokymai galētu būti organizuojami Viešojo intereso imonei apmokant Komiteto nariu dalyvavima atitinkamuose kursuose, seminaruose ar konferencijose, taip pat organizuojant susitikimus su Viešojo intereso imonės vadovaujantys darbuotojai, esant poreikiui – ir kitais darbuotojai, taip pat – išorės konsultantais.

4.7. Komitetui atliekant savo pareigas, jo nariams turi būti suteikta teisė gauti bet kokia informacia ar dokumentus, taip pat pasitelkti į pagalba trečiuosius asmenis ypatingiems tvirimams arba kitoms užduotims atlikti ir gauti iš Viešojo intereso imonės reikiama finansavima. Su trečiaisiais asmenimis sudaromuose susitarimuose dėl minėtu tvirimu arba kitu užduočių atlikimo turi būti nustatyta trečiuju asmenu konfidencialumo pareiga.

5. Komiteto posėdžiai

5.1. Komiteto eiliniai posėdžiai vyksta ne rečiau kaip karta per ketvirtį. Komitetas gali pasitvirtinti ir kita eiliniu posėdžiu vykdyimo plana.

5.2. Komiteto sprendimai priimami Komiteto posėdžiu metu.

5.3. Komitetas gali priimti sprendimus ir jo posėdis laikomas įvykusiu, kai jame dalyvauia ne mažiau kaip 3 (trys) Komiteto nariai. Komiteto sprendimas laikomas priimtu, kai už ii yra gauta daugiau balsu už neau prieš. Balsams pasiskirsčius po įvyai, sprendima lemia Komiteto pirmininko balsas.

5.4. Į Komiteto posėdžius be Komiteto nariu gali būti kviečiami svarstomu klausimu pranešėjai bei kiti svarstomu klausimu suinteresuoti asmenys.

5.5. Komitetas gali rinktis į neeilinius posėdžius, kuriuos iniciuoti turi teisė Komiteto pirmininkas ar bet kuris kitas Komiteto narvs. Kartu su siūlymu sušaukti neeilini Komiteto posėdi, iniciatorius privalo pateikti iniciuojamo posėdžio darbotvarkę ir siūlymams svarstyti darbotvarkės klausimams reikalinga medžiaga.

5.6. Komiteto posėdžius šaukia ir, reikalui esant, atšaukia Komiteto pirmininkas. Parenčiamuosius Komiteto posėdžio darbus Komiteto pirmininkas gali deleguoti Komiteto posėdžiu sekretoriui, kuri paskiria Komitetas. Bendrovė privalo deleguoti asmeni, kuris vykdytu Komiteto posėdžiu sekretoriaus funkcias.

5.7. Komiteto posėdžiu sekretorius kvietima į Komiteto posėdi, posėdžio darbotvarkę ir visa su svarstomais klausimais susijusia medžiaga Komiteto nariams ir, reikalui esant, suinteresuotiems Bendrovės ar Bendrovės imoniu arubės imoniu darbuotojams siunčia asmeniškai, elektroniniu paštu (Komiteto nario, Bendrovės darbuotojo elektroninio pašto adresu) arba bet kuriuo kitu būdu (užtikrinant informacijos saugumai), likus ne mažiau kaip 5 (penkioms) darbo dienoms iki Komiteto posėdžio dienos, išskyrus atveius, kai trumpesiam terminui neprieštarauia visi Komiteto nariai.

4.5.3. at its own discretion, to invite the responsible persons of the Company and the companies of the Company's group of companies to its meetings and to receive the necessary explanations from them;

4.5.4. other rights provided for in the applicable legal acts and the Company's internal legal acts.

4.6. In order for the Committee to be able to carry out its duties properly, a training program should be offered to the members of the Committee, in particular for newly appointed members. During the introductory training program, the members of the Committee should be introduced to the role of the Committee – regulations and company expectations, as well as to the activities of the Public Interest Entity (main areas of activity, financial condition, risks, etc.), long-term and short-term strategies, managers of the Public Interest Entity, if necessary – other employees, etc. In addition to these trainings, other (periodic) trainings should be organised for the Committee members, in which the Committee members would receive new information or expand knowledge about the existing and planned legal regulation, its practical implementation and case law (financial reporting, company law, public interest business internal audit, audit of financial statements, risk management and other issues). This training could take the form of training the Public Interest Entity in attending relevant Committee courses, seminars or conferences, as well as meetings with the Public Interest Entity's management staff and, if necessary, other employees, as well as external consultants.

4.7. In the performance of its duties, the members of the Committee shall have the right to obtain any information or documents, as well as use the assistance of third parties to carry out special investigations or other tasks and obtain the necessary funding from the Public Interest Entity. Agreements with third parties on the performance of such investigations or other tasks must include an obligation of confidentiality from third parties.

5. Committee Meetings

5.1. Ordinary meetings of the Committee shall be held at least once a quarter. The Committee may approve another plan for ordinary meetings.

5.2. Decisions of the Committee shall be taken at meetings of the Committee.

5.3. The Committee can make decisions and the meeting is considered to have taken place if no fewer than 3 (three) Committee members participate in the meeting. The decision of the Committee shall be deemed to have been adopted when there are more votes for it than against it. In the event of a tie, the chairman of the Committee shall have the casting vote.

5.4. In addition to the members of the Committee, rapporteurs on the issues under consideration and other persons interested in the issue under consideration may be invited to the meetings of the Committee.

5.5. The Committee may elect to extraordinary meetings, which may be convened by the Chairman of the Committee or by any other member of the Committee. Together with the proposal to convene an extraordinary meeting of the Committee, the initiator must submit the agenda of the initiated meeting and the material necessary for the items on the agenda to be considered.

5.6. Meetings of the Committee shall be convened and, if necessary, cancelled by the Chairman of the Committee. The Chairman of the Committee may delegate the preparatory work for a meeting of the Committee to a secretary appointed by the Committee. The Company must delegate a person to act as the secretary of the Committee's meetings.

5.7. The Secretary of the Committee meetings shall send the invitation to the Committee meeting, the agenda of the meeting

5.8. Komiteto posėdžių sekretorius kvietima i neilini Komiteto posėdi. posėdžio darbotvarkė ir visa su svarstomais klausimais susijusia medžiaga Komiteto nariams ir, reikalui esant, suinteresuotiems Bendrovės ar Bendrovės imonių arupės imonių darbuotojams, siunčia tokiomis pat priemonėmis kaip ir i eilinius posėdžius bent prieš 2 (dvi) darbo dienas.

5.9. Posėdžio darbotvarkė gali būti keičiama ar papildoma bet kurio Komiteto nario iniciatyva, jei tam neprieštarauia Komiteto nariai.

5.10. Komitetas turi teisę svarstyti darbotvarkės klausima ir priimti sprendima, nesilaikant šiuose Nuostatuose nustatytos Komiteto posėdžio sušaukimo ir (ar) medžiagos rengimo tvarkos, jei tam neprieštarauia nei vienas tame posėdvie dalyvaujantis Komiteto narvs. Komitetas gali nusistatyti kita medžiagos pateikimo tvarka bei nustatyti atskirus reikalavimus medžiagos pateikimui.

6. Komiteto posėdžių tvarka

6.1. Komiteto posėdžiui pirmininkauia Komiteto pirmininkas, o jei jo nėra ar jis negali eiti savo pareiu – vriausias pagal amžių Komiteto narvs.

6.2. Komiteto nariai privalo dalyvauti visuose Komiteto posėdžiuose, išskyrus atveius, kai dalyvauti posėdvie Komiteto narvs negali dėl objektvviu aplinkybiu.

6.3. Komiteto narvs atvykdamas i Komiteto posėdžius visuomet privalo būti susipažines su posėdžio darbotvarkė ir visa iam pateikta Komiteto posėdžio medžiaga. Komiteto narvs turi aktyviai dalyvauti svarstant posėdžio darbotvarkėie numatytus klausimus, raštu ar žodžiu išdėstvti savo pozicija visais svarstomais klausimais, teikti argumentuotus pasiūlymus dėl svarstomu klausimu sprendimo.

6.4. Balsavima skelbia Komiteto pirmininkas.

6.5. Balsavimas Komiteto posėdvie vra atviras. Balsavimas vyksta rankos pakėlimu, jei kitaip nesusitaria Komiteto nariai. Komiteto narvs, atskirais atvejais negalintis tiesiočiai dalyvauti Komiteto posėdvie, privalo iš anksto balsuoti raštu ar elektroniniu rvšiu priemonėmis, iš anksto balsave Komiteto nariai laikomi dalyvavusiais Komiteto posėdvie.

6.6. Balsavimo metu kiekvienas Komiteto narvs turi viena balsas. Komiteto narvs privalo balsuoti „už“ arba „prieš“ kiekvienu svarstomu klausimu. Komiteto narvs neturi teisės atsisakvti balsuoti ar susilaikvti balsuojant, išskyrus istatvmuose ir šiuose Nuostatuose numatytus atveius.

6.7. Komiteto narvs neturi teisės nebalsuoti ar susilaikvti balsuojant, išskyrus atveius, kai gali kilti Komiteto nario ir Bendrovės interesu konfliktas ar kitais paarindais.

6.8. Balsavimo rezultatus paskelbia Komiteto pirmininkas, kuris taip pat paskelbia ar sprendimas priimtas, ar ne. Komiteto sprendimas vra priimtas, kai už ii vra gauta daugiau balsu „už“ neau „prieš“, balsams „už“ ir „prieš“ pasiskirsčius po lvaiai, lemia Komiteto pirmininko balsas. Pirmininkui nesant ar nedalyvaujant posėdvie ir balsams pasiskirsčius po lvaiai, laikoma, kad sprendimas vra nepriimtas.

6.9. Komiteto narvs privalo nusišalinti nuo klausimo, kurio rengimas, svarstymas ir/ar sprendimas šiuo klausimu gali sukelti Komiteto nario ir Bendrovės ir/ar Bendrovės arupės imonės(-iu) interesu konfliktą, iskaitant, bet neapsiribojant, negali dalyvauti rendiant, svarstant, priimant sprendimus šiuo klausimu ar kitaip paveikti sprendimus, kurie gali sukelti ar sukelia interesu konfliktus. Prieš pradėdant tokio klausimo rengimo, svarstymo

and all material related to the issues to the Committee members and, if necessary, interested employees of the Company or the companies of the Company's group of companies in person, by e-mail (to the e-mail address of the Committee member, employee of the Company) or in any other way (ensuring information security), at least 5 (five) business days before the date of the Committee meeting, unless all members of the Committee agree on a shorter term.

5.8. The Secretary of the Committee meetings shall send the invitation to the extraordinary Committee meeting, the agenda of the meeting and all material related to the issues to the Committee members and, if necessary, interested employees of the Company or the companies of the Company's group of companies by the same means as to ordinary meetings at least 2 (two) business days in advance.

5.9. The agenda of a meeting may be amended or supplemented at the initiative of any member of the Committee, unless the members of the Committee object thereto.

5.10. The Committee shall have the right to consider an item on the agenda and to take a decision without following the procedure for convening a meeting of the Committee and/or preparing the material provided for in these Regulations, unless any member of the Committee present at that meeting objects thereto. The Committee may prescribe other procedures for the submission of material and may lay down separate requirements for the submission of material.

6. Committee Meetings' Procedure

6.1. The meeting of the Committee shall be chaired by the Chairman of the Committee or, if he or she is absent or indisposed, by the oldest member of the Committee.

6.2. The members of the Committee must attend all the meetings of the Committee, except in cases when a member of the Committee is unable to attend the meeting due to objective circumstances.

6.3. A member of the Committee must always be acquainted with the agenda of the meeting and all the material of the Committee meeting submitted to him or her when attending the meetings of the Committee. A member of the Committee must actively participate in the consideration of the issues provided for in the agenda of the meeting, state his or her position on all the issues under consideration in writing or orally, submit reasoned proposals on the solution of the issues under consideration.

6.4. The vote shall be announced by the Chairman of the Committee.

6.5. Voting at the Committee meeting shall be open. Voting shall be conducted by show of hands unless otherwise agreed by the members of the Committee. A member of the Committee who in individual cases is unable to participate directly in the meeting of the Committee must vote in advance in writing or by means of electronic communication. Members of the Committee who have voted in advance shall be deemed to have attended a meeting of the Committee.

6.6. Each member of the Committee shall have one vote. A member of the Committee must vote for or against each item under consideration. A member of the Committee shall not have the right to refuse to vote or to abstain from voting, except in the cases provided by law and these Regulations.

6.7. A member of the Committee shall not have the right not to vote or abstain from voting, except in cases where a conflict of interest between the member of the Committee and the Company may arise or on other grounds.

6.8. The results of the votes shall be announced by the Chairman of the Committee, who shall also announce whether or not a decision has been taken. A decision of the Committee shall be adopted if there are more votes "in favour" than "against". If the

ir/ar sprendimo šiuo klausimu priėmimo procedūra arba pačios procedūros metu Komiteto narys privalo informuoti Komiteta ir asmenis, kurie kartu dalyvauja renčiant, svarstant ar priimant sprendimą šiuo klausimu, apie esama interesu konflikta, pareikšti apie nusišalinimą ir iokia forma nedalyvauti toliau renčiant, svarstant klausimą ar priimant sprendimą šiuo klausimu.

6.10. Motyvuotu rašytiniu sprendimu Komitetas gali neįimti Komiteto nario pareikšto nusišalinimo ir įpareigoti Komiteto nari toliau dalyvauti renčiant, svarstant klausimą ar priimant sprendimą šiuo klausimu.

6.11. Paaiškėjus interesu konfliktui ir Komiteto nariui nenusišalinus, Komitetas privalo apsvaistyti motyvus ir/ar aplinkybes, galinčius sukelti interesu konflikta ir imti sprendimą dėl Komiteto nario nušalinimo.

6.12. Komiteto nario galimas interesu konfliktas ir nusišalinimas nuo atitinkamo klausimo renčimo, svarstymo ir/ar sprendimo šiuo klausimu užfiksuojamas Komiteto posėdžio protokole. Sprendimas dėl Komiteto nario nusišalinimo neįimimo ir įpareigojimo Komiteto nariui toliau dalyvauti renčiant, svarstant klausimą ar priimant sprendimą atitinkamu klausimu ir dėl nušalinimo dėl interesu konflikto priimamas paprasta posėdyje dalyvaujančių Komiteto nariu balsu dauguma. Komiteto posėdžio protokole užfiksuojami motyvai ir/ar aplinkybės, sukėlusios ar galinčios sukelti Komiteto nario ir Bendrovės ir/ar Grupės imonės(-ių) interesu konflikta ir užfiksuojamas Komiteto sprendimas dėl Komiteto nario nušalinimo arba nusišalinimo neįimimo ir įpareigojimo Komiteto nariui toliau dalyvauti renčiant, svarstant ši klausimą ar priimant sprendimą šiuo klausimu. Apie egzistuojanti interesu konflikta ir/ar nusišalinimą, ir/ar nušalinimą nuo klausimo renčimo, svarstymo ir sprendimo priėmimo dėl egzistuojančio ar galinčio kilti interesu konflikto, nedelsiant yra informuojamas Bendrovės vadovas.

6.13. Audito komiteto posėdis gali būti organizuojamas telefoninės, vaizdo ar internetinės konferencijos būdu, jei Audito komiteto nariai tam neprieštarauja. Atitinkamai, tokiu atveju balsavimas taip pat vyksta telekomunikacijų irėnčiais.

7. Posėdžio protokolas

7.1. Komiteto posėdžio protokola parengia Komiteto posėdžio sekretorius.

7.2. Komiteto posėdžio protokole turi būti nurodoma: posėdžio data, asmenys, dalyvaujantys posėdyje, nedalyvaujantys posėdyje Komiteto nariai, gali būti aprašomi posėdyje dalyvaujančių asmenu pranešimai, klausimai, atsakymai, pasisakymai, nurodomi siūlomi sprendimai, imti sprendimai, balsavimo rezultatai, t.v. protokole turi būti tinkamai atspindėta kiekvieno Komiteto posėdyje dalyvavusio Komiteto nario valia kiekvienu klausimu.

7.3. Komiteto posėdžio protokola, ne vėliau kaip per 5 (penkis) darbo dienas po posėdžio, Komiteto posėdžio sekretorius suderina su Komiteto nariais. Pateikia Komiteto nariams protokola tvirtinimui kito posėdžio metu, pasirašo ir pateikia pasirašyti Komiteto posėdžio pirmininkui. Už protokola tinkama parengima yra atsakinėdas Komiteto posėdžio sekretorius.

votes of the Committee are divided equally between "in favour" and "against", the decision shall be taken based on the vote of the Chairman of the Committee. In the absence of the Chairman and in the event of a tie between the votes, the decision shall be deemed not to have been taken.

6.9. A member of the Committee must withdraw from an issue, the preparation, consideration and/or decision on which may cause a conflict of interest between the member of the Committee and the Company and/or a company (ies) of the Company's group of companies, including, but not limited to, or otherwise affect decisions that may or may not give rise to conflicts of interest. Before or during the procedure for preparing, considering and/or deciding on such a matter, a member of the Committee must inform the Committee and the persons jointly involved in the preparation, consideration or decision-making on the matter of any conflict of interest, declare his or her withdrawal and must not participate in any further preparation, consideration or decision-making.

6.10. The Committee may, by reasoned written decision, refuse to accept a withdrawal expressed by a member of the Committee and order the member to continue to participate in the preparation, consideration or decision-making on the matter.

6.11. If a conflict of interest arises and a member of the Committee fails to withdraw, the Committee must consider the reasons and/or circumstances that may cause a conflict of interest and decide on the withdrawal of the member of the Committee.

6.12. A possible conflict of interest of a member of the Committee and withdrawal from the preparation, consideration and/or decision on the relevant issue shall be recorded in the minutes of the Committee meeting. The decision not to revoke a member of the Committee and to oblige the member to continue to participate in the preparation, consideration or decision-making on the matter and the revocation due to a conflict of interest shall be taken by a simple majority of the members present. The minutes of the Committee meeting shall record the reasons and/or circumstances that caused or may cause a conflict of interest between the Committee member and the Company and/or company (ies) of the Company's group of companies and record the decision of the Committee on the withdrawal or revocation of a member of the Committee and an obligation for a member of the Committee to continue to participate in the preparation, consideration or decision-making on the matter. The CEO of the Company shall be immediately informed about the existing conflict of interest and/or withdrawal, and/or revocation from the preparation, consideration and decision-making on the matter regarding the existing or potential conflict of interest.

6.13. The meeting of the Audit Committee may be organised by telephone, video or web conference, if the members of the Audit Committee do not object thereto. Accordingly, in such a case, voting shall also take place via telecommunications facilities.

7. Minutes of the Meeting

7.1. Minutes of the meetings of the Committee shall be drawn up by the Secretary of the Committee.

7.2. The minutes of the Committee meeting must indicate: the date of the meeting, persons present at the meeting, members of the Committee not present at the meeting, reports, questions, answers, statements of the persons present at the meeting, proposed solutions, adopted decisions, voting results, i.e. the minutes shall duly reflect the will of each member of the Committee present at a meeting of the Committee on each matter.

7.3. The minutes of the meeting of the Committee, not later than within 5 (five) business days after the meeting, shall be coordinated by the Secretary of the meetings of the Committee with the members of the Committee. The Secretary of the

7.4. Jei Komiteto narys nesutinka su Komiteto posėdžio protokolo turiniu ar i jo pastabas nėra atsižvelgiama, jis turi teisę pateikti tokias pastabas raštu Komiteto posėdžiui sekretoriui per 3 (tris) darbo dienas. Šios pastabos turi būti pridėamos prie Komiteto posėdžio protokolo.

7.5. Komiteto posėdžio protokolas parengiamas 1 (vienu) egzemplioriumi, kurio originalas saugomas Bendrovėje, Komiteto pirmininko sutikimu, suinteresuotiems asmenims gali būti teikiami Komiteto posėdžio protokolo išrašai, kuriuos parengia Komiteto posėdžiui sekretorius.

8. Komiteto narių atsakomybė

8.1. Šie Nuostatai yra privalomi visiems Komiteto nariams ir kiekvienas iš jų yra atsakingas už tinkamą šių Nuostatų vykdymą ir Komiteto sprendimų įgyvendinimą.

8.2. Komiteto nariai privalo veikti Bendrovės, Grupės imonių ir visu Bendrovės akcininku naudai. Savo veikloje Komiteto narys vadovaujasi Lietuvos Respublikos bei Europos Sąjungos teisės aktais, Bendrovės įstatais, visuotinio akcininkų susirinkimo ir Stebėtojų tarybos sprendimais, taip pat šiais Komiteto nuostatais.

8.3. Komiteto nariai atsako už Bendrovės ir Bendrovės imonių grupės imonių komercines (gamybines) paslaptis sudarančios informacijos ir kitos konfidencialios informacijos atskleidimą, praradimą, tokio pobūdžio informacijos perdavimą tretiesiems asmenims ar kitoki neteisėta disonnavimą.

9. Baigiamosios nuostatos

9.1. Nuostatai įsigalioja nuo jų patvirtinimo datos.

meetings of the Committee shall submit the minutes to the members of the Committee for approval at the next meeting, sign and submit them for signature to the Chairman of the meeting of the Committee. The Secretary of the meetings of the Committee shall be responsible for the proper preparation of the minutes.

7.4. If a member of the Committee does not agree with the content of the minutes of the Committee meeting or his or her comments are not taken into account, he or she shall have the right to submit such comments in writing to the Secretary of the meetings of the Committee within 3 (three) business days. These comments shall be annexed to the minutes of the Committee meeting.

7.5. The minutes of the committee meeting shall be prepared in 1 (one) copy, the original of which shall be kept by the Company. With the agreement of the Chairman of the Committee, interested parties may be provided with extracts from the minutes of the Committee meeting prepared by the Secretary of the meetings of the Committee.

8. Liability of Committee Members

8.1. These Regulations shall be binding on all members of the Committee and each of them shall be liable for the proper implementation of these Regulations and the implementation of the decisions of the Committee.

8.2. The members of the Committee must act for the benefit of the Company, Group companies and all shareholders of the Company. In his or her activities, a member of the Committee shall follow the legal acts of the Republic of Lithuania and the European Union, the Articles of Association of the Company, decisions of the General Meeting and the Supervisory Board, as well as these Committee's Regulations.

8.3. The members of the Committee shall be liable for the disclosure, loss, transfer of such information to third parties or other illegal disposal of information constituting commercial (industrial) secrets of the Company and the companies of the Company's group of companies.

9. Final Provisions

9.1. The Regulations shall enter into force on the date of their approval.