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

**GENERAL BALLOT PAPER OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11 JULY 2022**

**SHAREHOLDER’S DETAILS**

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

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

**VOTING ON PROCEDURAL ITEMS**

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

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

**VOTING ON AGENDA ITEMS**

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

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| **Seq. No.** | **Agenda item** | **Proposed draft decisions** | **Voting** |
|  | Determination of the amounts of remuneration for the members of the Board of LITGRID AB and the amended operating budget of the Board for the year 2022 and determination for subsequent years | 1.1. From 1 April 2022 onwards to determine this applicable fixed monthly remuneration payable amounts before tax (one higher amount corresponding to the circumstances described applies) to the members of the Board of the Company who comply with the Guidelines for determining the remuneration of UAB EPSO-G and UAB EPSO-G group bodies, approved by the decision of the sole shareholder of UAB EPSO-G (hereinafter referred to as the Remuneration Guidelines):i. EUR 1,400 for a member of the Board of the Company;ii. EUR 1,800 to the Chairman of the Board of the Company;iii. EUR 2,400 for a member of the Board of the Company, who is also a member of the Innovation and Development Committee of the EPSO-G Group of Companies (hereinafter - IDC);iv. EUR 2,800 to a member of the Board of the Company, who is also the Chairman of the IDC;v. EUR 2,800 to the Chairman of the Board of the Company, who is also a member of the IDC;vi. EUR 3,200 to the Chairman of the Board of the Company, who is also the Chairman of the IDC. | [ ]  **FOR** | [ ]  **AGAINST** |
| 1.2. Given that the amounts referred to in point 1.1 of this decision have been calculated in accordance with the applicable tax legislation, i.e. including the fees payable, in the event of a change in the tax regime, until new decisions on remuneration are adopted, the remuneration paid to the members of the collegial bodies, net of taxes, shall not change compared to the calculated amount according to the above amounts. | [ ]  **FOR** | [ ]  **AGAINST** |
| 1.3. To determine that in case a member of the Board of the Company is elected as the Chairman of the Board of the Company, a member of the IDC and / or the Chairman of the IDC, resigns and / or is removed from office, the remuneration of such a member of the Board shall be adjusted in accordance with the specified amounts of remuneration of the members of the Board of the Company, which depend on the positions held. | [ ]  **FOR** | [ ]  **AGAINST** |
| 1.4. To amend the Resolution of the Ordinary General Meeting of Shareholders of the Company 1 January 2021 (Part of the decision “On setting the operating budget of the Board of LITGRID AB for 2021 and subsequent years”) and, taking into account the amounts of remuneration to be paid to the members of the Board of the Company from 1 April 2022, to determine that:1.4.1. the total annual budget for the year 2022 for the remuneration of the members of the Board of the Company and additional expenses of the Company for ensuring the activities of the Board is EUR 48 015;1.4.2. as long as the amounts of remuneration of the members of the Board set out in items 1.1–1.3 of this Decision and the principles of determining the remuneration of the members of the Board are valid, the budget of the Board of the Company for the respective year shall be established and (or) amended automatically (without separate resolutions of the General Meeting of Shareholders), taking into account the current responsibilities of the members of the Board of the Company who meet the criteria set out in the Remuneration Guidelines at the time of drawing up and / or amending such budget and the amounts of remuneration to be paid accordingly, adding 10 percent to the annual amounts of remuneration of the members of the Board for additional expenses of the Company intended to ensure the activities of the Board, unless the Company applies for a change in the size of the operating budget of the Board. | [ ]  **FOR** | [ ]  **AGAINST** |
|  | The approval of the new wording of the remuneration policy of the CEO and members of the Board of LITGRID AB | 2.1. To approve the new wording of the remuneration policy of the CEO and members of the Board of LITGRID AB (attached). | [ ]  **FOR** | [ ]  **AGAINST** |
|  | The election of the audit company of LITGRID AB and determination of the terms of payment for audit services for 2022 | 3.1. To elect UAB PricewaterhouseCoopers, company code 111473315, as the audit company that will perform the audit of the set of consolidated and company financial statements of LITGRID AB prepared in accordance with the International Financial Reporting Standards adopted in the European Union for the period of 2022; | [ ]  **FOR** | [ ]  **AGAINST** |
| 3.2. To set the maximum remuneration not exceeding EUR 70 010 (exclusive of VAT) for the audit services referred to in point 3.1 of this decision (the costs of annual audit services, excluding interim audits or reviews ending in 2022). | [ ]  **FOR** | [ ]  **AGAINST** |
|  | Regarding approval of LITGRID AB Board’s decision of 17 June 2022 (minutes No. 14) | 4.1. Approve to amend the material conditions of the contract “No 20VP-SUT47 for design and work of reconstruction of the 330 kV air line Lithuania E-Alytus (LN 330) with AB „Kauno tiltai“ (legal entity code 133729589) ir UAB „LITENERGOSERVIS“ (legal entity code 302244515),4.1.1. The Contract price – the amount of 4 103 577,14 EUR, exclusive of VAT, is allocated additionally for the performance of the Contract; the total Contract price is 19.192.277,14 EUR, exclusive of VAT. 4.1.2. Contract performance security (Performance guarantee) - the first demand, irrevocable and unconditional guarantee of the bank indicated in the Customer's list of the acceptable banks. The amount of the guarantee - 10% of the accepted Contract amount (exclusive of VAT) for the entire Project (1.919.227,71 Eur), the term of validity is until the date of fulfillment of all the Contractor's obligations under the Contract and 60 days thereafter. | [ ]  **FOR** | [ ]  **AGAINST** |
| 4.2. To authorise the CEO of LITGRID AB to make decision, without a separate decision of the Board of LITGRID AB, regarding the change of the essential condition of the Contract - the Contract price - by reducing the price without any restrictions or by increasing the price by entering into agreements on the acquisition of additional works and/or on a reasonable increase in the prices of materials/equipment, if the total amount of all agreements on the prices of additional work does not exceed 10% (that is, 1 919 227,71 EUR, exclusive of VAT) of the original Contract price. | [ ]  **FOR** | [ ]  **AGAINST** |
| 4.3. To oblige the CEO of LITGRID AB to inform the Board, before making such a decision, by e-mail of the decisions made in Point 4.2. of this Decision regarding the amendment of the material condition of the Contract. | [ ]  **FOR** | [ ]  **AGAINST** |

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

Name, surname/Legal entity name,

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

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

Title, date and number of the document

granting the right to vote

(if the ballot paper is signed by person

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

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name, surname