|  |
| --- |
| **AB Amber grid**  Code 303090867  Registered office at Laisvės av. 10, Vilnius  Data on the company is collected and stored in the Register of Legal Entities  ("the Company") |

**GENERAL BALLOT PAPER**

**of the EXTRAOrdinary General Meeting of 30 APRIL 2024**

**SHAREHOLDER DATA**

Please provide details of the voting shareholder in the table:

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

**VOTING ON PROCEDURAL MATTERS**

Please tick the option you prefer in the table: 'FOR' or 'AGAINST'.

|  |  |  |  |
| --- | --- | --- | --- |
| **Eil. No.** | **Procedural question** | **Vote** | |
|  | Elected as Chairman of the General Meeting of Shareholders: Vardas, pavardė | **FOR** | **AGAINST** |
|  | Elected as Secretary of the General Meeting of Shareholders: Vardas, pavardė | **FOR** | **AGAINST** |
|  | To elect the following person as the person responsible for carrying out the actions provided for in Article 22(2) and (3) of the Law on Public Limited Companies: Vardas, pavardė | **FOR** | **AGAINST** |

**VOTING ON AGENDA ITEMS**

Please tick the option you prefer in the table: 'FOR' or 'AGAINST'.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Eil. No.** | **Agenda item** | **Proposed draft decisions** | **Vote** | |
|  | Consolidated Annual Report of AB Amber Grid for 2023 | No decision of the General Meeting of Shareholders is required. The Management Board submits the Consolidated Annual Report 2023 to the General Meeting of Shareholders for hearing. |  |  |
|  | Independent Auditor's Report on the Consolidated and Company’s Financial Statements and Consolidated Annual Report of AB Amber Grid for 2023 | No decision of the General Meeting of Shareholders is required. The General Meeting of Shareholders should take into account the opinion of the independent auditor's report to the shareholders of Amber Grid AB when taking decisions on the approval of the set of consolidated and company’s financial statements of Amber Grid AB for 2023. |  |  |
|  | Regarding the approval of the set of consolidated and company’s financial statements of AB Amber Grid for 2023 | To approve the set of consolidated and company financial statements of AB Amber Grid for 2023. | **FOR** | **AGAINST** |
|  | Regarding the approval of the distribution of profit of AB Amber Grid for 2023 | To approve the distribution of profit of Amber Grid for 2023. | **FOR** | **AGAINST** |
|  | Regarding the approval of the remuneration report of AB Amber Grid for 2023 | To approve the remuneration report of AB Amber Grid for 2023, which is a part of the consolidated annual report of AB Amber Grid for 2023. | **FOR** | **AGAINST** |
|  | Regarding the approval of the new version Remuneration policy for the AB Amber Grid Chief Executive Officer and board members | 6.1. Approve the Remuneration policy for the AB Amber Grid Chief Executive Officer and board members in its new version;  6.2. To authorize and obligate the Chief Executive Officer of AB Amber Grid to publicly announce the approved remuneration policy as stipulated by the Law on Joint-Stock Companies of the Republic of Lithuania. | **FOR** | **AGAINST** |
|  | Election of Board members | 7.1. From 30 April 2024 to elect the candidates who received the most votes at the Company's general meeting of shareholders to the board of AB Amber Grid for a term of 4 (four) years.  7.2. To authorise (with the right to sub-delegate) the Chief Executive Officer of AB Amber Grid to notify the Register of Legal Entities of the Republic of Lithuania of the election of new members of the Board, to register the changed data in the Register of Legal Entities of the Republic of Lithuania and to perform all other related actions. | **FOR** | **AGAINST** |
|  | Regarding the establishment of the terms and conditions of the Board's activity | 8.1. Approve the updated standard contract of a board member regarding activities on the board of AB Amber Grid.  8.2. To authorize (with the right to sub-delegate) the Chief Executive Officer of AB Amber Grid to sign the Standard agreement on the activity of a member of the Board of AB Amber Grid with the newly elected members of the Board on behalf of AB Amber Grid no later than within 5 (five) days from the day of the adoption of the decision. | **FOR** | **AGAINST** |
|  | Determination of remuneration amounts for members of the board of AB Amber Grid and the operating budget of the board in 2024 and subsequent years | 9.1. To establish that remuneration is not paid to the member of the board delegated by the parent company UAB EPSO-G.  9.2. As of the date of the decision of the General Meeting of Shareholders, the following monthly fixed amounts of remuneration shall be set for the members of the Board of the Company (Chairman) (excluding payable taxes):   |  |  | | --- | --- | | **Position** | **Monthly fixed amount of remuneration (Eur)** | | Chairperson (independent) | 4 610 | | Board Member (independent) | 3 458 | | Board Member (public servant), if the public servant does not attend and does not perform activities in the collegial body of another SE / SOE and/or ME / MOE\* | 2 766 | | Board Member (public servant), if the public servant attends and performs activities in the collegial body of another SE / SOE and (or) ME / MOE. | 1 729 |   *\* SE – State Enterprise, SOE – State-owned Enterprise, ME – Municipal Enterprise, MOE – Municipally-owned Enterprise*  9.3. To determine that in the event that a member of the Company's Board is elected as the Chairperson of the Company's Board or a member of the Company's Board is recalled/resigns from the position of Chairperson of the Board and/or a public servant is elected or recalled/resigns from the position of a member of the Board of another SE/SOE or ME /MOE in a collegial body, the remuneration of such a member of the Board of the Company is amended without a separate decision of the General Meeting of Shareholders of the Company, taking into account the amounts of remuneration of the members of the Board of the Company determined above by the decision of the General Meeting of Shareholders of the Company.  9.4. To amend the part of the decision of the Extraordinary General Meeting of Shareholders of the Company of 22 december 2022 "Regarding Determination of the Operating Budget of the Board Members of AB Amber Grid for 2023 and subsequent years" and to determine, taking into account the remuneration amounts to be paid to the Board Members of the Company, that:  9.4.1. total annual budget for the year 2024 for the remuneration of the Board Members of the Company and additional expenses of the Company intended to ensure the activities of the Board is xxxxxx thousand euros;  9.4.2. as long as the amounts of remuneration of the Board Members and the principles of determining the remuneration of the Board Members set out in points 9.1 and 9.2 of this decision are in force, the budget of the Company's Board activity for the relevant year is determined and/or changed automatically (without the adoption of separate decisions of the general shareholders' meeting), taking into account the requirements of such budgeting and (or) at the time of the change, the positions held by the Board Members of the Company who meet the criteria set out in the Remuneration Guidelines and, accordingly, the amounts of remuneration to be paid according to them, adding 10 percent annual remuneration amounts of the Board members for the additional expenses of the Company, intended to ensure the activities of the Board, if the Company does not apply for a change in the size of the budget for the activities of the Board. | **FOR** | **AGAINST** |
|  | Approval of the new wording of AB Amber Grid Articles of Association | 10.1. To approve the new wording of AB Amber Grid Articles of Association.  10.2. To authorise the Chief Executive Officer of AB Amber Grid (with the right to sub-delegate) to sign the amended Articles of Association in accordance with the procedure established by legal acts and to register them in the Register of Legal Entities of the Republic of Lithuania, to submit and collect documents, to perform all necessary actions related to the implementation of this decision of the general meeting of shareholders. | **FOR** | **AGAINST** |

By signing this ballot, the shareholder also confirms that the information about the General Meeting of Shareholders of the Company has been duly and timely provided, that the shareholder does not have any complaints regarding the convening of the General Meeting of Shareholders, and that the shareholder has been provided with all the information/documents necessary to vote on each of the items on the Agenda.

Name,

Name and surname of the representative, position: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature and date of signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Document conferring the right to vote

name, date, number

(if the ballot paper is not signed by the shareholder's director): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_