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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 30 NOVEMBER 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** |
| 1. 1.
 | Regarding approval of LITGRID AB Board’s decision of 9 November 2022 (minutes No. 21) |  1.1. In view of the decision of the Board of AB LITGRID of 4 February 2022, the decision of the Board of the parent shareholder UAB EPSO-G of 11 August 2022 and the opinion of the Audit Committee of 3 November 2022, to sell 39.6%, i.e. 6 066 shares of AS TSO Holding (code: 919422505) to the parent shareholder UAB EPSO-G by concluding a share purchase and sale agreement on the following material terms:

|  |  |
| --- | --- |
|   Parties of the transaction | The Seller - AB LITGRID (code: 302564383, registered office address: Karlo Gustavo Emilio Manerheimo g. 8, Vilnius). The Buyer - UAB EPSO-G (code: 302826889, registered office address: Gedimino pr. 20, Vilnius).  |
|  Subject of the transaction  | The Seller undertakes to sell to the Buyer and the Buyer undertakes to buy from the Seller 6 066 shares with a nominal value of NOK 3 507 each in AS TSO Holding (code: 919 422 505), representing 39.6% of the total number of shares in AS TSO Holding. |
|  Subject matter of the transaction  | Purchase and sale of 6 066 shares with a nominal value of NOK 3 507 each in AS TSO Holding ((company formed and carrying out business in Norway) code: 919 422 505, address: Drammensveien 151 0277, Oslo, Norway). |
|    Transaction price (excluding VAT) and settlement date | The transaction price is equal to the aggregate amount calculated by adding to the basic price of EUR 13 785 317,24 the compensation for legal and other costs related to the transaction. The basic price is equal to NOK 141 955 682,76 (one hundred and forty-one million nine hundred and fifty-five thousand six hundred and eighty-two Norwegian kroner and seventy-six Norwegian øre), which is converted into euro at the NOK conversion rate at LITGRID Bank on 31 October 2022 and is equal to EUR 13 785 317,24 (thirteen million seven hundred and eighty-five thousand, three hundred and seventeen euro and 24 cents).The provisional amount of compensation for legal and other costs related to the transaction should not exceed EUR 45 000 (forty-five thousand euros) (plus VAT). This amount is included in the transaction price. The specific share price in EUR of the share purchase and sale transaction between UAB EPSO-G and AB LITGRID, which is also the basic price of this transaction, is determined by the price of the share purchase transaction between AB LITGRID and Energinet and Fingrid, and the EUR/NOK exchange rate as recorded in AB LITGRID’s bank account statement as at 31 October 2022 (i.e. the date on which the price was paid to Fingrid and Energinet).The share price is payable on the closing date of the transaction of the share purchase and sale agreement.  |

1.2. To instruct the CEO of AB LITGRID to agree on other, non-substantial terms and conditions of the share purchase and sale transaction for the shares of AS TSO Holding with UAB EPSO-G. | [ ]  **FOR** | [ ]  **AGAINST** |
| 1. 2.
 | Regarding approval of LITGRID AB Board’s decision of 9 November 2022 (minutes No. 21) | 2.1. Approve agreement No 4 "Regarding 2021 September 10 "Reconstruction of 330/110/10 kV Neries TP" design and construction contract no. 21VP-SUT-156 of amendment" with "Žilinskis ir Co", UAB, (legal entity code 304317232)", for changing the essential term of the contract:2.1.1. The contract price – the amount of 3 062 982 EUR, exclusive of VAT, is allocated additionally for the performance of the Contract; the total Contract price is 21 431 482 EUR, exclusive of VAT. 2.2. To authorise the CEO of LITGRID AB to a 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 does not exceed 10% (that is, 2 143 148,2 EUR, exclusive of VAT) of the original Contract price.2.3. 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 2.2. 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