|  |
| --- |
| **LITGRID AB**Registered office address: A. Juozapavičiaus g. 13, Vilnius, Lietuva (Lithuania); legal entity code: 302564383; data accumulated and stored in the Register of Legal Entities |

Ballot preparation date 08-02-2018

**GENERAL BALLOT**

**GENERAL MEETING OF SHAREHOLDERS**

**MARCH 5, 2018**

**SHAREHOLDER’S DATA**

Please fill in the data on the shareholder voting:

|  |  |
| --- | --- |
| Name of the shareholder:Given and family name or company name | Personal code (legal entity code) of the shareholder:Personal code or legal entity code |
| Number of shares hold by the shareholder:Number of shares |

**VOTING ON PROCEDURAL ISSUES**

Please fill in the names of persons you offer and vote “YES” for:

|  |  |
| --- | --- |
| Offer to elect as the Chairman of the General Meeting of Shareholders and vote “YES” for the candidate:Given and family name | Offer to elect as the Secretary of the General Meeting of Shareholders and vote “YES” for the candidate:Given and family name |
| Offer to elect as the person responsible for the performance of actions set in the Law on Companies of the Republic of Lithuania Article 22 Parts 2 and 3 and vote “Yes” for the candidate:Given and family name |

**VOTING ON AGENDA ISSUES**

Please circle the option you choose: “YES” or “NO”. Electing the member of the board of the Company, please insert the number of votes in the right column of the table for the candidate for whom voting. Please note that for voting for the members of the Board of the Company – one share carries one vote.

|  |  |  |  |
| --- | --- | --- | --- |
| **No** | **Agenda issue** | **Draft decisions** | **Voting** |
|  | Concerning approval of the decision by the Board of LITGRID AB dated February 8, 2018 | **In accordance with the clause 7.12.3.7. of the Articles of Association of LITGRID AB, to approve the decision by the Board of LITGRID AB dated February 8, 2018 as follows:**1. To approve creation of a fixed asset (optimisation of electricity transmission grid in the Northern Lithuania and preparation for synchronous operation with the energy system in the continental Europe), and enter into a contract of purchase of design and construction works with a group of economic entities, including Kauno tiltai AB (company code: 133729589, registered office address: Ateities pl. 46, Kaunas), ABB AS (company code:10095955, registered office address: Aruküla tee 83 , Jüri, Estonia), and ABB OY (company code: 0763403-0, registered office address: Strömbergin puistotie 4A, Vaasa, Finland); accepted contract value (excl. VAT) is EUR 23,920,000.00, and EUR 28,943,200.00 (incl. VAT).2. Key conditions of the contract of purchase of design and construction works of optimisation of electricity transmission grid in the Northern Lithuania and preparation for synchronous operation with the energy system in the continental Europe shall be approved as follows:2.1. General conditions shall be the Conditions of Contract for Plant and Design-Build for Electrical and Mechanical plant, and for Building and Engineering Works, Designed by the Contractor (Yellow Book), first edition 1999 (second revised edition in Lithuanian appeared in 2007), issued by the International Federation of Consulting Engineers (*Fédération Internationale des Ingénieurs-Conceils*, FIDIC).2.2. Object of the Contract is design and construction works of optimisation of electricity transmission grid in the Northern Lithuania and preparation for synchronous operation with the energy system in the continental Europe (investment project No. PPRU15017).2.3. The Contract shall remain in force pending full completion of the Works or termination of the same. Works shall be completed in 36 months after the entry into the Contract. 2.4. Accepted Contract value (excl. VAT) is EUR 23,920,000.00, and EUR 28,943,200.00 (incl. VAT).2.5. Payment procedure shall be as follows: an advance payment shall be due in 21 days after receipt of the guarantees. Other payments shall be effected in 56 days after submission of a report on the works completed and in 28 days after approval of a report and issue of an invoice. Payments shall take place for the following stages of the works completed only:

|  |  |  |
| --- | --- | --- |
| **Payment part** | **Percentage of the Contract value accepted** | **Conditions of payment in stages – works to be completed and documents to be submitted** |
| Advance payment | 5% | Suitable (acceptable) bank guarantee for contract performance received |
| Technical design completed |  5% | Technical designs drawn and approved by the Builder, positive overall expert conclusions on the design and all documents required for construction received |
|  Construction of Control building of Ignalina AE substation 110 kV section completed |  3% | Construction of Control building of Ignalina AE substation 110 kV section fully completed, and engineering systems (HVAC, WD) of the building required installed. Approval by construction technical supervision and engineer on the works the completed received, documents of engineering systems submitted. |
| Full initial machinery of Ignalina AE substation 110 kV section installed |  7% | Full initial machinery of Ignalina AE substation 110 kV section. Approval by construction technical supervision and engineer on the works completed received. Documents of initial machinery submitted. |
| Comprehensive tests of Ignalina AE substation 110 kV section completed, all machinery launched, and full reconstruction of Ignalina AE substation 110 kV section completed |   3% | Comprehensive tests of Ignalina AE substation 110 kV section completed, all machinery of Ignalina AE substation 110 kV section launched, and full reconstruction of Ignalina AE substation 110 kV section completed. Approval by construction technical supervision and engineer on the works completed received, initial operation completed. |
|  Construction of Controol building of Ignalina AE substation 330 kV section completed |  3% | Construction of Control building of Ignalina AE substation 330 kV section fully completed, and engineering systems (HVAC, WD) of the building required installed. Approval by construction technical supervision and engineer on the works completed received, documents of engineering systems submitted. |
| Full initial machinery of Ignalina AE substation 330 kV section installed  |  9% | Full initial machinery of Ignalina AE substation 330 kV section. Approval by construction technical supervision and engineer on the works completed received. Documents of initial machinery submitted. |
| Auto-transformer delivered and installed in place |  3% | Auto-transformer of Ignalina AE substation delivered and installed in place (on newly built foundation). Approval by construction technical supervision and engineer on the works completed received. Documents of adequate and safe transport of the auto-transformer submitted. |
| Comprehensive tests of Ignalina AE substation 330 kV section completed, all machinery launched, and reconstruction of Ignalina AE substation 330 kV section completed |  5% | Comprehensive tests of Ignalina AE substation 330 kV section completed. Approval by construction technical supervision and engineer on the works completed received. Test protocols submitted.  |
|  Construction of Control building of Utena substation 110 kV section completed |  3% | Construction of Control building of Utena substation 110 kV section fully completed, and engineering systems (HVAC, WD) of the building required installed. Approval by construction technical supervision and engineer on the works completed received, documents of engineering systems submitted. |
| Full initial machinery of Ignalina AE substation 110 kV section installed  |  7% | Full initial machinery of Ignalina AE substation 110 kV section installed. Approval by construction technical supervision and engineer on the works completed received. Documents of initial machinery submitted. |
| Comprehensive tests of Utena substation 110 kV section completed, all machinery launched, and reconstruction of Utena substation 110 kV section completed |   3% | Comprehensive tests of Utena substation 110 kV section completed, all machinery of Utena substation 110 kV section launched, and reconstruction of Utena substation 110 kV section completed. Approval by construction technical supervision and engineer on the works completed received, test operation completed. |
|  Construction of Control building of Utena substation 330 kV section completed |  3% | Construction of Control building of Utena substation 330 kV section fully completed, and engineering systems (HVAC, WD) of the building required installed. Approval by construction technical supervision and engineer on the works completed received, documents of engineering systems submitted. |
| Full initial machinery of Ignalina AE substation 330 kV section installed |  9% | Full initial machinery of Ignalina AE substation 330 kV section installed. Approval by construction technical supervision and engineer on the works completed received. Documents of initial machinery submitted. |
| Auto-transformer of Utena substation delivered and installed in place |  3% | Auto-transformer of Utena substation delivered and installed in place (on newly built foundation). Approval by construction technical supervision and engineer on the works completed received. Documents of adequate and safe transport of the auto-transformer submitted. |
| Comprehensive tests of Utena substation 330 kV section completed, all machinery launched, and reconstruction of Utena substation 330 kV section completed |  5% | Comprehensive tests of Utena substation 330 kV section completed. Approval by construction technical supervision and engineer on the works completed received. Test protocols submitted. |
| VShR delivered and installed | 4% | VShR delivered and installed in place at LE distribution facility (on newly built foundation). Approval by construction technical supervision and engineer on the works completed received. Documents on safe transport of VShR submitted. |
| Comprehensive tests completed, VShR launched | 3% | Comprehensive tests of VShR completed. Approval by construction technical supervision and engineer on the works completed received. Test protocols submitted, initial operation completed. |
| Full completion of construction works | 6% | Full certificates of completion of construction signed, and full final documents and bank guarantee of performance of warrantee obligations submitted to the Builder. |

 2.6. (a) Penalties for failure to complete the Works on time are set at 0.04% based on the value of the Accepted Contract per day; (b) maximum contractual compensation in case of delay is 10% based on the final price of the Contract (excl. VAT) 2.7. Contract performance shall be secured by a first-demand, unconditional, and irrevocable guarantee to be issued by a bank acceptable to the Client (for list of the banks, see the annex to the Contract). Contract performance security is set at 10% based on the initial price of the Contract, excl. VAT (i.e. EUR 2,392,000.00).3. Determine, that this decision enters into force only if the Committee of the Protection of National Security Assets do not initiate an investigation or make a negative conclusion and / or the Government of the Republic of Lithuania will not decide that the contract does not meet national security interests in terms regulated by the Law on the Protection of Objects Important to Ensure the National Security of the Republic of Lithuania. | **☐ YES** | **☐ NO** |

Attachments:

1. Extract from the Board resolution of LITGRID AB dated 08/02/2018.

|  |  |  |
| --- | --- | --- |
| Date |  | Given and family name or company name |
| (date) |  | (given and family name and signature of the shareholder (or other person voting by proxy)) |