



**OPINION OF THE AUDIT COMMITTEE OF EPSO-G, UAB REGARDING THE TRANSACTION
WITH THE RELATED PARTY**

10/09/2018, Vilnius

Having evaluated all information provided by LITGRID, AB, the Audit Committee of EPSO-G, UAB, pursuant to Article 37(2) of the Law on Companies of the Republic of Lithuania, hereby provides its opinion regarding main conditions of to be entered lending and borrowing transactions between LITGRID, AB and EPSO-G that will be executed via Cashpool (hereinafter referred to as the Transactions):

- (i) The Transactions are in line with market conditions (the interest rates and funds reservation fee are in line with market conditions, LITGRID AB would conclude similar transactions with credit institutions under proposed conditions).
- (ii) The Transactions are fair and based with respect to the shareholders of LITGRID, AB, who are not the counter-party, since the conclusion of the Transactions will have positive impact for LITGRID, AB financial results.

Chairman of the Audit Committee
EPSO-G, UAB

Raimondas Rapkevičius