



**AB AMBER GRID
MINUTES OF THE BORD MEETING**

06 August 2019 No 9
Vilnius

AB Amber Grid, legal entity's code 303090867, registered office address Savanorių ave 28, LT-03116 Vilnius, Republic of Lithuania, data are collected and stored in the Register of Legal Entities (hereinafter – **the Company**), the Board Meeting took place on 06 August 2019 from 8:30 AM to 13:30 PM. The place of the meeting – the registered office of the Company.

The members of the Board of the Company who were present at the meeting: Nemunas Biknius, Nerijus Datkūnas, Algirdas Juozaponis, Rimvydas Štilinis, Sigitas Žutautas. 5 out of 5 elected and holding the office members of the Board were present at the meeting. The quorum has been established, the Board can adopt decisions (after it is found that the quorum exists, it shall be deemed to exist during the entirety of the meeting).

The Chairman of the meeting: Nemunas Biknius, the Chairman of the Board. The Secretary of the meeting: Dovilė Juknevičiūtė, the Secretary of the Board. Persons invited who are present at the meeting are specified below next to each agenda item, Eglė Mazėtytė, a lawyer at EPSO-G UAB, was also present.

The members of the Board confirmed that the Board meeting was convened properly in accordance with the procedures established and after prior notification to all members of the Board. Whereas no comments concerning the agenda of the Meeting have been made, the members of the Board approved the agenda for the meeting which was proposed in advance and agreed by e-mail, and the items of which are examined in the order shown below.

Abbreviations of the notions that were presented for the meeting of the Board of 06 August 2019 are used in the minutes.

Agenda:

- | No | Item and the persons who present the item |
|--------------|--|
| 1. | <...> |
| 2. | <...> |
| 3. | <...> |
| 4. | <...> |
| 5. | <...> |
| 6. | On the purchase of GIPL construction work |
| 7. | <...> |
| 8. | <...> |
| 9. | <...> |
| 10. | <...> |
| 10.1. | <...> |
| 10.2. | <...> |

<...>

6. On the purchase of GIPL construction work.

Information on this item has been presented in accordance with the pre-submitted material.

VOTED: "in favour" – all members of the Board.

DECIDED:

1. To conclude the GIPL construction works public procurement contract and to approve main conditions of the construction contract:

- ***purchase object –*** ***The part of the GIPL construction works in the territory of the Republic of Lithuania;***
- ***purchase subject -***
 - **length of the gas interconnection is approx. 165 km and the diameter 700 mm;**
 - **the gas pressure reducing and metering station in Marijampolė district;**
 - **the maximum design pressure - 5.4 MPa, except for the section of 17 km length from the border until the gas pressure reducing and metering station, where the maximum design pressure - 8.4 MPa**
 - **3 HDD drills with a total length of about 1900 meters are foreseen;**
- ***Parties of the contract -***
 - ***AB Amber Grid and acting under the joint venture agreement UAB Alvora and UAB Šiaulių dujotiekio statyba;***
- ***Price of the contract -*** ***79.850.817,00 Eur without VAT;***
Price of the contract may be changed:
 - **recalculating price every 12 months of implementation of the contract if on the day of recalculation, the annual change of the price index of construction cost of the engineering networks (save for waste water removal) announced by the Department of Statistics of Lithuania on the day of recalculation (when compared to the size of the said index announced on the day of signing of the Agreement) exceeds 5%. Recalculation shall be performed by multiplying the tariffs of Works specified in the Tender by the recalculation coefficient, which shall be calculated by dividing the price index of the respective month of the current year by the price index of the respective month of the previous year;**
 - **should it become clear that in the course of the Works, the actual scope of archaeological surveys will be greater than indicated in the Specifications, applying the tariffs of the respective archaeological surveys specified in the Tender for these Works;**
 - **due to the circumstances beyond control of the Parties, which could not have been reasonable predicted, controlled, and the risks in relation to them undertaken by the Parties at the moment of submission of the Contractor's Tender;**
 - **due to the Enterprise waiving a certain part of Works;**

EXTRACT

- **due to amendments of the solutions of the Technical Design, by applying the tariffs of the Contractor's Tender.**
- ***Other conditions***
 - **the performance guarantee shall be at least 10% of the contract price excluding VAT;**
 - **the works shall be performed in 4 stages according to the schedule. It should be noted that the Contractor undertakes to complete the second phase within two months faster than the terms of the procurement conditions.**

<...>

The Chairman of the Board

/ signature /

Nemunas Biknius

The Secretary of the Board

/ signature /

Dovilė Juknevičiūtė