



**EPSO-G UAB REMUNERATION AND ALLOCATION COMMITTEE RECOMMENDATION
ON COMPOSITION OF THE BOARD OF AMBER GRID AB**

Following and in accordance with the fact that:

- (A) the selection of Amber Grid AB (hereinafter – the **Company**) board members is regulated by the Description of candidate selection to the Board of the State Enterprise or Municipal Enterprise and to the collegial supervisory or management body of the company or its subsidiary managed by the State or Municipality (by Resolution No 631 of 17 June 2015 of the Government of the Republic of Lithuania (edited version: Resolution No 905 of 4 September 2019 of the Government of the Republic of Lithuania); hereinafter – the **Selection Description**), Selection Policy of EPSO-G UAB corporate group, operational provisions of the EPSO-G UAB Remuneration and Allocation Committee (hereinafter – the **Committee**), and Articles of Association of the Company;
- (B) on 9 January 2020, EPSO-G UAB board, as the initiator of the Selection of the Company board, approved the competency matrix of the Company board and initiated the implementation of the selection under the Selection Description. The board of EPSO-G UAB also assigned the Committee to perform the internal selection for board member positions nominated by the shareholder (EPSO-G) controlling the Company;
- (C) the Selection Board, formed based on the Selection Description, performed the selection of independent members of the Company board; this Selection Board was constituted of the representative of the Ministry of Energy of the Republic of Lithuania, the representative of Public Enterprise *Stebėsenos ir prognozių agentūra*, and the representative of EPSO-G UAB (hereinafter – **Selection Board**);
- (D) during the selection process, the Selection Board was assisted by selection agency AIMS International Lithuania UAB;
- (E) on 4 March 2020, having assessed 41 applications of candidates and performed interviews with qualified applicants, the Selection Board made the winner list for positions of independent board members under the established areas;
- (F) on 16 March 2020, The Committee assessed the selection procedures and suitability of both independent and EPSO-G nominated candidates to the position of board members and, after receiving proper statements on the candidates from competent authorities,

the Committee within the limits of its competence provides a recommendation to form the Company board of composition indicated below:

- 1. **Sigitas Žutautas, independent member;**
- 2. **Ignas Degutis, independent member;**
- 3. **Rimvydas Štilinis, member nominated by the parent company;**
- 4. **Algirdas Juozaponis, member nominated by the parent company;**
- 5. **Renata Damanskytė-Rekašienė, member nominated by the parent company.**

Chair of the Remuneration and Allocation Committee

Jolita Lauciuvienė

Signature date: 26 March 2020

Information on candidates

Rimvydas Štilinis, EPSO-G UAB, Director of Infrastructure.

Other positions:

- LITGRID AB, chairman of the board;
- Amber Grid AB, member of the board;
- Ignalina Nuclear Power Plant VĮ, chairman of the board.

Education:

- Baltic Institute of Corporate Governance, professional member of the board (2016);
- Kaunas University of Technology, Master's degree in Electrical Power Engineering (2002);
- Kaunas University of Technology, Master's degree in Energy Technologies (2000).

Renata Damanskytė-Rekašienė, EPSO-G UAB, Director of Legal and Corporate Management

Education:

- Baltic Institute of Corporate Governance, professional member of the board (2017);
- Lawyer Certificate (2014);
- Vilnius University Law Faculty, specialisation in commercial law, Master's Diploma in Law (2009).

Algirdas Juozaponis, EPSO-G UAB, Financial Director.

Other positions:

- Amber Grid AB, chairman of the board;
- Litgrid AB, member of the board.

Education:

- Vilnius University, Bachelor's degree in Economic Sciences (2005);
- Vilnius University, Master's degree in Banking (2007).

Sigitas Žutautas

Current position:

- Director of *Būsto paskolų draudimas* UAB.

Other positions:

- Vilnius University Faculty of Economics Alumni Association, member of the board.

Education:

- ESMT European School of Management and Technology, Berlin, post-graduate studies (2009);
- Vilnius University, Master's degree in Business Management and Administration (1998);
- Vilnius University, Bachelor's degree in Economy (1996).

Ignas Degutis

Current position:

- RB Rail AS (Rail Baltica), Financial Director, member of the board.

Education:

- ISM University of Management and Economics, Bachelor's degree in Economy (2008);

- Leeds Beckett University, partial Bachelor studies of Economy (2007);
- ISM University of Management and Economics, Master's degree in Economy (2010);
- Baltic Institute of Corporate Governance, programmes of Council/Board chairman and member (2019, 2017).