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| **LITGRID AB**  Code 302564383  Registered seat address Viršuliškių skg. 99B, Vilnius, Lithuania  Data on the company are collected and stored in the Register of Legal Entities  (hereinafter referred to as the ‘Company’) |

**GENERAL BALLOT PAPER OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 20 APRIL 2020**

**SHAREHOLDER’S DETAILS**

Please provide data about the voting shareholder in the table below:

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| --- | --- |
| 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”.

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| **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** | | |
|  | Presentation of the consolidated annual report of the Company for 2019. | The consolidated annual report of LITGRID AB on the activities of the company and the group for 2019 is taken into account. No resolutions on the specified matter are adopted. | **-** | | |
|  | Presentation of the external auditor's report. | Independent Auditor's Report is taken into account. No resolutions on this matter are adopted | **-** | | |
|  | Approval of the consolidated report and financial statements of the Company for 2019. | To approve the financial statements of LITGRID AB for 2019 | **FOR** | **AGAINST** | |
|  | Distribution of the Company's profit (loss) of 2019. | To approve the profit (loss) distribution of LITGRID AB of 2019 proposed by the Board of LITGRID AB | **FOR** | **AGAINST** | |
|  | Regarding approval of Remuneration policy of LITGRID AB; | 5.1. To approve Remuneration policy for the executive and members of the board of LITGRID AB | **FOR** | **AGAINST** | |
| 5.2. To authorize and oblige manager of LITGRID AB, Daivis Virbickas, to announce the approved policy publicly, as well as results of this ordinary general meeting of shareholders and the date of the meeting, as provide by the Law on Companies of the Republic of Lithuania. | **FOR** | **AGAINST** | |
|  | Regarding election of new board of LITGRID AB. | 6.1. To recall in corpore the board elected on 29 July 2016 by the extraordinary general meeting of shareholders of LITGRID AB for the term of 4 years from 20 April 2020. | **FOR** | **AGAINST** | |
| 6.2. To elect the candidates, who receive the majority of votes in the Company’s general meeting of shareholders on 20 April 2020, to the Board of LITGRID AB for the new term of 4 (four) years. In accordance to the decision of the Board of UAB “EPSO-G” of 27 March 2020 and to the recommendation on composition of the board of LITGRID AB of the UAB „EPSO-G” Remuneration and allocation committee of 26 March 2020, the following candidates are proposed: | **Number of votes cast[[1]](#footnote-1):** | | |
| 6.2.1. To elect Jūratė Marcinkonienė as a board member of LITGRID AB nominated by the holding company UAB “EPSO-G”. |  | | |
| 6.2.2. To elect Rimvydas Štilinis as a board member of LITGRID AB nominated by the holding company UAB “EPSO-G”. |  | | |
| 6.2.3. To elect Algirdas Juozaponis as a board member of LITGRID AB nominated by the holding company UAB “EPSO-G”. |  | | |
| 6.2.4. To elect Artūras Vilimas as an independent board member of LITGRID AB. |  | | |
| 6.2.5. To elect Domas Sidaravičius as an independent board member of LITGRID AB. |  | | |
| 6.3. The board and its members shall start their activities when the ordinary general meeting of shareholders of LITGRID AB convened on 20 April 2020 to elect the board ends. | **FOR** | **AGAINST** | |
|  | Regarding establishment of performance conditions for the new board. | 7.1. To establish that no fee shall be paid to the board members delegated by the holding company UAB “EPSO-G”. | **FOR** | | **AGAINST** |
| 7.2. To pay the remuneration to independent board members that would be fixed by the resolution of extraordinary general meeting of shareholders of LITGRID AB of 17 December 2019 that is in compliance with the Remuneration policy for the executive and members of the board of LITGRID AB approved in the meeting of 20 April 2020. | **FOR** | | **AGAINST** |
| 7.3. To authorize CEO of LITGRID AB, Daivis Virbickas, to sign standard contracts for activities of independent board member in the board of LITGRID AB approved by the resolution of extraordinary general meeting of shareholders of LITGRID AB of 17 December 2019 not later than within 5 (five) days after adoption of this resolution in the name of LITGRID AB with newly elected members, and standard contracts for activities of board member in the board of LITGRID AB approved by the resolution of ordinary general meeting of shareholders of LITGRID AB of 23 April 2019. | **FOR** | | **AGAINST** |
|  | Regarding granting of powers to CEO of LITGRID AB. | To authorize (with the right of sub-authorization) CEO of LITGRID AB, Daivis Virbickas, to notify the Register of Legal Entities of the Republic of Lithuania about recalled board members and election of new board, to register the changed data in the Register of Legal Entities of the Republic of Lithuania, and to perform any other related actions. | **FOR** | | **AGAINST** |
|  | Regarding approval of LITGRID AB Board’s decision No. 4 of 27 March 2020 (minutes No. 6) | 9.1. To approve creation (installment) of non-current assets - 330 kV voltage overhead transmission line Lithuanian E – Alytus (LN 330), by entering into a contract for designing and construction works with the group of undertakings formed from AB “Kauno tiltai” (Kaunas Bridges Ltd) (code of legal entity: 133729589, registered address at 46, Ateities rd., Kaunas) and UAB “Litenergoservis” (code of legal entity: 302244515, registered address at 3, Senoliu str., Vilnius). The Contract’s price excl. VAT is EUR 14.849.700,0, incl. VAT–EUR 17.968.137,00.  9.2. To approve the following essential conditions of the procurement contract for designing and construction works regarding reconstruction of 330 kV voltage overhead transmission line Lithuanian E – Alytus (LN 330):  9.2.1. Parties of the Contract:  9.2.1.1. Customer- LITGRID AB – code of legal entity: 302564383, registered address at 99B, Virsuliskiu lane, Vilnius  9.1.2. Contractor - the group of undertakings formed from AB “Kauno tiltai” (Kaunas Bridges Ltd) (code of legal entity: 133729589, registered address at 46, Ateities rd., Kaunas) and UAB “Litenergoservis” (code of legal entity: 302244515, registered address at 3, Senoliu str., Vilnius);  9.2.2. Object of the Contract – reconstruction works of 330 kV voltage overhead transmission line Lithuanian E – Alytus (LN 330).  9.2.3. Deadline of works – The works have to be completed in full scope before 29 Sep 2023. The following stages are applied from the day of the contract’s conclusion:  9.2.3.1 Stage I (within 10 months from the day of the contract’s conclusion) – documents permitting construction works have to be received;  9.2.3.2 Stage II (until 29 Jul 2023) – the reconstructed 330 kV voltage overhead transmission line Lithuanian E – Alytus (LN 330) has to be actuated;  9.2.3.3 Stage III (until 29 Sep 2023) – the deeds on completed construction works have to be received.  9.2.4. Contract’s expiry date – until the parties implement their contractual obligations or until the Contract is terminated.  9.2.5. The Contract’s price excl. VAT is EUR 14.849.700,0, incl. VAT–EUR 17.968.137,00.  9.2.6 Payment procedure: prepayment of 5 percent from the initial price of the Contract shall be made to the Contractor within 30 days after receipt of proforma invoice. The remaining amount of the Contract’s price shall be paid in interim payments to the Contractor, according to the register of works (for engineering researches and preparation of technical project – according to the Contractor’s offer submitted at the time of procurement). The Customer shall pay the properly issued invoice (having deducted the withheld amounts) within 30 days after its receipt. The Customer shall withhold payment of submitted invoices exceeding 90 percent of the initial price of the Contract.  9.2.7. Fine for late Works:  9.2.7.1 For late works of stage I (documents permitting construction works have to be received within 10 months from the day of the contract’s conclusion) - 0,005 percent from the initial price of the Contract for each overdue day.  9.2.7.2 For late works of stage II (the reconstructed 330 kV voltage overhead transmission line Lithuanian E – Alytus (LN 330) has to be actuated until 29 Jul 2023) – 0,03 percent from the initial price of the Contract for each overdue day.  9.2.7.3 For late works of stage III (the deeds on completed construction works have to be received until 29 Sep 2023) – 0,005 percent from the initial price of the Contract for each overdue day.  9.2.8. The Contract’s implementation shall be secured by a demand, unconditional and irrevocable guarantee issued by the bank acceptable to the Customer (the list of banks is provided in Annex SS 1.4 to the Contract). The security of the Contract’s implementation shall amount to 10 percent from the initial price of the Contract excl. VAT (i.e., EUR 1.484.970,00), expiry date –until the Contractor implements all the contractual obligations and 60 days after the Contract’s expiry. | **FOR** | | **AGAINST** |

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| Regarding any other new draft decisions that have not been indicated above, we cast all votes we hold: | **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

1. [Please note that when electing the members of the Board the shareholder has the number of votes that is equal to the product of multiplication of the number of votes carried by the shares held by the shareholder and the number of elected members of the Board. You may distribute your votes at your own discretion for one or more candidates.] [↑](#footnote-ref-1)