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| **AB “Amber grid”**Code 303090867Registered seat address Savanorių pr. 28, VilniusData 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:

|  |  |
| --- | --- |
| 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”.

|  |  |  |
| --- | --- | --- |
| **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.

|  |  |  |  |
| --- | --- | --- | --- |
| **Seq. No.** | **Agenda item** | **Proposed draft decisions** | **Voting** |
|  | AB Amber Grid 2019 consolidated Annual Report | A decision of the general meeting of shareholders is not required. The management board submits the consolidated 2019 annual report for the general meeting of shareholders to hear (attached). | **-** | **-** |
|  | Independent auditor’s report on AB Amber Grid’s complete set of consolidated and company financial statements and consolidated annual report for 2019 | A decision of the general meeting of shareholders is not required. The general meeting of shareholders should take into consideration the opinion presented in the independent auditor’s report for AB Amber Grid shareholders when deciding on approval of AB Amber Grid’s complete set of consolidated and company financial statements for 2019 (attached). | **-** | **-** |
|  | Approval of AB Amber Grid’s complete set of consolidated and company financial statements for 2019 | Approve AB Amber Grid’s complete set of consolidated and company financial statements for 2019 (attached). | [ ]  **FOR** | [ ]  **AGAINST** |
|  | Approval of AB Amber Grid’s distribution of profits for 2019 | Approve AB Amber Grid’s distribution of profits and losses for 2019 (attached). | [ ]  **FOR** | [ ]  **AGAINST** |
|  | Approval of the remuneration policy for the CEO and members of the management board at AB Amber Grid | 1. Approve the remuneration policy for the CEO and members of the management board at AB Amber Grid (attached).2. Authorise and obligate the Company’s CEO to make the approved policy public, as well as the results and the date of this annual general meeting of shareholders as provided by the Republic of Lithuania Law on Companies. | [ ]  **FOR** | [ ]  **AGAINST** |
|  | Election to the AB Amber Grid management board | 1. Revoke *in corpore* the management board elected for a four-year term by the AB Amber Grid general meeting of shareholders on 28 April 2016 as of 20 April 2020. | [ ]  **FOR** | [ ]  **AGAINST** |
| 2. Elect the candidates who received the most votes at the meeting of Company shareholders to the AB Amber Grid management board for a four-year term starting on 20 April 2020. Following the recommendation of the EPSO-G Appointment and Remuneration Committee, the following candidates are proposed: | [ ]  **FOR** | [ ]  **AGAINST** |
| **To elect the following persons as the members of the Board of the Company:** | **Number of votes cast[[1]](#footnote-1):** |
| Renata Damanskytė-Rekašienė |  |
| Algirdas Juozaponis |  |
| Rimvydas Štilinis |  |
| Ignas Degutis |  |
| Sigitas Žutautas |  |
|  |  | 3. The management board and its members shall begin their activities upon completion of the AB Amber Grid annual general meeting of shareholders electing the management board convened on 20 April 2020. | [ ]  **FOR** | [ ]  **AGAINST** |
|  | Establishment of terms for the activities of the new management board | 1. Establish that the members of the management board delegated by the parent company, UAB EPSO-G, shall not receive remuneration. 2. Pay the independent board members the remuneration established by the AB Amber Grid extraordinary general meeting of shareholders on 6 December 2019.3. Authorise the CEO of AB Amber Grid to sign contracts on behalf of AB Amber Grid with the newly elected members of the management board within five (5) working days of the day this decision is adopted regarding their activities on the AB Amber Grid management board, in accordance with the standard terms of contract with members of the management board and independent members of the management board regarding their activities on the AB Amber Grid management board approved by the AB Amber Grid general meeting of shareholders. | [ ]  **FOR** | [ ]  **AGAINST** |

|  |  |  |
| --- | --- | --- |
| 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)