

AB Amber Grid

**GENERAL BALLOT PAPER
GENERAL MEETING OF SHAREHOLDERS OF 23 APRIL 2015
INFORMATION ABOUT SHAREHOLDER**

Name of the shareholder:

Code of the shareholder:

Number of shares:

VOTING

Please circle the voting option elected: "FOR" or "AGAINST"

No	Issue on the agenda	Draft resolution proposed	Expression of shareholder's volition	
1.	Auditor's report on AB Amber Grid financial statements for 2014 as well and AB Amber Grid Annual Report 2014.	When taking decisions regarding approval of AB Amber Grid financial statements for 2014 and the AB Amber Grid Annual Report 2014, to take note of the opinion presented in the Independent auditor's report to the shareholders of AB Amber Grid.	"FOR"	"AGAINST"
2.	Information of the Audit Committee.	To take note of the information presented by the Audit Committee on its activities.	"FOR"	"AGAINST"
3.	Annual Report of AB Amber Grid 2014.	To approve Annual Report of AB Amber Grid for 2014.	"FOR"	"AGAINST"
4.	Approval of AB Amber Grid financial statements for 2014.	To approve AB Amber Grid financial statements for 2014.	"FOR"	"AGAINST"

5.	Approval of AB Amber Grid Profit (Loss) Appropriation for 2014.	To approve AB Amber Grid Profit (Loss) Appropriation for 2014.	"FOR"	"AGAINST"
6.	The selection of the Audit Company and determining the terms of compensation for audit services for the year 2015.	To select UAB PricewaterhouseCoopers as the Audit Company for the performance of the audit of AB Amber Grid financial statements as of 31 December 2015 (drawn up in accordance with the International Financial Reporting Standards and of the Annual Report and regulated activity financial statements prepared in accordance with the requirements established by the Law on Natural Gas and secondary legislation) and to set compensation for the services of the audit of the financial statements and related statements at EUR 15,910 (exclusive of VAT).	"FOR"	"AGAINST"
7.	Amendments to the Bylaws.	<p>1. To amend paragraphs 4.1, and 4.3, subparagraph (11) of paragraph 8.2 and subparagraphs (1), (3), (5), (6), (7) and (8) of paragraph 8.3 of the Bylaws of AB Amber Grid so that they would read as follows:</p> <p>"4.1. The authorised capital of the Company shall be EUR 51,730,929.06 (fifty-one million seven hundred and thirty thousand nine hundred and twenty-nine euro and 6 euro cents). The authorised capital of the Company is divided in 178,382,514 (one hundred and seventy-eight million three hundred and eighty-two thousand five hundred and fourteen) ordinary registered shares with par value of EUR 0.29 (twenty-nine euro cents) each.</p> <p>4.3. One ordinary registered share with par value of EUR 0.29 (twenty-nine euro cents) shall entitle its owner to one vote at the General Meeting of Shareholders.</p> <p>8.2. The Board of Directors shall consider and approve:</p> <p>11) policies and guidelines of the regulations applicable in the Company in the areas determined by the Board of Directors;</p> <p>8.3. The Board of Directors adopts:</p>	"FOR"	"AGAINST"

		<p>1) decisions on conclusion of transactions and other agreements or documents within the limits of the approved annual budget of the Company, where the amount of financial obligations taken by the Company exceeds EUR 724,050, as well as on granting authorisations to the General Manager or Deputies thereof to conclude any such transactions on behalf of the Company;</p> <p>3) decisions on the investment or disposal of a portion of long-term assets with book value exceeding EUR 289,620 (calculated individually for every type of transaction), and authorises the General Manager or Deputies thereof to execute respective transactions or other agreements, or documents on behalf of the Company;</p> <p>5) decisions on making of any suretyships or guarantees against other persons' obligations with value exceeding EUR 289,620, and authorises the General Manager or Deputies thereof to execute respective transactions and other agreements or documents on behalf of the Company;</p> <p>6) decisions to acquire or to create long-term assets for a price exceeding EUR 289,620, and authorises the General Manager or Deputies thereof to execute respective transactions and other agreements or documents on behalf of the Company;</p> <p>7) any and all agreements for the sale and purchase of real estate with the value in excess of EUR 57,924 and agreements for sale and purchase of real estate where the aggregate value of property transferred/acquired thereunder per financial year is in excess of EUR 144,810. The aggregate value of property transferred/acquired under agreements for sale and purchase of real estate entered into without an approval of the Board of Directors per financial year shall not be in excess of EUR 144,810;</p> <p>8) decisions on purchase of goods, services or works where the amount of financial obligations assumed exceeds EUR 724,050 and authorises the</p>		
--	--	--	--	--

		<p style="text-align: center;">General Manager or Deputies thereof to execute respective transactions or other agreements or documents on behalf of the Company;"</p> <p>2. To approve the new wording of the Bylaws with the amendments as per paragraph (1) (attached).</p> <p>3. To authorise the General Manager of AB Amber Grid, Saulius Bilys, either personally or through a proxy, to sign the amended version of the Bylaws of AB Amber Grid and to take all actions related to the registration of the Bylaws with the Register of Legal Entities of the Republic of Lithuania.</p>		
--	--	---	--	--

Note:

1. *As provided by the law, all draft resolution proposals, if any, received before the date of posting off of the General Ballot Paper will be included in the General Ballot Paper.*

 (Date)
 his shares)

 Name, surname, position, signature of a shareholder (or any other person, authorized to vote