|  |
| --- |
| **LITGRID AB**Registered office address: A. Juozapavičiaus g. 13, Vilnius, Lietuva (Lithuania); legal entity code: 302564383; data accumulated and stored in the Register of Legal Entities |

Ballot preparation date 07-07-2016

**GENERAL BALLOT**

**GENERAL MEETING OF SHAREHOLDERS**

**JULY 29, 2016**

**SHAREHOLDER’S DATA**

Please fill in the data on the shareholder voting:

|  |  |
| --- | --- |
| Name of the shareholder:Given and family name or company name | Personal code (legal entity code) of the shareholder:Personal code or legal entity code |
| Number of shares hold by the shareholder:Number of shares |

**VOTING ON PROCEDURAL ISSUES**

Please fill in the names of persons you offer and vote “YES” for:

|  |  |
| --- | --- |
| Offer to elect as the Chairman of the General Meeting of Shareholders and vote “YES” for the candidate:Given and family name | Offer to elect as the Secretary of the General Meeting of Shareholders and vote “YES” for the candidate:Given and family name |
| Offer to elect as the person responsible for the performance of actions set in the Law on Companies of the Republic of Lithuania Article 22 Parts 2 and 3 and vote “Yes” for the candidate:Given and family name |

**VOTING ON AGENDA ISSUES**

Please circle the option you choose: “YES” or “NO”. Electing the member of the board of the Company, please insert the number of votes in the right column of the table for the candidate for whom voting. Please note that for voting for the members of the Board of the Company – one share carries one vote.

|  |  |  |  |
| --- | --- | --- | --- |
| **No** | **Agenda issue** | **Draft decisions** | **Voting** |
|  | Regarding the election of the audit company for LITGRID AB, and the conditions of the payment for the audit services in 2016. | * 1. To elect an audit company UAB PriceWaterhouseCoopers for carrying out an audit of the financial statements of LITGRID AB for 2016;
	2. Set a fee for the audit services no larger than EUR 19,210.00 (excl. VAT); the fee to be paid upon the provision of the services and within 30 days of the submission of the VAT invoice.
 | **☐ YES** | **☐ NO** |
|  | Regarding the cancelation of the Board of LITGRID AB. | Cancel the Board of LITGRID AB in corpore from the date of 29 July 2016. | **☐ YES** | **☐ NO** |
|  | Regarding the election of the new Board of LITGRID AB. | 3.1. Elect the Board of LITGRID AB from the date of 29 July 2016 for a term of office of four years:3.1.1. RIMVYDAS ŠTILINIS;3.1.2. NEMUNAS BIKNIUS;3.1.3. DAIVIS VIRBICKAS;3.1.4. VIDMANTAS GRUŠAS;3.1.5. DOMAS SIDARAVIČIUS;Rimvydas Štilinis and Nemunas Biknius are proposed as candidates to the Board of LITGRID AB from the parent company UAB “EPSO-G”, and Daivis Virbickas and Vidmantas Grušas are proposed as candidates to the Board from the Company, and Domas Sidaravičius is proposed as a candidate to the position of the independent member of the Board of LITGRID AB. The Board and its members shall start working upon the end of the general meeting of shareholders of 29 July 2016 that elected the Board. |  The number of appointed votes:For Mr. Rimvydas Štilinis\_\_\_\_\_\_\_\_\_\_\_\_\_For Mr. Nemunas Biknius\_\_\_\_\_\_\_\_\_\_\_\_\_For Mr. Daivis Virbickas\_\_\_\_\_\_\_\_\_\_\_\_\_For Mr. Vidmantas Grušas\_\_\_\_\_\_\_\_\_\_\_\_\_For Mr. Domas Sidaravičius\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  | Regarding setting the conditions of the Board of LITGRID AB. | 4.1. Regarding the fixing of the maximum budget of the annual fee for the members of the Board of LITGRID AB, and the establishment of the remuneration for each specific member of the Board4.1.1. Approve the maximum gross annual budget for the remuneration of members of the Board of LITGRID AB for EUR 36,000.00 (thirty six thousand euro).4.1.2. Establish the following amounts of remuneration for the individual members of the Board of LITGRID AB: EUR 50.00 (fifty euro) (before taxes) as an hourly fee for the work at the Board of LITGRID AB, without exceeding the maximum monthly fee of EUR 1,000.00 (one thousand euro); the fee shall be paid to members of the Board of LITGRID AB, except the members of the Board of LITGRID AB who are at the same time employees of UAB EPSO-G holding the qualifying interest of LITGRID AB.4.2. Regarding the conclusion of contracts with members of the Board regarding their operations at LITGRID AB, and the establishment of standard terms and conditions of such contracts:Approve the standard conditions of the activities at the Board of LITGRID AB of a member of the Board and an independent member of the Board (Attachment No 1-3).4.3. Regarding the appointment of a person authorised to sign contracts with members of the Board of LITGRID AB:Appoint and authorise Rolandas Zukas, General Director of UAB EPSO-G to immediately, but no longer than within 10 (ten) days of the present decision, to sign, on behalf of LITGRID AB contracts regarding their activity at the Board of LITGRID AB under the standard contractual terms approved by the present Decision of the Board of LITGRID AB. | **☐ YES** | **☐ NO** |
|  | Regarding the authorisation of the CEO of LITGRID AB. | Authorise (with a right to sub-delegate the authorisation) CEO of LITGRID AB to notify the Register of Legal Entities of the Republic of Lithuania of the cancelation of the members of the Board, and the election of the new members of the Board, register the amended data in the Register of Legal Entities, and perform all other actions related thereto. | **☐ YES** | **☐ NO** |

Attachments:

1. The standard conditions of the activities at the Board of a member of the Board (with renumeration);
2. The standard conditions of the activities at the Board of a member of the Board (with no renumeration);
3. The standard conditions of the activities at the Board of an independent member of the Board.

|  |  |  |
| --- | --- | --- |
| Date |  | Given and family name or company name |
| (date) |  | (given and family name and signature of the shareholder (or other person voting by proxy)) |