

## **EPSO-G**

UAB EPSO-G SUPERVISORY BOARD

RESPONSE AND PROPOSALS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AB AMBER GRID

3 April 2017

Vilnius

Having taken note of UAB EPSO-G Audit Committee Opinion as presented on 3 April 2017, we hereby present the following UAB EPSO-G Supervisory Board's response and proposals to AB Amber Grid General Shareholders Meeting of 25 April 2017:

- 1) As regards responses and /or proposals regarding AB Amber Grid Corporate Operational Strategy, the set of annual financial reports, the profit (loss) statement, the draft profit (loss) appropriation and the Company's Annual Report, UAB EPSO-G Supervisory Board has none.
- 2) As regards AB Amber Grid Board and CEO's decisions of 2016:
  - a) recommend to continue with the process of the streamlining of the remits of the Board and the Management (the executives) and to achieve explicit separation of the functions of the aforesaid two governing bodies;
  - b) recommend to follow the new UAB EPSO-G Employee Remuneration Policy as adopted by the UAB EPSO-G Board resolution as of 22 February 2017 (Board Minutes No. VLD-17-4 as of 22 February 2017) and, during the year 2017, to ensure its implementation at all UAB EPSO-G group companies, so that the variable part of the remuneration is explicitly linked to the operating results of the companies in question.
  - c) recommend to the Boards of the companies of EPSO-G group to continue with improvements in the following 5 fields: strengthening the risk management competence; increasing organisational efficiency in arranging meetings; upgrading energy sector knowledge; improvement of organisation development competence; improvement of collegial bodies self-assessment sessions.

Supervisory Board Chairperson

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Viktorija Trimbel