



LITGRID
General meeting of shareholders

Convocation of the Extraordinary General Meeting of LITGRID AB shareholders

Extraordinary General meeting of LITGRID AB shareholders, initiated and decided by the Board, is summoned on 22 December 2022, 10:00 a.m. (company code 302564383, registered at Karlo Gustavo Emilio Manerheimos g. 8, Vilnius). The meeting will be held in room 229, at Karlo Gustavo Emilio Manerheimos g. 8, Vilnius. Beginning of shareholders' registration: 22 December 2022, 9:30 a.m. End of shareholders' registration: 22 December 2022, 9:55 a.m.

The record date of the extraordinary general meeting of shareholders has been set for 15 December 2022. The right of participation and voting in the extraordinary general meeting of shareholders can be exercised only by the persons who remain shareholders of LITGRID AB by the end of the record date of the extraordinary general meeting of shareholders.

Agenda and proposed draft resolutions of the general meeting of shareholders:

1. The determination of the amounts of remuneration for the members of the Board of LITGRID AB and the determination of the operating budget of the Board for the year 2023 and subsequent years

Proposed resolution:

1.1. As of the date of the decision of the General Meeting of Shareholders, the following monthly fixed amounts of remuneration shall be set for the members of the Board of the Company (Chairman) (excluding payable taxes):

Position	Monthly fixed amount of remuneration (EUR)
Chairperson (independent)	3 136

Board Member (independent)	2 352
Board Member (public servant), if the public servant does not attend and does not perform activities in the collegial body of another SE / SOE and/or ME / MOE*	1 881
Board Member (public servant), if the public servant attends and performs activities in the collegial body of another SE / SOE and (or) ME / MOE.	1 176

* *SE – State Enterprise, SOE – State-owned Enterprise, ME – Municipal Enterprise, MOE – Municipally-owned Enterprise*

1.2. To determine that in the event that a member of the Company's Board is elected as the Chairperson of the Company's Board or a member of the Company's Board is recalled/resigns from the position of Chairperson of the Board and/or a public servant is elected or recalled/resigns from the position of a member of the Board of another SE/SOE or ME /MOE in a collegial body, the remuneration of such a member of the Board of the Company is amended without a separate decision of the General Meeting of Shareholders of the Company, taking into account the amounts of remuneration of the members of the Board of the Company determined above by the decision of the General Meeting of Shareholders of the Company.

1.3. To amend the part of the decision of the Extraordinary General Meeting of Shareholders of the Company of 11 July 2022 "Regarding Determination of the Operating Budget of the Board Members of LITGRID AB for 2022 and subsequent years" and to determine, taking into account the remuneration amounts to be paid to the Board Members of the Company, that:

1.3.1. total annual budget for the year 2023 for the remuneration of the Board Members of the Company and additional expenses of the Company intended to ensure the activities of the Board is 87 000 euros;

1.3.2. as long as the amounts of remuneration of the Board Members and the principles of determining the remuneration of the Board Members set out in points 1.1 and 1.2 of this decision are in force, the budget of the Company's Board activity for the relevant year is determined and/or changed automatically (without the adoption of separate decisions of the general shareholders' meeting), taking into account the requirements of such budgeting and (or) at the time of the change, the positions held by the Board Members of the Company who meet the criteria set out in the Remuneration Guidelines and, accordingly, the amounts of remuneration to be paid according to them, adding 10 percent annual remuneration amounts of the Board members for the additional expenses of the Company, intended to ensure the activities of the Board, if the Company does not apply for a change in the size of the budget for the activities of the Board.“

The shareholders may familiarize themselves with the Draft Resolutions of the General Meeting of Shareholders and supplementary material thereof, also with the implementation of the shareholders' rights on the Central Database of Regulated Information www.crib.it and at Company's website www.litgrid.eu.

The shareholders of the Company, whose shares are entitled to at least 1/20 of the total number of votes, shall have the right to supplement the agenda for the General Meeting of Shareholders. The proposal to supplement the agenda shall be submitted in writing and sent by registered mail or delivered to the head office of the Company to the address: Karlo Gustavo Emilio Manerheimo st. 8, LT-05131 Vilnius (the "Head Office"). Draft Resolutions on the proposed issues or, when it is not mandatory to adopt resolutions, explanatory notes on each proposed issue of the agenda of the General Meeting of Shareholders must be presented alongside with the proposal. The agenda will be supplemented if the proposal is received not later than on 8 December 2022.

The shareholders entitled to at least 1/20 of the total number of votes shall have the right, at any time before the General Meeting of Shareholders or during the Meeting, to propose in writing new draft resolutions on the items put on the agenda of the General Meeting of Shareholders. Such a proposals must be executed in writing and sent to the Company by registered mail or delivered to the Head Office of the Company. The proposal submitted during the course of the Meeting must be executed in writing and handed over to the Secretary of the General Meeting of Shareholders.

The shareholders shall have the right to submit questions to the Company in advance, but not later than on 19 December 2022, in relation to the issues on the agenda of the General Meeting of Shareholders to be held on 22 December 2022. Questions must be executed in writing and delivered to the Company by registered mail or to the Head Office of the Company. The Company will not present any answer to the question submitted by a shareholder personally to him in the case relevant information is available on the Company's website www.litgrid.eu.

Any shareholder shall be entitled to authorize a natural or legal person to participate and vote in his name at the General Meeting of Shareholders. The proxy of the shareholder must present the document confirming the person's identity and the certified Power of Attorney issued and valid in accordance with the law, which must be delivered to the Head Office not later than before the end of the registration of the attendees of the General Meeting of Shareholders. During the General Meeting of Shareholders, the proxy exercises the same rights as the shareholder he is representing should. The form of the Power of Attorney to represent at the General Meeting of Shareholders is available on the website of the Company: www.litgrid.eu.

The shareholders who have the right to take part in the general meeting of shareholders shall have the right to authorize, by electronic communication means, a natural person or a legal entity to take part and vote in their name in the general meeting of shareholders. This proxy shall not be certified by a notary. The Company shall acknowledge the proxy issued by electronic means of communication only in case where the shareholder signs it using electronic signature created using secure signature software and approved by the appropriate certificate valid in the Republic of Lithuania, i.e. if the security of transmitted information is ensured and the shareholder can be identified. The shareholder is obliged to notify the Company in writing about the proxy issued by the means of electronic communication sending it by e-mail at info@litgrid.eu until the close of business day (4:30 p.m.) of 21 December 2022.

On the issues on the agenda of the General Meeting of Shareholders, the Shareholders may vote in writing by filling in a General Ballot Paper. On the shareholder's request, the Company, not later than 10 days before the day of the General Meeting of Shareholders, will send a General Ballot Paper by registered mail free of charge or submit it in person against signature to the shareholder. The shareholder or his proxy must undersign the filled in General Ballot Paper. If the General Ballot Paper is signed by a person who is not a shareholder, a document certifying his right to vote must be appended to the filled in Ballot Paper. The duly filled in General Ballot Paper must be delivered to the Company by registered mail or submitted against signature at the Head Office not later than before the end of registration of the attendees of the General Meeting of Shareholders. The form of the General Ballot Paper is available on the website of the Company: www.litgrid.eu.

On the day of convocation of the General Meeting of the Shareholders the total number of shares was 504 331 380. All these shares grant voting right.

Information referred to in Articles 26² of the Law on Companies of the Republic of Lithuania shall be available on the website of the Company: www.litgrid.eu. Information about the additions to the agenda, as well as decisions made by the general meeting shall be also available on the Central Database of Regulated Information www.crib.lt.

No electronic communication means will be used for participation and voting in the general meeting of shareholders.

Annexes:

1. General ballot paper.

The person authorized by LITGRID AB to provide additional information:

Jurga Eivaitė

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Attachments:
[Voting ballot_EN.docx](#)

