



Amber Grid
General meeting of shareholders

Notice on Convening an Extraordinary General Meeting of Shareholders of AB Amber Grid

On the initiative and by decision of the Board of AB Amber Grid (legal entity code 303090867, registered office address Laisvės pr. 10, LT-04215 Vilnius, Lithuania), the Extraordinary General Meeting of Shareholders of AB Amber Grid is convened at the Company's registered office (address Laisvės pr. 10, Vilnius) on 22 December 2022 at 10:00 a.m.

Draft Agenda of the Meeting:

1) Regarding the determination of the amounts of remuneration for the members of the Board of AB Amber Grid and the determination of the operating budget of the Board for the year 2023 and subsequent years;

Shareholder registration will commence at 9.15 a.m., 22 December 2022.

Shareholder registration will be closed at 9.45 a.m., 22 December 2022.

Record day of the General Meeting of Shareholders: 15 December 2022. Attendance and voting at the General Meeting of Shareholders shall be open to those persons who will be shareholders of the Company at the end of the record day of the General Meeting of Shareholders.

A person attending the General Meeting of Shareholders and entitled to vote must provide a proof of identity. A person who is not a shareholder shall, in addition to the aforementioned document, provide a document confirming his/her right to vote at the General Meeting.

Participation and voting at the General Meeting of Shareholders by electronic means shall not be possible.

On 29 November 2022, the Board of the Company approved the agenda of the General Meeting of Shareholders and the draft decisions of the Meeting:

1) The determination of the amounts of remuneration for the members of the Board of AB Amber Grid and the determination of the operating budget of the Board for the year 2023 and subsequent years

Draft decision:

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)	4 097
Board Member (independent)	3 073
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*	2 458
Board Member (public servant), if the public servant attends and performs activities in the collegial body of another SE / SOE and (or) ME / MOE.	1 536

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

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.

3. To amend the part of the decision of the Extraordinary General Meeting of Shareholders of the Company of 23 June 2022 "Regarding Determination of the Operating Budget of the Board Members of AB Amber Grid for 2021 and subsequent years" and to determine, taking into account the remuneration amounts to be paid to the Board Members of the Company, that:

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 101.4 thousand euros;

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 and 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 Company's shareholders may access the draft decisions of the General Meeting of Shareholders and other additional materials related to the General Meeting of Shareholders and the exercise of shareholders' rights at the Central Regulated Information Database at www.crib.lt and on the Company's website www.ambergrid.lt.

The shareholders of Amber Grid AB, whose shares carry at least 1/20 of the total number of votes, shall have the right to supplement the agenda of the General Meeting of Shareholders. The proposal to supplement the agenda shall be submitted in writing by registered mail or delivered to the Company's registered office at Laisvės pr. 10, LT-04215 Vilnius (hereinafter referred to as the "Headquarters"). The proposal shall be accompanied by draft decisions on the proposed items or, where no decisions are required, explanations on each proposed item on the agenda of the General Meeting of Shareholders. The agenda shall be supplemented if the proposal is received by 8 December 2022 at the latest.

Shareholders holding shares representing at least 1/20 of the total votes shall have the right to propose new draft decisions in writing on the items on the agenda of the meeting at any time before or during the General Meeting of Shareholders. Such proposal shall be in writing and submitted to the Company by registered mail or delivered to the Headquarters. A proposal made at the meeting shall be registered in writing and forwarded to the Secretary of the General Meeting of Shareholders.

Shareholders shall have the right to submit to the Company questions relating to the agenda of the General Meeting of Shareholders to be held on 22 December 2022 in advance, no later than by 19 December 2022. Questions shall be in writing and shall be submitted to the Company by registered mail or delivered to the Headquarters. The Company will not provide an answer to a question submitted by a shareholder in person if the relevant information is available on the Company's website.

Each shareholder shall have the right to authorise a natural or a legal person to attend and vote on his/her behalf at a General Meeting of Shareholders. The authorized person shall have an identity document and a power of attorney certified in accordance with the procedure

established by laws, which shall be delivered to the Headquarters no later than by the close of registration for the General Meeting of Shareholders. The authorized person shall have the same rights at the General Meeting of Shareholders as the shareholder he/she represents. The form of a power of attorney for representation at the General Meeting of Shareholders is available on the Company's website at www.ambergrid.lt.

Shareholders may vote on the items on the agenda of the General Meeting of Shareholders in writing by completing a general ballot paper. If a shareholder so requests, the Company shall send the general ballot paper form by registered mail or deliver it in person against signature free of charge no later than 10 days before the General Meeting of Shareholders. The completed general ballot paper shall be signed by the shareholder or his/her authorised representative. If the completed general ballot paper has been signed by a person who is not a shareholder, the completed ballot paper shall be accompanied by a document confirming the right to vote. The duly completed general ballot paper shall be submitted to the Company by registered mail or delivered against signature at the Headquarters not later than the close of shareholder registration for the General Meeting of Shareholders. The form of the general ballot paper is available on the Company's website at www.ambergrid.lt.

The total number of shares at the date of convening of the meeting was 178 382 514. All these shares carry voting rights.

The information provided for in Article 26 (2) of the Law on Companies of the Republic of Lithuania will be available on the Company's website at www.ambergrid.lt .

Information on supplements to the agenda and on the decisions adopted by the meeting will also be available on the Central Regulated Information Database www.crib.lt.

Annexes:

1. AB Amber Grid's voting ballot;
2. Form of the power of attorney of AB Amber Grid;

More information:

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Attachments:

[Annex 2 Amber Grid Power of attorney.docx](#)

[Annex 1 voting ballot.docx](#)

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