

14.08.2018

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

As decided by the Board of AB Amber Grid (legal entity code 303090867, office address Savanorių pr. 28, LT-03116 Vilnius, Republic of Lithuania) on 13 August 2018, the Extraordinary General Meeting of Shareholders of AB Amber Grid will be convened at 10.00 a.m., 7 September 2018, at the Company's head office (address: Savanorių pr. 28, Vilnius).

Agenda of the Meeting:

- 1. *Revocation of AB Amber Grid board member;***
- 2. *Election of two board members of AB Amber Grid;***
- 3. *Remuneration of the newly elected board members of AB Amber Grid;***
- 4. *Conclusion of agreements with the newly elected board members on their activities on the board AB Amber Grid.***

Shareholder registration will commence at 9.15 a.m., 7 September 2018.

Shareholder registration will be closed at 9.45 a.m., 7 September 2018.

The Record Date of the General Meeting of Shareholders: 31 August 2018. To be entitled to attend and vote at the General Meeting of Shareholders, persons must be registered shareholders of the Company at the end of the Record Date of the General Meeting of Shareholders.

To be entitled to participate and vote at the General Meeting of Shareholders, persons must provide their identification documents. Persons who are not shareholders of AB Amber Grid, shall in addition to the aforesaid documents present documents certifying their right to vote at the General Meeting of Shareholders.

A possibility of participating and voting in the General Meeting of Shareholders by electronic means of communication shall not be provided.

On 13 August 2018, the Board of the Company approved the Draft Resolutions of the General Meeting of Shareholders:

- 1. *Revocation of AB Amber Grid board member;***

Draft Resolution:

1 *"To revoke Vytautas Ruolia from AB Amber Grid board. "*

- 2. *Election of two board members of AB Amber Grid;***

Draft Resolution:

"2.1. To the position of AB Amber Grid board member as nominated by the parent company, EPSO-G, for the term until the end of the term in office of the current board of AB Amber Grid to appoint a candidate who will secure the largest number of shareholders' votes."

Before the day the Meeting, EPSO-G will nominate a candidate in view of the recommendations by the Remuneration and Appointment Committee and accordance with the Republic of Lithuania Law on Public Companies Article 25 (4).

“2.1. To the position of the independent AB Amber Grid board for the term until the end of the term in office of the current board of AB Amber Grid to appoint a candidate who will secure the largest number of shareholders’ votes.”

Before the day the Meeting, EPSO-G will nominate a candidate in view of the recommendations by the Remuneration and Appointment Committee in accordance with the Republic of Lithuania Law on Public Companies Article 25 (4).

3. Remuneration of the newly elected board members of AB Amber Grid;

Draft Resolution:

"3.1. In respect of the newly elected independent board member, to set an hourly rate of remuneration for the activities on AB Amber Grid board at EUR 50 (fifty) (pre-tax) up to the maximum amount of EUR 1,000 (one thousand) (before taxes), and should the board member be appointed board chairman to set in his/her respect the maximum monthly salary of EUR 1,300 (one thousand three hundred) euros per month."

"3.2. Not to award a remuneration to the newly elected member of the board nominated by the parent company, UAB EPSO-G. "

"3.3. To authorise Saulius Bilys, Director General of AB Amber Grid, not later than within 5 (five) days from the date of adoption of this decision to sign for and on behalf of AB Amber Grid agreements with the newly elected board members on their activities on AB Amber Grid board in accordance with AB Amber Grid's general terms of agreements with board members and independent board members on their activities on AB Amber Grid board as approved by the general meeting of shareholders."

The shareholders may familiarise themselves with the Draft Resolutions of the General Meeting of Shareholders and supplementary material thereof, also with the implementation of the shareholders' rights on working days from 2 p.m. until 4 p.m. (on Fridays until 3.15 p.m.) from 14 August 2018 at the office of AB Amber Grid at Savanorių pr. 28, LT-03116 Vilnius, tel. (8 5) 236 0314. These documents are also presented on the Central Database of Regulated Information www.crib.lt and at Company's website www.ambergrid.lt.

The shareholders of AB Amber Grid, 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: Savanorių pr. 28, LT-03116 Vilnius (hereinafter "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 24 August 2018.

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 proposal 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 till 31 August 2018, in relation to the issues on the agenda of the General Meeting of Shareholders to be held on 7 September 2018. 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.

Any shareholder shall be entitled to authorise 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 as provided for by 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.ambergrid.it.

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.ambergrid.it.

Annexes:

1. AB Amber Grid Power of Attorney Form.
2. AB Amber Grid Shareholder Ballot.