

02.06.2022

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

Grid 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 23 June 2022 at 10:00 am.

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 2022 and subsequent years;
- 2) Regarding the approval of the new wording of the remuneration policy of the CEO and members of the Board of AB Amber Grid;
- 3) Regarding the election of the audit company of UAB AB Amber Grid and determination of the terms of payment for audit services for 2022.

Shareholder registration will commence at 9.15 a.m., 23 June 2022.

Shareholder registration will be closed at 9.45 a.m., 23 June 2022.

Record day of the General Meeting of Shareholders: 16 June 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 1 June 2022, the Board of the Company approved the agenda of the General Meeting of Shareholders and the draft decisions of the Meeting:

1) Determination of the amounts of remuneration for the members of the Board of AB Amber Grid and the amended operating budget of the Board for the year 2022 and determination for subsequent years

Draft decision:

"1.1. From 1 April 2022 onwards to determine this applicable fixed monthly remuneration payable amounts before tax (one higher amount corresponding to the circumstances described applies) to the members of the Board of the Company who comply with the Guidelines for determining the remuneration of UAB EPSO-G and UAB EPSO-G group bodies, approved by the decision of the sole shareholder of UAB EPSO-G (hereinafter referred to as the Remuneration Guidelines):

1.1.1. EUR 1,400 for a member of the Board of the Company;

1.1.2. EUR 1,800 to the Chairman of the Board of the Company;

1.1.3. EUR 2,400 for a member of the Board of the Company, who is also a member of the Innovation and Development Committee of the EPSO-G Group of Companies (hereinafter - IDC);

1.1.4. EUR 2,800 to a member of the Board of the Company, who is also the Chairman of the IDC;

1.1.5. EUR 2,800 to the Chairman of the Board of the Company, who is also a member of the IDC;

1.1.6. EUR 3,200 to the Chairman of the Board of the Company, who is also the Chairman of the IDC.

1.2. Given that the amounts referred to in point 1.1 of this decision have been calculated in accordance with the applicable tax legislation, i.e. including the fees payable, in the event of a change in the tax regime, until new decisions on remuneration are adopted, the remuneration paid to the members of the collegial bodies, net of taxes, shall not change compared to the calculated amount according to the above amounts.

1.3. To determine that in case a member of the Board of the Company is elected as the Chairman of the Board of the Company, a member of the IDC and / or the Chairman of the IDC, resigns and /

or is removed from office, the remuneration of such a member of the Board shall be adjusted in accordance with the specified amounts of remuneration of the members of the Board of the Company, which depend on the positions held.

1.4. To amend the Resolution of the Ordinary General Meeting of Shareholders of the Company 23 April 2021 (Part of the decision "On setting the operating budget of the Board of AB Amber Grid for 2021 and subsequent years") and, taking into account the amounts of remuneration to be paid to the members of the Board of the Company from 1 April 2022, to determine that:

1.4.1. the total annual budget for the year 2022 for the remuneration of the members of the Board of the Company and additional expenses of the Company for ensuring the activities of the Board is EUR 53,295;

1.4.2. as long as the amounts of remuneration of the members of the Board set out in items 1.1–1.3 of this Decision and the principles of determining the remuneration of the members of the Board are valid, the budget of the Board of the Company for the respective year shall be established and (or) amended automatically (without separate resolutions of the General Meeting of Shareholders), taking into account the current responsibilities of the members of the Board of the Company who meet the criteria set out in the Remuneration Guidelines at the time of drawing up and / or amending such budget and the amounts of remuneration to be paid accordingly, adding 10 percent to the annual amounts of remuneration of the members of the Board for additional expenses of the Company intended to ensure the activities of the Board, unless the Company applies for a change in the size of the operating budget of the Board."

2) The approval of the new wording of the remuneration policy of the CEO and members of the Board of AB Amber Grid

Draft decision:

"2. To approve the new wording of the remuneration policy of the CEO and members of the Board of AB Amber Grid (attached)."

3) The election of the audit company of UAB AB Amber Grid and determination of the terms of payment for audit services for 2022

Draft decision:

"3.1. To elect UAB PricewaterhouseCoopers as the audit company that will perform the audit of the set of consolidated and company financial statements of AB Amber Grid prepared in accordance with the International Financial Reporting Standards adopted in the European Union for the period of 2022;

3.2. To set the maximum remuneration not exceeding EUR 50,490 for the audit services referred to in point 3.1 of this Decision."

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 9 June 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 23 June 2022 in advance, no later than by 20 June 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. The new wording of the remuneration [policy](#) of the CEO and members of the Board of AB Amber Grid;
2. AB Amber Grid Remuneration [report](#) for the year 2021 (part of the annual report, pages 45-49);
3. Form of the power of [attorney](#) of AB Amber Grid;
4. AB Amber Grid's voting [ballot](#).