

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 14 November 2019, the Extraordinary General Meeting of Shareholders of AB Amber Grid will be convened at 10.00 a.m., 6 December 2019, at the Company's head office (address: Savanorių pr. 28, Vilnius).
Agenda of the Meeting:

1. Establishment of an annual budget for the remuneration of the independent members of the Board and the costs associated with performing the functions on the Board;

2. Regarding the standard terms and conditions of the contract regarding the change of activities of an independent board member.

Shareholder registration will commence at 9.15 a.m., 6 December 2019.
Shareholder registration will be closed at 9.45 a.m., 6 December 2019.

The Record Date of the General Meeting of Shareholders: 29 November 2019. 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 14 November 2019, the Board of the Company approved the Draft Resolutions of the General Meeting of Shareholders:

1. Regarding the annual remuneration of the members of the Budget Board and the costs related to the performance of the functions of the Board;

Draft Resolution:

"1. As of 1st December 2019 set these remuneration levels (before deduction of taxes payable) for independent members of the Board:

1.1. 1,750 EUR (one thousand seven hundred and fifty euros) to the independent members of the Board;

1.2. 1,400 EUR (one thousand four hundred euros) for independent members of the Board who are not members of the Board Committee formed in the group;

1.3. 2,150 EUR (two thousand one hundred and fifty euros), taking into account the additional administrative functions of the chairman of the collegial body, to the chairman of the board who also holds the office of at least one member of the board committee; and the chairman of the committee, who also serves as an independent Board member in the group;

1.4. 1,800 EUR (one thousand eight hundred euros), taking into account the additional administrative functions of the chairman of the collegial body, to the chairman of the board who is not a member of the board committee formed in the group;

2. Given that the above amounts are calculated in accordance with applicable tax legislation, i. y. Inclusion of taxes due, changes in tax treatment, pending new decisions

on remuneration, Remuneration paid to members of collegial bodies, after tax, must not change relative to the amount calculated under the above amounts.

3. To assign and oblige the General Manager of the Company to sign revised contracts with independent members of the Board of Directors taking into account the remuneration of the independent members of the Board as amended by this decision.

4. To provide that if an independent member of the Board of the Company is elected a member and / or chairman of the Board of the Group or a member of the Board of the Company is recalled / resigned from the position of an independent member of the Board and / or Chairman of the Board is subject to change in accordance with the above-mentioned remuneration levels of the Company's Board members. Accordingly, the General Manager of the Company is entrusted with and obliged to sign, on behalf of the Company, amendments to the contracts with the independent members of the Board of the Company, which establish such changes in the remuneration of the respective independent members of the Board of the Company.

To determine that the total annual budget for the remuneration of the independent members of the Board and additional expenses of the Company for ensuring the activities of the Board for year 2020 is 41,580 EUR, of which 37,800 EUR is for the remuneration of the independent members of the Board and 3,780 EUR is for training costs (for details see Annex 2)."

2. Regarding the standard terms and conditions of the contract regarding the change of activities of an independent board member.

Draft Resolution:

"Approve the new standard terms and conditions of the independent member's contract of office (Annex 1)".

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 November 2019 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 ave. 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 22 November 2019.

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 2 December 2019, in relation to the issues on the agenda of the General Meeting of Shareholders to be held on 6 December 2019. 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](#).
3. Standard [terms](#) and conditions (forms) of the Board members of AB Amber Grid.