

26.04.2016

**On Decisions of an Annual General Meeting of Shareholders of AB Amber Grid**

The Ordinary General Meeting of Shareholders of AB Amber Grid (hereinafter – the Company) held on 26 April 2016 adopted the following resolutions:

**1) Auditor's report on AB Amber Grid financial statements for 2015 and AB Amber Grid Annual Report 2015.**

DECIDED:

When taking decisions regarding approval of AB Amber Grid financial statements for 2015 and the AB Amber Grid Annual Report 2015, to take note of the opinion presented in the Independent auditor's report to the shareholders of AB Amber Grid.

**2) Information of the Audit Committee.**

DECIDED:

To take note of the information presented by the Audit Committee on its activities.

**3) Annual Report of AB Amber Grid for 2015.**

DECIDED:

To approve Annual Report of AB Amber Grid for 2015.

**4) Approval of AB Amber Grid financial statements for 2015.**

DECIDED:

To approve AB Amber Grid financial statements for 2015.

**5) Approval of AB Amber Grid Profit (Loss) Allocation for 2015.**

DECIDED:

To approve AB Amber Grid Profit (Loss) Allocation for 2015.

**6) The election of the Audit Company and determining the terms of compensation for audit services for the year 2016.**

DECIDED:

To elect UAB PricewaterhouseCoopers as the Audit Company to perform the audit of AB Amber Grid financial statements as of 31 December 2016 (drawn up in accordance with the International Financial Reporting Standards and of the Annual Report and regulated activity financial statements prepared in accordance with the requirements established by the Law on Natural Gas and secondary legislation) and to set remuneration for the services of the audit of the financial statements and related statements at EUR 15,910 (excluding VAT).

**7) Amendments to the Articles of Association.**

DECIDED:

1. To adopt the new version of the Articles of Association of AB Amber Grid (as per attachment).

2. To authorise the CEO of AB Amber Grid, Saulius Bilys, either in person or through a proxy, to sign the amended version of the Articles of Association of AB Amber Grid and to take any and all actions required for the registration of the Articles of Association with the Register of Legal Entities of the Republic of Lithuania.

#### 8) Election of the Board of Directors.

DECIDED:

1. Given the fact that the term in office of the Board of Directors (as elected in accordance with the Articles of Association of AB Amber Grid on 11 June 2013) expired before the date of the present General Meeting of Shareholders, to elect a new Board of Directors of AB Amber Grid consisting of the following members:

- Nemunas Biknius,
- Saulius Bilys,
- Nerijus Datkūnas,
- Vytautas Ruolia,
- Rimvydas Štilinis.

2. Given the fact that the present General Meeting of Shareholders has passed the resolution on the adoption of a new version of the Articles of Association of AB Amber Grid providing for a 4-year-term of Board of Directors, upon the registration of the respective amendments of the Articles of Association, the term of the Board of Directors as elected by the present General Meeting of Shareholders, shall be 4 years.

#### 9) Abolition of the Audit Committee and repeal of the Regulations for the Formation and Activities of the Audit Committee.

DECIDED:

In consideration of the fact the term in office of the Board of Directors that was elected on 11 June 2013 expired prior to the date of the present General Meeting of Shareholders, which in accordance with the Regulations for the Formation and Activities of the Audit Committee means also the expiry of the term in office of the Audit Committee that was nominated by the Board of Directors in question, and also in consideration of the fact that in accordance with the newly adopted version of the Articles of Association of AB Amber Grid the functions of the Audit Committee of AB Amber Grid will be carried out by the Audit Committee of the parent company, UAB EPSO-G, to abolish the Audit Committee of AB Amber Grid, with effect as from the date of the registration with the Register of Legal Entities of the Articles of Association as adopted by the present General Meeting of Shareholders, and to repeal the Regulations for the Formation and Activities of the Audit Committee of AB Amber Grid (as adopted by the Extraordinary General Meeting of Shareholders of 11 December 2013).

10) Establishing a maximum annual budget for wages of the members of the Board of Directors of AB Amber Grid and concrete wages for members of the Board of Directors, the conclusion of agreements with the members of the Board of Directors regarding their activity in the Board of Directors of AB Amber Grid, the determination of standard terms and conditions of such agreements and the appointment of a person authorised by AB Amber Grid to sign the agreements.

DECIDED:

**With regard to resolutions adopted at the extraordinary General Meeting of Shareholders which took place on 30 June 2014 and the provisions of the new version of Articles of Association of AB Amber Grid approved at the present General Meeting of Shareholders:**

**1.1. to approve a maximum annual budget of €36 000.00 (thirty-six thousand euros) for wages of the members of the Board of AB Amber Grid.**

**1.2. to set the following concrete wages for members of the Board:**

**an hourly wage of € 50.00 (fifty euros) (before taxes) for activity in the Board of Directors of AB Amber Grid, with a maximum monthly wage not exceeding €1 000.00 (one thousand euros) (before taxes) to be paid to the members of the Board of Directors of AB Amber Grid, except those members who are the employees of UAB EPSO-G, which holds a controlling stake in the Company.**

**1.3. to approve the standard terms and conditions of agreements signed with members and independent members of the Board of Directors of AB Amber Grid on their activity in the Board (enclosed).**

**1.4. to appoint and authorise Director of the Law and Administration Department of AB Amber Grid Tomas Suslavičius immediately, not later than 10 (ten) days following the adoption of this Resolution to sign on behalf of AB Amber Grid agreements with members and chairman of the Board of Directors of AB Amber Grid on their activity in the Board of Directors of AB Amber Grid in accordance with the standard terms and conditions of agreements approved by the Board of Directors of AB Amber Grid under this resolution.**

Annexes:

1. Information of the Audit Committee
2. Confirmation of Responsible Persons
3. Annual Report of AB Amber Grid for 2015, submitted together with the Corporate Governance Report form
4. AB Amber Grid financial statements for 2015.
5. Profit (Loss) Allocation of AB Amber Grid for 2015.
6. Articles of Association of AB Amber Grid.
7. The Standard Terms and Conditions of the Agreement of the Board Member on the activities in the Board of AB Amber Grid.