



**RECOMMENDATIONS OF THE REMUNERATION AND APPOINTMENTS COMMITTEE
OF UAB EPSO-G
REGARDING ELECTION OF BOARD MEMBERS OF AB AMBER GRID**

30 July 2018, Vilnius

Following paragraph 27 of the version of the Articles of Association of AB Amber Grid (the “Company”) registered with the Register of Legal Entities on 8 May 2018 and taking into account that:

- the effective Articles of Association of the Company provide for more responsibility of the Board of the Company for implementation of strategic projects and operational goals set by shareholders, giving it the supervisory function, as required by provisions of the Law of the Republic of Lithuania on Companies, as effective from 1 July 2018;
- the Board of the Company must be formed according to new requirements for its composition, i.e. it must be ensured that the Board has at least 2 (two) independent members and at least 3 (three) members who have no employment relationship with the Company;
- the head of the Company cannot be elected member of the Board of the Company performing the supervisory function, therefore, the head of the Company, upon registration of the updated Articles of Association of the Company, resigned from the office of the Board member;
- the current Board of the Company has 1 (one) independent Board member, 2 (two) members are nominated by the parent company UAB EPSO-G, and 1 (one) member is an employee of the Company, who will be recalled from the Board upon formation of the Company’s Board conforming to the new composition requirements;
- the Remuneration and Appointments Committee of UAB EPSO-G (the “Committee”) has performed the selection of the Board member to be nominated by UAB EPSO-G and, having involved the personnel selection agency AIMS International Lietuva, UAB, has performed the selection of an independent Board member (the “Selection”), in order that, as provided by the new version of the Articles of Association of the Company, the Board of the Company would have 2 (two) independent Board members and 3 (tree) members nominated by the parent company UAB EPSO-G;
- the Committee has assessed conformity of 18 (eighteen) candidates that took part in the Selection to the announced general, special, value requirements of the Selection and the criteria of independence, their education, knowledge, professional skills and functional experience necessary for performance of duties of a Board member, competences in the field of management and supervision of investment and infrastructure projects and their personal traits;

in order to strengthen the Board of the Company performing the supervisory function with important operational efficiency, finance control and corporate governance, as well as company and project management and supervisory competences, also in pursuance of the goals set by the shareholders, the Remuneration and Appointments Committee of UAB EPSO-G gives the following recommendations regarding election of Board members of AB Amber Grid:

- to elect Algirdas Juozaponis from UAB EPSO-G as Board member of AB Amber Grid nominated by the parent company UAB EPSO-G;
- to elect Sigita Žutautas as an independent Board member of AB Amber Grid.

Information about the candidates:

Algirdas Juozaponis, Finance Director at UAB EPSO-G

Professional career:

2005 – 2008 – Economist and Senior Economist at AB Rytų Skirstomieji Tinklai
2008 – 2010 – Financial Analyst at LEO LT, AB
2010 – 2011 – Product Manager at Energijos Tiekimas, UAB
2011 – 2015 – General Manager, member of the board (2012 – 2013) of Energijos Tiekimas, UAB
2013 – 2015 – member of the board of GETON Energy SIA (Latvia) and GETON Energy OU (Estonia)
2014 – 2015 – member of the council of the National Lithuanian Electricity Association
2015 – present – Finance Director, member of the board (2016 – 2018) of UAB EPSO-G

Education:

Graduated from the Vilnius University with a bachelor's degree in economics in 2005 and master's degree in 2007 (banking programme).

A. Juozaponis does not have any shares of AB Amber Grid.

Sigitas Žutautas, audit and financial management consultant

Professional experience:

1998 – 2003 – Assistant Auditor, Audit Manager at UAB PricewaterhouseCoopers
2003 – 2007 – Internal Audit Manager, Regional Manager, Retail Banking Manager, member of the board, Deputy President at DNB bank
2009 – 2010 – General Manager, member of the board of UAB PZU LIETUVA GYVYBĖS DRAUDIMAS
2011 – 2015 – Director of Small Business Department, Director of Business Customer Profile Department at Swedbank, AB
2015 – 2016 – Bank Loans Portfolio Manager for the Baltic States at Lindorff Oy branch (Lithuania)
2017 – 2018 – General Manager at the Lithuanian National Opera and Ballet Theatre

Education:

Graduated from the Vilnius University with a bachelor's degree in economics (banking programme) in 1992 and master's degree (accounting and audit programme) in 1998. He had an internship in University of Wales Swansea College, United Kingdom, in 1994 – 1995, and training for qualifications of managers at ESMT European School of Management and Technology, Germany, in 2008 – 2009.

S. Žutautas does not have any shares of AB Amber Grid.

Chairman of the Remuneration and Appointments
Committee of UAB EPSO-G

Viktorija Trimbel