

Notice of the Ordinary General Meeting of shareholders
26 February 2021

Ordinary General Meeting of Shareholders of AB "Ignitis grupė"

On 26 February, 2021 the Management Board of the Company decided to convene the Ordinary General Meeting of Shareholders of AB "Ignitis grupė" ("Ignitis grupė" or the Company), company code 301844044, registered office placed at Žvejų st. 14, Vilnius, to be held on

25 March, 2021 10.00 a.m. (Vilnius time)

Due to the COVID-19 pandemic, a quarantine has been announced in the territory of the Republic of Lithuania by the Government resolution No. 1226 "Regarding the announcement of quarantine in the territory of the Republic of Lithuania" of 4 November 2020, until 31 March, 2021, 12:00 p.m., which includes a ban on organizing all events and gatherings in open and closed spaces. In accordance with recommendations of the Ministry of Economics and Innovations of the Republic of Lithuania, all Company's shareholders shall have a right to participate in the general meeting of shareholders only by a single mean foreseen in the Law on Companies of the Republic of Lithuania – by filling the general ballot paper and providing it in advance to the Company. Place of the meeting (i.e. the address to which the shareholders should send the general ballot papers signed with a physical signature) - Žvejų st. 14, Vilnius, or the general ballot papers signed by qualified e-signature should be submitted to IR@ignitis.lt.

The agenda for the Ordinary General Meeting and proposed resolutions are:

No.	Item	Proposed resolution
1	Regarding the assent to AB "Ignitis grupė" consolidated annual report for the year 2020,	To assent to AB "Ignitis grupė" consolidated annual report for the year 2020, except for the
2	except for the part of the remuneration report. Regarding the assent to the remuneration report of AB "Ignitis grupė", as a part of the consolidated annual report of AB "Ignitis grupė" for the year 2020.	part of the remuneration report (<u>link</u>). To assent to the remuneration report of AB "Ignitis grupė", as a part of the consolidated annual report of AB "Ignitis grupė" for the year 2020 (<u>link</u>).
3	Regarding the approval of the set of audited annual financial statements of AB "Ignitis grupė" and consolidated financial statements of AB "Ignitis grupė" group of companies for the year 2020.	To approve the set of audited annual financial statements of AB "Ignitis grupė" consolidated financial statements of AB "Ignitis grupė" group of companies for the year 2020 (link).
4	Regarding the formation of reserve for acquisition of own shares.	To form a reserve of EUR 23 000 000 (twenty three million euros) for the acquisition of own shares (arguments provided in Annex no. 1).
5	Regarding the allocation of profit (loss) of AB "Ignitis grupė" for the year 2020.	To allocate profit (loss) of AB "Ignitis grupė" for the year 2020 (Annex no. 2).
6	Regarding the approval of the updated Remuneration Policy of AB "Ignitis grupė" group of companies.	To approve the updated Remuneration Policy of AB "Ignitis grupė" group of companies (Annex no. 3).
7	Regarding the approval of the updated Share Allocation Rules of AB "Ignitis grupė".	To approve the updated Share Allocation Rules of AB "Ignitis grupė" (Annex no. 4).



Other information

Share capital and voting rights

The Company's share capital is EUR 1,658,756 293.81, divided into 74,283,757 ordinary registered shares with the nominal value of 22.33 Eur per each share. Each share carries one vote.

Agenda

The agenda of the Ordinary General Meeting of Shareholders of the Company may be supplemented on the initiative of shareholders of company whose shares held in company carry at least 1/20 of all votes at the General Meeting of Shareholders of the Company. The proposal to supplement the agenda of the respective Ordinary General Meeting of Shareholders shall be accompanied by draft decisions or, where no decisions have to be taken, by explanations on each proposed agenda item of the Ordinary General Meeting of Shareholders. The agenda shall be supplemented if the proposal is received no later than 14 before the respective General Meeting of Shareholders.

Shareholders whose shares held in the Company carry at least 1/20 of all votes at the Ordinary General Meeting of Shareholders of company shall have the right to propose, at any time before or during the General Meeting of Shareholders of the Company, new draft decisions on issues that are included or will be included in the agendas of the Ordinary General Meeting of Shareholders of the Company. Proposals on the supplementation of the respective agenda or relevant draft decisions shall be submitted in writing to the Company, Žvejų st. 14, Vilnius, or by e-mail to IR@ignitis.lt.

Record date of attendance and voting rights

Shareholders holding shares in the Company the fifth business day before the date of the Ordinary General Meeting (record date) are entitled to attend and vote at the Ordinary General Meeting.

The date of registration (or record date) is 18 March 2020. At the end of the date of registration, the shareholding and voting rights are determined based on the ownership recorded in the shareholders' register. Furthermore, attendance at the Ordinary General Meeting is subject to the shareholder.

Voting

Shareholders or his authorised representative who are unable to attend the Ordinary General Meeting may vote in writing in advance (by filling the general ballot papers).

Obtaining general ballot paper

- May be downloaded from the Company's website, https://ignitisgrupe.lt/en, under section "Investors"
- Upon the written request, the Company shall send general ballot paper by registered mail or deliver to the shareholder against signed acknowledgement of receipt at least 10 days prior to the Ordinary Ordinary General Meeting

Submitting general ballot paper

- completed and signed by qualified electronic signature general ballot paper shall be submitted by emailing IR@ignitis.lt
- completed and signed by physical signature general ballot paper shall be submitted to the Company by registered mail or delivered to Žvejų st. 14, Vilnius, Lithuania, attn. Ainė Riffel-Grinkevičienė, no later than before the Ordinary General Meeting of shareholders
- if the general ballot paper is signed by an authorized person, a document confirming the right to vote must be submitted as well
- detailed instructions on signing and submitting the general ballot paper to the Company are also available on the Company's website https://ignitisgrupe.lt/en, under section "Investors"

The Company shall reserve the right not to include the advance vote of a shareholder or his authorised representative, if the submitted general ballot papers do not conform to the provisions of Article 30(3) and (4) of the Law on Companies of the Republic of Lithuania or they are received after the end of deadline or filled in such manner that it is impossible to establish the true will of the shareholder regarding the individual issue.

Voting under the power of attorney Persons shall have the right to vote under the power of attorney in Ordinary General Meeting of Shareholders. Power of attorney shall state in a written document that one person (the principal) grants to another person (the authorised representative) the right to represent the principal in establishing and maintaining relation with the third party. An authorisation to perform actions on behalf of a natural person that pertain to legal entities must be notarised, except in cases provided by the law and authorising the granting an authorisation in any other form. A power of attorney issued abroad must be translated into Lithuanian and legalized in accordance with the procedure established by law. The company does not establish a special form of power of attorney. Authorised representatives must hold the power of attorney as provided by the law, which must be submitted until Ordinary General Meeting of Shareholders. The authorised representative shall enjoy the same rights in convened general meeting of shareholders as his represented



shareholder would.

Shareholders entitled to attend Ordinary General Meeting of Shareholders shall have the right to authorise a natural person or a legal entity using electronic means of communication to attend and vote on his behalf at an Ordinary General Meeting of Shareholders. Such authorisation does not need to be notarised. The Company shall acknowledge authorisation granted by electronic means of communication only if the shareholder signs it by electronic signature generated by safe generation software and certified by a qualified certificate applicable in the Republic of Lithuania, i.e. if the security of the conveyed information is ensured and the identity of the shareholder can be established. The shareholder must notify the Company in writing about granted authorisation by electronic means of communication by sending an authorisation by e-mail to IR@ignitis.lt no later than until the general meeting of shareholders.

Questions

Any shareholder of the Company may present questions related to the agenda of the Ordinary General Meeting of Shareholders of the Company. Such questions must be submitted by e-mail to IR@ignitis.lt or delivered to the Company, Žvejų st. 14, Vilnius, Lithuania, attn. Ainė Riffel-Grinkevičienė no later than 3 working days before the Ordinary General Meeting of Shareholders. After receiving the guestions, the answers will be provided to the Company's shareholders in accordance with the procedure established by the Law on Companies of the Republic of Lithuania, i. e. at the same time for all shareholders of the Company prior to the Ordinary General Meeting of Shareholders in the form of questions and answers on the website of the Company https://ignitisgrupe.lt/en.

Webcast

The Ordinary General Meeting will not be webcasted. However, on 2 March 2021, 11 a.m. (Lithuanian time), the Company will hold an online presentation of 2020 results and strategic plan of 2021-2024. Registration: https://www.ignitisevents.lt/

Available information

All statutory information related to the convened Ordinary General Meeting of Shareholders and annexes to issues on the agenda of such meeting will be available on the website of the Company at https://ignitisgrupe.lt/en and other informational sources based on the procedures established by the law.

Other information

Electronic means of communication shall not be used for the participation and voting at Ordinary General Meeting of Shareholders.



Appendix 1: Arguments regarding the formation of a reserve for acquisition of own shares

On 5 October 2020 the Company while executing its initial public offering (IPO) issued 20,000,000 new shares by increasing the authorized capital to EUR 1,658,756,293.81. On 7 October 2020 the newly issued shares were admitted to the Main Trading List of Nasdaq Vilnius and the global depositary receipts representing the Company's shares to the standard listing segment of the Official List of the United Kingdom Financial Supervision Authority (FCA) and to trading on the Main Market of the London Stock Exchange .

In order to maintain the market price of the issued securities and in accordance with the international market practice, the Company and Swedbank AB, in cooperation with Kepler Cheuvreux (together - the Stabilisation Managers), entered into agreements, which were first announced on 4 September 2020 together with the registration document. Pursuant to the agreement with the Stabilisation Managers, they were entitled to jointly acquire no more than 10% of the newly issued shares or global depositary receipts representing the Company's shares, if the price of securities in the secondary market falls below the IPO offer price (EUR 22.50) for a 30 days period from the start of trading on the Nasdaq Vilnius and London Stock Exchanges (October 7, 2020) until 5 November 2020 (Stabilisation Period).

Accordingly, stabilisation measures (within the meaning of Article 3.2.(d) of the Market Abuse Regulation (EU/596/2014)) were carried out during the Stabilisation Period and the Stabilisation Managers acquired 1 368 061 ordinary registered shares issued by the Company and publicly traded on the Nasdaq Vilnius Stock Exchange and 631 938 global depositary receipts representing the Company's shares publicly traded on the London Stock Exchange.

Pursuant to the agreements with the Stabilisation Managers, the Stabilisation Managers may sell the purchased securities. The Company may implement the acquisition of the Company's own shares in order to purchase the securities acquired by the Stabilisation Managers (in full or in part). Pursuant to the Law on Companies of the Republic of Lithuania, the acquisition of own shares may be implemented only when a reserve for the acquisition of own shares has been formed. Reserves may be formed only during the ordinary general meeting of shareholders.

It should be noted that the Company's management has not yet made decisions to submit a proposal to the shareholders' meeting to make a decision on the acquisition of the Company's own shares. The formation of a reserve for the acquisition of own shares also does not mean that the acquisition of own shares will be carried out. The management board of the Company proposes to the general meeting of shareholders to make a decision on the formation of the said reserve in order to avoid the situation where the decision to implement the acquisition of own shares would have to wait for the next ordinary general meeting of the Company's shareholders which could take place no earlier than the first quarter of 2022.

Also, the decision to form a reserve for the purchase of own shares does not imply that it will be used. Pursuant to the Law on Companies of the Republic of Lithuania, if the previously established reserves have not been used and it is not planned to use them, they may be redistributed when allocating the profit of the next financial year. In view of this, if it would be decided not to implement the acquisition of own shares, the reserve could be redistributed at the ordinary general meeting of the Company's shareholders in 2022.

It should be noted that more information on stabilisation and related events was made public on the following dates:

Date	Name of the document	Link to the document
4 September, 2020	Correction: Announcement of Publication of	<u>Link</u>
	Registration Document	
21 September, 2020	Announcement of Price Range and Publication of	<u>Link</u>
	Approved Prospectus of AB Ignitis Grupė	
6 October, 2020	AB Ignitis Grupė stabilisation notice	<u>Link</u>
15 October, 2020	Mid-Stabilisation Period Notice	<u>Link</u>
26 October 2020	Mid-Stabilisation Period Notice	<u>Link</u>
5 November 2020	Post-Stabilisation Period Announcement	Link



Appendix 2: project of profit (loss) allocation for year 2020

Articles	Suma, EUR
Retained earnings (deficit) at the end of 2019	36 524 878
share of profit, distributed to legal reserve	(1 610 198)
share of profit, distributed to pay out dividends for period of 2019	(28 000 000)
Net profit for the year of 2020	114 587 034
Profit (loss) not recognized in the income statement	(7 633 162)
Transfer from other reserves	0
Distribution of profit (loss) at the end of 2020, total	113 868 552
Share of profit, distributed to legal reserve	(5 729 352)
Share of profit, distributed to reserve for the purchase of own shares	(23 000 000)
Distribution of profit	85 139 200
Share of profit, distributed to pay out dividends for period 2020.01.01 – 2020.06.30	(42 000 000)
Share of profit, distributed to pay out dividends for period 2020.07.01 – 2020.12.31	(43 010 295)
Distributed earnings at the end of 2020, brought forward (retained earnings, remaining after profit distribution)	128 905
Dividends per share for the period of 2020.07.01 - 2020.12.31	0,579
Number of shares	74 283 757

It should be noted that in accordance with Paragraph 2 of Article 15 of the Law on Companies of the Republic of Lithuania, persons having the right to receive dividends are those, who are the shareholders of the company at the end of the record date of the rights of company's shareholders . The record date of the rights of the Company's shareholders – 9 April, 2021.



Appendix 3: Remuneration Policy of AB "Ignitis grupė" group of companies

Title of the internal legislation
Name of the process
Process owner (department)
Approving company
Approving person's position/body
Date of entry into force

Remuneration Policy of AB Ignitis grupė group of companies
People and Culture Department
AB Ignitis grupė
General Meeting of Shareholders of the AB Ignitis grupė

Effective from the adoption of the resolution of the General Meeting of Shareholders of AB Ignitis grupė

AB IGNITIS GRUPĖ GROUP OF COMPANIES REMUNRATION POLICY

AB Ignitis grupė group of companies (hereinafter referred to as the Group) applies a remuneration policy in order to maintain employee motivation and respond to shareholders' expectations for sustainable, socially responsible development by creating a modern, globally competitive company, taking into account the economic, environmental and social aspects of its operations, developing in a way that strengthens the synergies between financial and non-financial return objectives and supports the Group's strategy, the main vision of which is to become a competitive energy company. Remuneration policy contributes to the Group's strategy by promoting sustainability, responsible growth and value creation for shareholders. The remuneration policy aims to attract and retain competent, fast-learning, technologically advanced, globally minded and creative employees, to avoid conflicts of interest in determining the remuneration of executives and to apply the remuneration policy in a way that avoids any discrimination as described in the Group's strategy.

The Company's Supervisory Board has been established in the Company – a supervisory body elected by the Company's General Meeting of Shareholders. For the effective performance of the Supervisory Board's functions and responsibilities in the field of remuneration, a Nomination and Remuneration Committee has been established to assess and propose the Group's long-term remuneration policy, monitor the compliance of the Group's remuneration policy with international practice and recommendations of good governance practice and to make appropriate proposals for the improvement of the remuneration policy. The Company's Supervisory Board and the Nomination and Remuneration Committee ensure the proper functioning of the conflict of interest prevention system when making decisions on the remuneration system.

Purpose: to establish unanimously correct, clear and transparent principles of remuneration

for employees of AB Ignitis grupė group of companies and the employee

remuneration system based on them.

Scope of application: applies to all enterprises of AB Ignitis grupė group of companies.

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Terms and Abbreviations Used in the Remuneration Policy
 1.1. Terms and/or abbreviations used in this Remuneration Policy shall have the following meanings:

AB Ignitis grupė or	AB Ignitis grupė (legal entity code 301844044, registered office address Žvejų st.
the Company	14, 09310 Vilnius).
LoC	The Republic of Lithuania Law on Companies.
Share Option (SO)	An option that entitles the Employee to acquire shares in the Company
	upon the expiration of the vesting period.
Remuneration	Remuneration Policy of AB Ignitis grupe group of companies; this document.
Policy	Tremaneration Felloy of 712 Ignitio grape group of companies, this accument
Salary Ranges	There are minimum and maximum FBS thresholds for each Position Level.
Midpoint of the	For each Position Level, the average value of the Salary Range is determined.
Salary Range	
Median of the Salary	This is a value compared to which 50 percent of market participants receive higher
Market	remuneration and 50 percent receive lower remuneration. The median salary
	market is determined for each Job Level.
Labour Code	Labour Code of the Republic of Lithuania.
Employee	A person who has an employment relationship with the Company and/or the
	Enterprise, including the General Managers, Key Executives, members of the
	Executive Boards, unless otherwise specified in the text of the Remuneration
	Policy.
EICP	Positions operating in an environment of intense competition, the criteria and list of
	which are approved by the Executive Board of AB Ignitis grupė.
Enterprise	Group company, including subsidiaries of AB Ignitis grupė subsidiaries, except for
General Manager	AB Ignitis grupė. The management body of the Company and/or the Enterprise.
Group	AB Ignitis grupė and its directly and indirectly controlled legal entities collectively.
Objectives of the	Annual objectives of AB Ignitis grupė, which, based on the Company's strategic
Group Short-Term	plan, are determined and their achievement is assessed by the SB.
Incentives (STI)	The part of the remuneration that is paid for the agreed and measurable results of the employee's performance evaluation.
Collegial Body	The supervisory body specified in the Company's and/or Enterprises' founding
Concegial Body	documents is the Board and/or the Supervisory Board.
Non-Compete	Compensation paid to the employee for compliance with the non-compete
Compensation	obligations specified in the non-compete agreement concluded with his and her
	employer (the Company and/or the Enterprise).
Key executives	Employees holding the position of members of the Company's Executive Board
	(including the Chairman of the Board), as well as the General Manager of AB
	Energijos skirstymo operatorius, the General Manager of UAB Ignitis, the General
	Manager of AB Ignitis gamyba, the General Manager of UAB Ignitis renewables.
	According to the decision of the Company's SB, other General Managers of the
	Enterprises with strategic responsibilities and Employees of the Company and/or
	Companies serving as members of the Executive Boards and/or with strategic
	responsibilities may also be appointed as key executives, and by the decision of
	the Executive Board of the Company – other Employees with strategic
Additional Benefits	responsibilities may also be appointed as the members of executive boards. A set of measures of a financial and non-financial nature aimed at additional
Auditional Dellents	promotion and motivation of Employees.
Job Level	A relative estimate by which a job is valued and which reflects the relative value of
300 = 3101	the job in the Group.
Job Structure	Employee job s grouped into levels according to the value and weight generated by
	the job activity.
Fixed Base Salary	The base pay of the Employee is determined in the Employment Contract, taking
(FBS)	into account the level of the Employee's Job level and the competence of the
	Employee.



NRC	Nomination and Remuneration Committee of the Supervisory Board of AB Ignitis		
	grupė.		
Distinguishing Body	The body electing the members of the sole or collegial body specified in the		
	Articles of Association of the Company and the Enterprises.		
SB AB Ignitis grupė Supervisory Board.			
Direct Supervisor	A manager who, in accordance with the organisational and functional structure and		
	job descriptions of the Company and/or the Enterprise, has been granted the		
	authority and responsibility to coordinate and organise the activities of the		
	Employees, as well as an Employee acting as a manager.		
Executive Board	Employees of the Company or the Enterprise holding the position of members of		
	the Board in the same enterprise.		
Total Remuneration	Total monetary remuneration paid to the General Managers of the Company and		
	the Enterprise and members of the Executive Boards, which consists of the		
	remuneration of the FBS, STI, a member of the Company or a collegial body of the		
	Enterprise (if any).		

2. General Provisions

- 2.1. The group remuneration system is formed taking into account the following principles, which are applied all together:
 - 2.1.1. internal justice equal remuneration for the same or equivalent work (creating equal value);
 - 2.1.2. external competitiveness Employees shall be paid a remuneration that is competitive with respect to the labour market of the country where the Employees work;
 - 2.1.3. clarity the amount of remuneration must be determined on the basis of clear criteria of the achieved work results, available competencies and qualifications, of which the Employee must be informed;
 - 2.1.4. transparency the aim is that the decisions on the determination and management of the Remuneration are made on the basis of objective and clear criteria, these criteria are made public to the Employees and the public, therefore, this Remuneration Policy is made public;
 - 2.1.5. equal opportunities and non-discrimination decisions on remuneration must be made in accordance with the provisions set out in the Remuneration Policy and the <u>Policy of Equal Opportunities and Diversity in force in the Group.</u>
- 2.2. The possibility of deferral of remuneration and recovery of STI does not apply in the Company and the Enterprises.
- 2.3. The decision-making procedure, in accordance with the provisions of the Remuneration Policy, shall be provided in Annex 1 to the Remuneration Policy.
- 2.4. The Remuneration Policy shall apply to all Employees.
- 2.5. The application of exceptions to the Remuneration Policy to Enterprises operating in foreign countries shall be decided by the SB, with the approval of the NRC, taking into account the differences in the remuneration market and the legal regulation of the respective state.
- 2.6. The Remuneration Policy is detailed in the internal legal acts of the Group and/or the Company and/or the Enterprise, which must not contradict this Remuneration Policy.
- 2.7. The provisions of the Remuneration Policy shall be applied taking into account the requirements of the LoC, the Labour Code or the relevant legal act of a foreign state, collective agreements, as well as other legal acts. If there are discrepancies between the legislation and the Remuneration Policy, the Remuneration Policy shall apply to the extent that it does not contradict the legislation.
- 2.8. This Remuneration Policy shall be published on the Company's website.

3. Setting and Evaluation of Objectives

- 3.1. The Group aims to create an organisational culture that achieves its objectives, therefore the remuneration system aims to promote behaviours related to the achievement of the objectives set for the Company and the Enterprise, teams, and Employees.
- 3.2. Long-term strategic objectives for 4 (four) years for key executives are set based on the Company's strategic plan.
- 3.3. Annual targets for the General Managers of the Company and the Company and for the members of the Executive Boards are set in accordance with the strategic plans of the Company and the Enterprise, the action plans and the annual budgets. The objectives of the General Manager of the Company and the members of the Executive Board are aligned with the annual objectives of the Company approved by the SB.
- 3.4. Annual, semi-annual or quarterly targets for other Employees not specified in Clauses 3.2 and 3.3 of the Remuneration Policy are set based on the targets of the Group and/or Enterprise.



- 3.5. The set targets are monitored at least quarterly.
- 3.6. The set targets are evaluated according to the percentage of their achievement.

4. Remuneration Components

- 4.1. Remuneration in the Group consists of Financial Remuneration and Non-Financial Remuneration.
- 4.2. The financial remuneration in the Group may consist of:
 - 4.2.1. FBS Fixed base salary;
 - 4.2.2. STI Short-Term Incentives;
 - 4.2.3. Remuneration of a member of the Company's or the Enterprise's collegial body or committee payment for activities in the management and/or supervisory bodies of the Company or the Enterprise or their committees, as specified in Clause 10 of the Remuneration Policy;
 - 4.2.4. Additional payment for overtime work, work on days off or holidays or at night and other bonuses paid in accordance with the Labour Code or the relevant legal act of a foreign state or collective agreements;
 - 4.2.5. Additional financial incentive a financial incentive that may be paid for participation in initiatives outside the direct work functions of the Employee, except for the members of the Company's or Enterprise's Executive Boards and General Managers, for extraordinary results, innovations in implementing the Group's strategic priorities, extraordinary value creation in the Group, in other cases where this is provided for in the Collective Agreements of the Enterprises;
 - 4.2.6. Additional financial benefits non-monetary measures that have a financial value and are designed to promote employee motivation and loyalty, help reconcile work and leisure, achieve better performance and increase the attractiveness of the employer. Additional benefits provided to employees are detailed in the Group's internal legal acts or collective agreements;
 - 4.2.7. Expatriation of the expatriate's financial package additional costs related to the transfer of the Employee to work abroad in accordance with the secondment of the Enterprise;
 - 4.2.8. Promotion SO the Company's share option program for Employees of the Company and Enterprises to strengthen their engagement and loyalty for sustainable results.
- 4.3. Employees other than Key Executives have a choice between two incentive schemes: STI or STI and Promotion SQ.
- 4.4. Non-financial remuneration an additional benefit and emotional reward that aims to promote employee satisfaction in the organisation, maintaining an impeccable reputation, transparency of activities, social responsibility, opening opportunities for employee self-realization, career, etc. These additional benefits (Non-financial remuneration) are detailed in internal legal acts.

5. Job Structure

- 5.1. The remuneration system is based on the Group's Job structure, which consists of jobs divided into Job Levels. A methodology recognized in international practice is used to assess and determine the level of the job.
- 5.2. The level of the job is determined by assessing the following criteria:
- 5.3. Knowledge the qualification, competence, experience, special knowledge and education required for the position;
- 5.4. Problem solving the complexity of the decisions made by the position and of the analysed problems:
- 5.5. Responsibility the impact of the duties performed by the position on the Group's performance.
- 5.6. Jobs in the Group may be evaluated by external consultants and/or an internal Group-wide job evaluation committee.
- 5.7. Job levels are reviewed as necessary in the event of a new job, a change in the functions and/or responsibilities of the position. The review of Job levels is organised by the Head of the Company's People and Culture Department.
- 5.8. The structure of the Group's jobs is mandatory for the Company and all Enterprises.
- 5.9. The job structure is posted on the Company's intranet and is available to all Employees of the Company and the Enterprises.

6. Principles for Determining Salary Ranges

- 6.1. In order to ensure the competitiveness of the remuneration and to encourage the Employees to achieve results, the focus is placed on the median of the Salary Market of the respective state in which the Company or the Enterprise operates.
- 6.2. In order to ensure the principle of external competitiveness, the Salary Ranges may be determined and reviewed annually, taking into account the data of an independent national salary survey and the remuneration market trends.
- 6.3. Salary Ranges are determined for each Job Level based on the median of the Salary Market. The aim is to set the midpoint of the Salary Ranges as close as possible to the median of the Salary Market.
- 6.4. The limits of the Salary Ranges for each level of the Job, in comparison with the midpoint of the Salary Range, are set in the range of 80 120%.
- 6.5. In order to ensure external competitiveness, an adjusting remuneration coefficient is set for the remuneration EICP. The members of the Company's and the Enterprise's Executive Boards and the



General Managers are not included in the list of EICP.

6.6. Group Salary Ranges are mandatory for the Company and all Enterprises.

7. Principles for Determining and Reviewing the Fixed Base Salary (FBS)

- 7.1. The Employee's FBS is determined and may be changed within the Salary Range established for the respective Job Level, taking into account the Employee's experience, competence and performance, but as a general rule, the FBS may not exceed the maximum Salary Range.
- 7.2. The annual FBS review process in the Company and/or the Enterprise is not guaranteed and unconditional, i.e. the annual review of the FBS is affected by:
 - 7.2.1. percentage of the Company's and/or Enterprise's performance results and achievement of its objectives;
 - 7.2.2. changes in the remuneration market (positive and negative) in the country where the Employee works.
- 7.3. The Employee FBS is reviewed annually during the annual FBS review process, following the annual Employee performance review interviews. The individual review of the Employee FBS is affected by:
 - 7.3.1. achieving the objectives set for the Employee, positive assessment of competence growth and values:
 - 7.3.2. comparison of the individual Employee's FBS with the midpoint of the Salary Range set for the respective Job Level.
- 7.4. The proposal for the determination or revision of the size of the FBS of the Employee, except for the General Managers of the Company and the Enterprises and the members of the Executive Boards, shall be submitted by his/her Direct Supervisor after receiving the approval of the senior manager.
- 7.5. The proposal to determine or review the size of the FBS of the members of the Company's and the Enterprises' Executive Boards shall be submitted by the Direct Supervisor.
- 7.6. The proposal on setting or reviewing the size of the FBS of the General Managers of the Company and the Enterprises shall be submitted by the Executive Board of the Company.
- 7.7. During the non-annual review, the Employee's FBS may be reviewed due to structural changes in the Company and/or the Enterprise or the Employee's internal career when the Employee's position changes, as well as in other reasonable and objective cases to ensure the Company's and/or Enterprise's and/or its the continuity of the activities of the structural unit, in accordance with the procedure established by internal legal acts.

8. Determination and Payment of Short-Term Incentives (STI)

- 8.1. The amount of the STI for the General Managers of the Company and the Enterprises and the members of the Executive Boards shall not exceed 20 (twenty) % of their FBS for the period for which the STI is paid.
- 8.2. For employees other than those specified in Clause 8.1 of the Remuneration Policy, the amount of the STI shall not exceed:
 - 8.2.1. 10 (ten) % of their FBS for the period for which STI is paid after choosing the STI incentive system;
 - 8.2.2. 5 (five) % of their FBS for the period for which STI is paid after choosing the STI and Incentive AO system.
- 8.3. For positions that have strategic responsibilities and/or have a significant impact on the Group's performance, other than those specified in Clause 8.1 of the Remuneration Policy, the STI shall not exceed:
 - 8.3.1. 20 (twenty) % of their FBS for the period for which STI is paid after choosing the STI incentive system;
 - 8.3.2. 10 (ten) % of their FBS for the period for which STI is paid after choosing the STI and Incentive AO system.
- 8.4. Specialized remuneration schemes, as specified in Clause 9 of the Remuneration Policy, apply to individual groups of Employees or positions, which require a different system for determining or promoting STI in order to achieve specific work results according to market or business needs.
- 8.5. STI is paid once a year to the General Managers and members of the Executive Boards of the Company and the Enterprise, once a year, semi-annually or quarterly to other Employees in accordance with the procedure established by internal legal acts, depending on the achievement of specific and measurable goals or indicators.

9. Establishment of a Specialized Remuneration System

9.1. In order to achieve the flexibility of the remuneration system and the necessary impact on the achievement of the Group's strategic objectives, jobs involving direct sales, wholesale of electricity, natural gas, liquefied natural gas and/or other energy products and related services, trading in derivatives or products, energy supply management and planning, implementation/development of renewable energy projects, etc., specialized remuneration systems may be established in the Group as required.



10.Determination of the Remuneration of the Members of the Collegial Bodies of the Company and the Enterprises

- 10.1. Remuneration for activities in the collegial bodies of the Company and the Enterprise shall be paid to:
 - 10.1.1. Members of the Executive Boards of the Company and Enterprises;
 - 10.1.2. independent members of the Enterprises' Boards;
 - 10.1.3. independent members of the Company's and the Enterprises' Supervisory Boards;
 - 10.1.4. independent members of the Company's SB committees;
 - 10.1.5. Employees' representatives holding the positions of members of the Company's or the Enterprise's collegial bodies, if provided for by the Articles of Association of the Company or the Enterprise;
 - 10.1.6. Employees of the Company or Enterprises, members of collegial bodies acting in other Enterprises operating in foreign countries, if required by the legislation of the respective state.
- 10.2. The amount of remuneration of the Company's independent SB members shall be determined by the General Meeting of Shareholders of the Company by its decision, and this amount shall be used to calculate the amount of remuneration of other members of the Company and the Enterprises' collegial bodies.
- 10.3. The principles for calculating the remuneration of the members of the Company's and the Enterprises' collegial bodies for their activities in the Company's and the Enterprises' collegial bodies shall be specified in Annex 2 to the Remuneration Policy.
- 10.4. Remuneration for activities in the collegial bodies of the Company and the Enterprises shall be fixed and shall not depend on the results of the Company's or the Enterprises' activities.
- 10.5. The remuneration of the members of the Company's SB for participation in the activities of the committees shall be included in their remuneration for the activities of the SB, and they shall not receive additional remuneration for the activities in the committees.
- 10.6. Members of the Company or the Enterprise's Executive Board shall not receive additional remuneration for their activities in the collegial bodies of other Enterprises as it included in their remuneration.
- 10.7. The agreement concluded with a member of the collegial body of the Company and the Enterprise regarding the performance of the activities of the member of the collegial body of the Company and the Enterprise shall terminate when:
 - 10.7.1. the term of office of the member of the Company's or Enterprise's collegial body expires;
 - 10.7.2. the member of the Company or the Enterprise's collegial body is recalled from the collegial body or the entire collegial body is recalled;
 - 10.7.3. a member of the collegial body of the Company or the Enterprise resigns or is unable to continue his or her duties in office;
 - 10.7.4. a member of the Company's or Enterprise's collegial body shall cease to hold the position of a member of the collegial body on another basis.

11. Additional Financial Incentive

- 11.1. The additional financial incentive shall be provided at the initiative and discretion of the employer and shall not be a guaranteed part of the remuneration package.
- 11.2. The additional financial incentive shall not apply to the General Managers and members of the Executive Boards of the Company and the Enterprises.

12.Incentives through Share Options

- 12.1. The Company has two SO incentive programs: a long-term incentive program for Key Executives and Employees, including non-Key Executives.
- 12.2. The SO agreement may be concluded only by those Employees who, on the day of signing the SO agreement, have an employment relationship with the Company or the Enterprise.
- 12.3. Main principles of the SO incentive program for Key Executives:
 - 12.3.1. acquisition of shares is possible after 4 (four) years after signing the SO agreement, if the Long-term strategic objectives of 4 (four) years are achieved;
 - 12.3.2. the amount set by the SB may not exceed 40 (forty)% of the amount of the FBS specified in the employment contract of the Key Executive valid on the day of the SB decision, multiplied by 12 (months).
- 12.4. Main principles of the SO incentive program for Employees other than Key Executives:
 - 12.4.1. the acquisition of shares is possible after 3 (three) years after the signing of the SO agreement and only if on the day of the acquisition the Employee has an employment relationship with at least one Enterprise;
 - 12.4.2. the amount of the amount determined by the Executive Board of the Company for the calculation of the size of the SO may not exceed:
 - 12.4.2.1. 10 (ten) % of the amount consisting of the FBS specified in the Employee's employment contract on the day of decision of Enterprise Executives board, multiplied by 12 (months) for the Employees specified in Clause 8.2 of the Remuneration Policy;



- 12.4.2.2. 20 (twenty) % of the amount consisting of the FBS specified in the Employee's employment contract, on the day of decision of Enterprise Executives board, multiplied by 12 (months) for the Employees specified in Clause 8.3 of the Remuneration Policy.
- 12.5. The size of the SO for an Employee other than the Key Executives shall be determined by the achievement of specific and measurable objectives or indicators set in the previous year.
- 12.6. The provisions of SO promotion, the requirements and conditions for concluding SO agreements, retention terms, the procedure for granting shares and the responsibilities of the bodies making decisions on the shares to be acquired shall be described in the <u>Rules for Granting Shares of AB Ignitis grupė</u> which are approved by the General Meetings of Shareholders.

13. Procedure for Payment of Severance Pay

- 13.1. Severance benefits for Employees upon termination of their employment contract shall be paid in accordance with the procedure established by the Labour Code or the relevant legal act of a foreign state and this Remuneration Policy.
- 13.2. The notice periods shall apply to the General Managers of the Company and the Enterprises in the event of termination of employment in accordance with the procedure established by the LoC or the relevant foreign legal act, and to the members of the Executive Boards in the event of termination of employment in accordance with the Labour Code or relevant foreign legal act.
- 13.3. If a member of the Company's collegial body resigns or is removed from office (except for the members of the Company's and the Enterprises' Executive Boards), no benefits or compensations shall be paid due to the termination of the contract on performance of the collegial body member's activities. In such cases, the member of the Company's or Enterprise's collegial body must be paid remuneration for the time actually spent in the performance of activities of the member of the collegial body.
- 13.4. Upon termination of the employment contract on any grounds, the General Manager of the Company shall be settled in accordance with the procedure established in the employment contract and the Labour Code.
- 13.5. The decision on the severance pay of the General Manager of the Enterprise or a member of the Executive Board of the Company or the Enterprise, if it is higher than provided for in the Labour Code or relevant foreign legislation (does not apply to the General Manager of the Company according to Clause 13.4) or the amount of the body recalling the director or a member of the executive board or regarding the amount of the Non-Compete Compensation, shall be made by the body recalling the General Manager of the Company or the Enterprise or a member of the Executive Board, having assessed the results achieved, the length of service in the Group, the significance of the circumstances, commercial risks and potential damage to the Group through competition, etc., with the approval of the Company's Executive Board, ensuring compliance with the principle of avoiding conflicts of interest.

14. Principles of Remuneration Control

- 14.1. In determining and reviewing the FBS for the General Managers of the Company and the Enterprises and the members of the Executive Boards, SB shall assess the compliance of their total Remuneration with the median of the total target Remuneration market (the amount of remuneration of the FBS, STI and the collegial body is compared).
- 14.2. SB of the Company may, with the approval of the NRC, establish or change other principles of remuneration control and management.

15. Remuneration Policy Development and Approval Process

- 15.1. The remuneration policy shall be approved and changed by the Company's General Meeting of Shareholders, taking into account the requirements of the Labour Code or relevant foreign legal acts and after receiving the opinion of the Company's Executive Board, SB and NRC, as well as after completing the information and consultation procedures with the representatives of the Company's and the Enterprises' employees.
- 15.2. When amending the Remuneration Policy, material changes to the Remuneration Policy must be described and explained. If the amended Remuneration Policy has already been discussed at the Company's General Meeting of Shareholders, but it has not been approved the arguments must be indicated in the decision of the Company's General Meeting of Shareholders.
- 15.3. The Remuneration Policy shall be implemented by adopting the decisions set out in the Remuneration Policy and detailed internal legal acts.

16.Final Provisions

- 16.1. The Company's People and Culture Department shall be responsible for supervising the implementation of the Remuneration Policy.
- 16.2. The Enterprises shall implement the Remuneration Policy to the maximum extent, ensuring compliance with the provisions of the Company's Articles of Association, the principles established in the Guidelines for the Corporate Governance of State-Owned Energy Groups, the Labour Code, the Republic of Lithuania Law on Legal Protection of Personal Data, the Republic of Lithuania Law on Electricity and other legal acts in force in the Republic of Lithuania or in the foreign state where the Company is established. This Remuneration Policy shall apply on a Group-wide basis, without prejudice to the provisions of the European Union's Third Energy Package.



Annex 1 to AB Ignitis grupė Group of Companies Remuneration Policy

Approval and coordination matrix

Approved by / Established by (the final decision)* Approved*	SB of the Company	NRC	General Manager of the Company	Executive Board of the Company	SB of the Enterprise (if any)	General Manager of the Enterprise	Direct Supervisor	Distinguishing Body	Manager of the People and Culture
Determination and evalu	lation of	long-terr							
Key executives	2	1		-		, , , ,			
Se	etting and	d Evaluat	tion of O	bjectives	S				
General Manager of the Company	1			2					
General Managers of the Enterprises					1			2	
Employees (excluding General Managers of the Company and Enterprises)							1		
		Job Stru	ucture						
All jobs									1
Determination of salary	ranges	and/or ot	her princ	ciples of	remuner	ation co	ntrol		
Position Levels of the General Managers of the Company and the Enterprises and the members of the Executive Boards	2	1							
Other Job Levels				1					
	FBS est	ablishm	ent and r	eview					
General Manager of the Company	1			2					
The Company's Executive Board and Head of Internal Audit	1		2						
General Managers of the Enterprises				1	2			3	
Members of the Executive Boards of Enterprises				1		2			
Other Employees of the Company			2				1		
Other Employees of the Enterprises						2	1		
	Determi	nation of	the size	of STI			1		I
General Manager of the Company	1			2					
General Managers of the Enterprises					1			2	
Company's Employees (except for the General Manager of the Company)			2				1		
Enterprise's Employees (excluding General Managers of the Enterprises)						2	1		
Approval of specialized remuneration schemes									
All jobs				1					
Determination of the remuneration of the members of the collegial bodies of Enterprises									
General Manager of the Company	1			2					
Executive Board of the Company			1						
General Managers of the Enterprises					1			2	
Members of the Executive Boards of Enterprises *The sequence of approval steps shall be a						1			

^{*}The sequence of approval steps shall be indicated by numbers



Annex 2 to AB Ignitis grupé Group of Companies Remuneration Policy

Amounts of remuneration for the members of the Company's and the Enterprises' collegial bodies for their activities in the collegial bodies

	The position of the collegial body	Amount of	Hourly rate of
		remuneration for	remuneration for
		activity *	activity *
1	Chairman of the Company"s SB **	2 419	100
2	Independent ST member of the company **	1 815	75
3	Chairman of the Executive Board of the Company	2 550	-
4	Members of the Executive Board of the Company	1 815	-
5	Independent members of the Company's SB committees	1 815	75
6	Independent members of the SB companies and employee representatives on the supervisory boards	1 300	54,43
7	Chairman of the Executive Boards of Enterprises	1 815	-
8	Members of the Executive Boards of Enterprises	1 300	-
9	Independent members of companies whose boards elect an independent member	1 300	54,43

^{*} Remuneration is presented before tax



^{**} Remuneration to the Chairman of the Supervisory Board of UAB Ignitis grupe and independent members of the Supervisory Board for activities in the Supervisory Board of UAB Ignitis grupe was set by the Minister of Finance of the Republic of Lithuania in 31 December 2018 by order no. 1K-465 "On the Minister of Finance 30 August 2017 order no. 1K-314 "On Amendment to the Formation of the Supervisory Board of Lietuvos Energija, UAB"

Appendix 4: Share Allocation Rules of AB "Ignitis grupė"

Title of the internal legislation
Name of the process
Process owner (department)
Approving company
Approving person's position/body
Date of approval
Date of entry into force

AB "Ignitis grupė" share allocation rules
Management of share allocation
People and Culture Department
AB "Ignitis grupė"
General Meeting of shareholders of AB "Ignitis grupė"
2021-___Effective upon approval

AB IGNITIS GRUPĖ SHARE ALLOCATION RULES

CHAPTER I

GENERAL PROVISIONS

- 1. AB Ignitis grupė share allocation rules (hereinafter referred to as the Rules) establish the rules for allocation of shares of AB Ignitis grupė (hereinafter referred to as the Company) to the Company and its subsidiaries (including subsequent subsidiaries, as well as foreign subsidiaries) in which the Company directly and/or indirectly has a majority of the voting rights or may directly or indirectly exercise a decisive influence as defined in Article 5 of the Republic of Lithuania Law on Companies (hereinafter each of them referred to as the Group company and together referred to as the Group) employees and key executives.
- 2. Terms used in the Rules:
 - 2.1. The share price shall mean average weighted share market price of 30 calendar days after the release date of the audited set of annual financial statements via the Nasdaq Vilnius Stock Exchange information system. The share market price is used to determine the highest number of offered shares, which is calculated by the following formula, based on data from Thomson Reuters Eikon database:

$$AK = \frac{\sum (UK_N \times DA_N) + \sum (UK_L \times DA_L)}{\sum (DA_N + DA_L)}$$
, where

AK means average weighted share market price;

UKN means the closing price published at the Nasdaq Vilnius Stock Exchange during each day of the determined period;

DAN means the turnover of share trading at the Nasdaq Vilnius Stock Exchange during each day of the determined period;

UKL means the closing price published at the London Stock Exchange during each day of the determined period;

DAL means the turnover of share trading at the London Stock Exchange during each day of the determined period.

- 2.2. **The share of the Company** (hereinafter referred to as the Share) shall mean an ordinary registered intangible share of the Company with a nominal value of EUR 22.33 (twenty-two euros thirty-three cents).
- 2.3. **Employee** shall mean a person, except for key executives, who has an employment relationship with a Group company.
- 2.4. Vesting period shall mean the term of 3 years for employees specified in the option agreement and the term of 4 years for key executives, which starts from the date of signing the option agreement and upon which the right of ownership of shares may be exercised (for key executives the right of ownership of shares may be exercised not earlier than the Supervisory Board of the Company makes a decision on adjustment of the number of shares provided for in Clause 8 of the Rules) under the established conditions and procedure.
- Adjusted EBITDA shall mean the Group's adjusted earnings before interest, taxes, depreciation and amortization.
- 2.6. **Option agreement** shall mean an agreement concluded between an employee or the key executives and the Company regarding the right of the employee or key executives to acquire shares in the future upon maturity, under the conditions and in accordance with the procedure specified in this agreement.
- 2.7. **Key executives** shall mean the employees of the Board of the Company (including the Chairman of the Board), as well as the General Manager of AB Energijos skirstymo operatorius, the General Manager of UAB Ignitis, the General Manager of AB Ignitis gamyba, the General Manager of UAB Ignitis renewables. By the decision of the Supervisory Board of the Company, other General Managers and employees of the Group companies with strategic responsibilities and members of the



- executive boards having strategic responsibilities may be assigned to the key executives, and by the decision of the Board of the Company other employees with strategic responsibilities may also be assigned to the key executives.
- 2.8. **Regulated monopoly** activities shall mean network, public distribution, designated supply and system service activities which are not auctioned.
- 3. The purpose of implementation of the Rules is:
 - 3.1. to attract and retain competent, fast-learning, technologically advanced, globally thinking and innovating, motivated employees loyal to the Group;
 - 3.2. to provide additional incentives to employees and to ensure the implementation of the strategy and long-term goals of the Group;
 - 3.3. to promote employee motivation to increase the value of the Group, a sense of ownership and to take responsibility for the organisation;
 - 3.4 to create motivation for key executives to pursue sustainable and long-term goals;
 - 3.5. to grant employees and key executives the right to the Company's share of ownership, to acquire property and non-property rights of a shareholder, respectively.

CHAPTER II

CONCLUSION OF OPTION AGREEMENTS

- 4. The option agreement may be entered into only by employees or key executives who have an employment relationship with the Group company at the date of signing the option agreement, except for employees or key executives who have been informed or informed the Group company themselves concerning the termination of the employment relationship. The Board of the Company has the right to determine other cases when option agreements with employees are not concluded.
- 5. Employees and/or key executives have the right, but not the obligation, to enter into an option agreement.
- 6. The option agreement with the employee specifies the maximum number of shares offered to him/her, which is an integer obtained by dividing the amount set by the Board of the Company by the share price. The amount set by the Board of the Company cannot be higher than specified in the Group's Remuneration Policy and cannot exceed the 20% of the amount of the fixed remuneration part set out in the effective employment contract of the employee at the day of the decision of the Board of the Company multiplied by 12 (months).
- 7. The option agreement with the key executive specifies the maximum number of shares offered to him/her for acquisition, which consists of an integer obtained by dividing the amount set by the Supervisory Board of the Company by the share price. The amount set by the Supervisory Board of the Company cannot exceed the 40% of the amount of the fixed remuneration part set out in the effective employment contract of the key executive at the day of the decision of the Supervisory Board of the Company multiplied by 12 (months).
- 8. The maximum number of shares specified in the option agreement with the key executive in the fourth financial year, starting from the next financial year after concluding the option agreement, is reviewed and may be reduced under the terms and conditions of the option agreement and according to the achievement percentage of the long-term goals (indicators) for the key executives. The long-term goals (indicators) for the key executives for 4 years are set annually by the Supervisory Board of the Company, taking into account the Company's 4-year strategic goals set in the 4-year strategic plan.
- 9. Each employee and/or key executive who is offered to acquire shares and enter into an option agreement shall be informed thereof by indicating the number of shares to be acquired, the terms and procedure of acquisition, the vesting period, by submitting a draft option agreement and indicating the term for signing the option agreement, which shall be established by the Board of the Company.
- 10. The terms and conditions of the option agreement shall be established by the Board of the Company in accordance with the Rules, as well as other provisions detailing the implementation of the Rules.

CHAPTER III

SHARE ALLOCATION

- 11. The shares shall be allocated by transferring the Company's own shares.
- 12. Shares shall be allocated to employees and/or key executives free of charge under the option agreement. 13. No later than before expiration of the vesting period, the Group company shall notify the employee and/or the key executive about the end of the vesting period and the employee's and/or key executive's right to choose (to request the Company) to acquire the shares by the right of ownership under the terms and conditions of the option agreement by entering the shares in the employee's and/or key executive's personal securities account.
- 14. The Board of the Company determines the conditions of the right to acquire and retain the maximum number of shares offered to the employee and/or the cases when the employee's employment relationship



with the Group company ends before the end of the vesting period.

15. After the vesting period, the key executive has the right to acquire shares according the option agreement if at least one of the following conditions are met:

- 15.1. the percentage growth of green generation adjusted EBITDA is at least 10 times greater than adjusted EBITDA of regulated monopoly activities (percentage growth is determined when comparing adjusted EBITDA of the years indicated in the option agreement which have set long-term goals (indicators) with adjusted EBITDA of the financial year before the conclusion of the option agreement) or;
- 15.2. the regulated monopoly activities comprise less than half of adjusted EBITDA (the results of the years indicated in the options agreement which have set long-term goals (indicators) are assessed).

16. In case neither of the conditions provided in Clause 15 are met, the Supervisory Board of the Company shall decide on the reduction of the maximum number of shares provided in the option agreement to zero and, respectively, the key executive shall lose the right to acquire shares under the option agreement.

17. The key executive shall lose all rights under the option agreements (under which ownership of the shares has not yet been exercised) if:

- 17.1. he/she ceases to hold the key executive's position due to a breach of duties established by his/her own acts or omissions established by the norms of labour law, employment and/or civil contract;
- 17.2. he/she ceases to hold the key executive's position (resigns, terminates the employment contract) on his/her own initiative without good reason.
- 18. The option agreement shall be deemed to expire from the day when the Group company informs the key executive about the occurrence of the circumstances specified in Sub-Clause 17.1 of the Rules, and in the case specified in Sub-Clause 17.2 of the Rules from the date of submitting a written statement from the key executive.
- 19. The Company does not impose any restrictions on the shares transferred to the personal securities account of the employee and/or the key executive. Employees and/or key executives shall acquire the ownership of the shares from the date of their entry in the personal securities account of the employee and/or key executive.

CHAPTER IV

BODIES OF THE COMPANY THAT MAKE DECISIONS ON THE NUMBER OF SHARES OFFERED FOR PURCHASE

20. The decision on the number of shares offered to employees shall be made by the Board of the Company. 21. The decision on the number of shares offered to the key executives to be acquired (decision on the maximum number of shares and decision on the adjustment of the number of shares as specified in Clause 8 or 16 of the Rules) shall be made by the Supervisory Board of the Company.

CHAPTER V

FINAL PROVISIONS

22. The Company shall provide information on the number of shares for which option agreements have been entered into with employees and/or key executives and on the specific number of shares acquired by employees and/or key executives in accordance with the legislation governing disclosure of material events. 23. Each year, the Board of the Company shall submit to the Ordinary General Meeting of Shareholders information provided in the remuneration report on the implementation of the Rules during the previous financial year.

24. The Rules shall be published on the Company's website at www.ignitisgrupe.lt.

