



# Notice of the Extraordinary General Meeting of Shareholders

23 August 2022



## Extraordinary General Meeting of Shareholders of AB “Ignitis grupė”

On 23 August 2022, the Management Board of AB “Ignitis grupė” (hereinafter – the Group or the Company), company code: 301844044, registered office address: Laisvės Ave. 10, Vilnius, decided to convene the Extraordinary General Meeting (hereinafter – EGM) of Shareholders, to be held on

**29 September 2022, 13.00 pm (Vilnius time) at**

**Business Garden Vilnius verslo centras, Laisvės Ave. 10, Vilnius, LT-04215**

**Registration starts at 12.00 pm and closes at 12.45 pm (Vilnius time)**

With continued uncertainty around the status of the COVID-19 pandemic, the Group:

- kindly asks to be informed about the need to attend the EGM of Shareholders in person no later than 2 business days prior (or by 27 September 2022 inclusive) to the EGM of Shareholders by e-mail [IR@ignitis.lt](mailto:IR@ignitis.lt);
- reserves the right to not allow shareholders and/or shareholder representatives whose health condition is reasonably doubtful to participate in the EGM of Shareholders.

The agenda for the EGM of Shareholders and proposed resolutions are as follows:

No.	Item	Proposed resolution	Arguments
1.	Regarding the assent to the consolidated interim report of AB “Ignitis grupė” for the six months period ended 30 June 2022.	“1.1. To assent to the consolidated interim report of AB “Ignitis grupė” for the six months period ended 30 June 2022 (enclosed).”	Enclosed
2.	Regarding the approval of the set of audited interim condensed financial statements of AB “Ignitis grupė” for the six months period ended 30 June 2022.	“2.1. To approve the set of audited interim condensed financial statements of AB “Ignitis grupė” for the six months period ended 30 June 2022 (enclosed).”	Enclosed
3.	Regarding the allocation of dividends to the shareholders of AB “Ignitis grupė” for a period shorter than the financial year.	“3.1. Given the fact that all the conditions set out in Article 60 <sup>1</sup> (5) of the Law on Companies of the Republic of Lithuania regarding the allocation of dividends for a period shorter than the financial year are met, to allocate EUR 0.624 per ordinary registered share of AB “Ignitis grupė”, by paying dividends of EUR 45,170,711.04 in total to the shareholders of AB “Ignitis grupė” for the six months period ended 30 June 2022.”	Annex 1

## Other information

### Share capital and voting rights

The Group's share capital is EUR 1,616,445,476.80, divided into 72,388,960 ordinary registered shares with a nominal value of EUR 22.33 per share. Each share carries one vote.

### Agenda

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

Shareholders whose shares held in the Group carry at least 1/20 of all votes at the EGM of Shareholders shall have the right to propose, at any time before or during the EGM of Shareholders of the Group, new draft resolutions on issues that are included or will be included in the agendas of the EGM of Shareholders of the Group. Proposals on the supplementation of the respective agenda or relevant draft resolutions shall be submitted in writing to the Group, Laisvės Ave. 10, Vilnius, or by e-mail [IR@ignitis.lt](mailto:IR@ignitis.lt).

### Record date of attendance and voting rights

Shareholders holding shares in the Group on the fifth business day before the date of the EGM of Shareholders (record date) are entitled to attend and vote at the EGM of Shareholders.

The date of registration (or record date) is 22 September 2022. 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 EGM of Shareholders is at the discretion of the shareholder.

### Voting

A shareholder or his authorised representative who is unable to attend the EGM of Shareholders may vote in writing in advance (by filling in and submitting the general ballot paper).

#### **Obtaining a general ballot paper**

- It may be downloaded from the Group's website: <https://ignitisgrupe.lt/en/gm>
- Upon a written request, the Group shall send a general ballot paper by registered mail or deliver it to the shareholder with a signed acknowledgement of receipt at least 10 days prior (or by 19 September 2022) to the EGM of Shareholders

#### **Ways of submitting a general ballot paper**

- A general ballot paper, completed and signed by qualified electronic signature, shall be submitted by emailing [IR@ignitis.lt](mailto:IR@ignitis.lt)  
or
- A general ballot paper, completed and signed by qualified electronic signature, shall be submitted to the Group by registered mail or delivered to AB "Ignitis grupė", Laisvės Ave. 10, Vilnius, LT-04215, Lithuania, attn. Ainė Riffel-Grinkevičienė, no later than before the EGM of Shareholders, i.e., no later than 29 September 2022, 12.45 pm.

**Important:** if the general ballot paper is signed by an authorised 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 Group are also available on the Group's website: <https://ignitisgrupe.lt/en/gm>

The Group shall reserve the right not to include the advance vote of a shareholder or his/her 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 on a separate issue.

### ***Voting under the power of attorney***

Persons shall have the right to vote under the power of attorney in the EGM 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 Group does not establish a special form of power of attorney. Authorised representatives must hold the power of attorney as provided by law, which must be submitted before the EGM of Shareholders. The authorised representative shall enjoy the same rights in the convened EGM of Shareholders as his/her represented shareholder would.

Shareholders entitled to attend the EGM 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 their behalf at an EGM of Shareholders. Such authorisation does not need to be notarised. The Group shall acknowledge authorisation granted by electronic means of communication only if the shareholder signs it by electronic signature generated by safe 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 Group in writing about granted authorisation by electronic means of communication by sending an authorisation by e-mail to [IR@ignitis.lt](mailto:IR@ignitis.lt) no later than until the EGM of Shareholders.

### **Questions**

Any shareholder of the Group may present questions related to the agenda of the EGM of Shareholders of the Group. Such questions must be submitted by e-mail to [IR@ignitis.lt](mailto:IR@ignitis.lt) or delivered to the Group, Laisvės Ave. 10, Vilnius, Lithuania, attn. Ainė Riffel-Grinkevičienė no later than 3 working days (or by 26 September 2022 inclusive) before the EGM of Shareholders. After receiving the questions, the answers will be provided to the Group'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 Group prior to the EGM of Shareholders in the form of questions and answers on the website of the Group at <https://ignitisgrupe.lt/en/gm>.

### **Webcast**

The EGM of Shareholders will not be webcasted.

### **Language**

The EGM of Shareholders will be held in Lithuanian with simultaneous interpretation to English.

### **Available information**

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

### **Other information**

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

## Annex 1: Regarding the allocation of dividends to the shareholders of AB “Ignitis grupė” for a period shorter than the financial year ended 30 June 2022

The Group's Dividend Policy (hereinafter – the Dividend Policy), which was approved by the Group's Management Board on 3 September 2020, is based on the initial fixed amount of EUR 85 million allocated for the financial year 2020, with a minimum increase of 3% for each subsequent financial year.

It should be noted that EUR 85 million were paid by the Group to the Group's shareholders for the financial year 2020 and EUR 87.6 million for the financial year 2021. Under the Dividend Policy, the Group should pay at least EUR 90.2 million in dividends for the financial year 2022.

After receiving a statement from the Ministry of Finance of the Republic of Lithuania (hereinafter – the Majority Shareholder) on 29 July 2022 with a proposal to allocate dividends for the first half of 2022, the Group proposes to allocate half of the dividend for the reporting period ended 30 June 2022 which could be paid under the Dividend Policy for the financial year 2022, i.e. the Group proposes to allocate EUR 45,170,711.04, or a dividend of EUR 0.624 per ordinary registered share. It should be noted that, due to rounding, EUR 90.3 million in total, or a dividend of EUR 1.248 per ordinary registered share, could be paid to the shareholders for the financial year 2022.

According to Article 18.10 of the Articles of Association of the Group, the General Meeting of Shareholders makes a decision regarding the allocation of dividends for a period shorter than the financial year. Article 32 (7) of the Law on Companies of the Republic of Lithuania and Article 30.5 of the Articles of Association of the Group provide that the Supervisory Board of the Group submits its comments and proposals to the General Meeting of Shareholders regarding the allocation of dividends for a period shorter than the financial year, a set of interim financial statements and an interim report drawn up for the purpose of making a decision. The Supervisory Board will make the respective decisions by the General Meeting of Shareholders of the Group, i.e., by 29 September 2022.