



Annual General Meeting of Shareholders

27 March 2024



Content

1. Introduction

3

2. Agenda

5



Introduction

Introduction

- ◇ On 28 February 2024, AB “Ignitis grupė” convened an Annual General Meeting of Shareholders.
- ◇ The date of registration (or record date) was 20 March 2024.
- ◇ AB “Ignitis grupė” share capital is EUR 1,616,445,476.80 divided into 72,388,960 ordinary registered shares.
- ◇ 48 completed general ballot papers were submitted in advance, representing 61 430 380 shares or 84,86 % of the votes.

Organisational matters

1. Election of the Chair of the Meeting.
2. Approval of the Rules of Procedure of the Meeting.



Agenda



Agenda

- 1 | Regarding AB “Ignitis grupė” consolidated Annual Report and Remuneration report, as part of the consolidated Annual Report, for the year 2023.
- 2 | Regarding the approval of the set of annual financial statements of AB “Ignitis grupė” and the set of consolidated financial statements of AB “Ignitis grupė” group of companies for the year ended 31 December 2023.
- 3 | Regarding the cancellation of the reserve for the acquisition of own ordinary registered shares.
- 4 | Regarding the allocation of profit (loss) of AB “Ignitis grupė” for the year 2023.
- 5 | Regarding the approval of the updated Remuneration Policy of AB “Ignitis grupė” group of companies.
- 6 | Regarding the remuneration of the members of the Supervisory Board of AB “Ignitis grupė”.
- 7 | Regarding the remuneration of the members of the Audit Committee of AB “Ignitis grupė”.

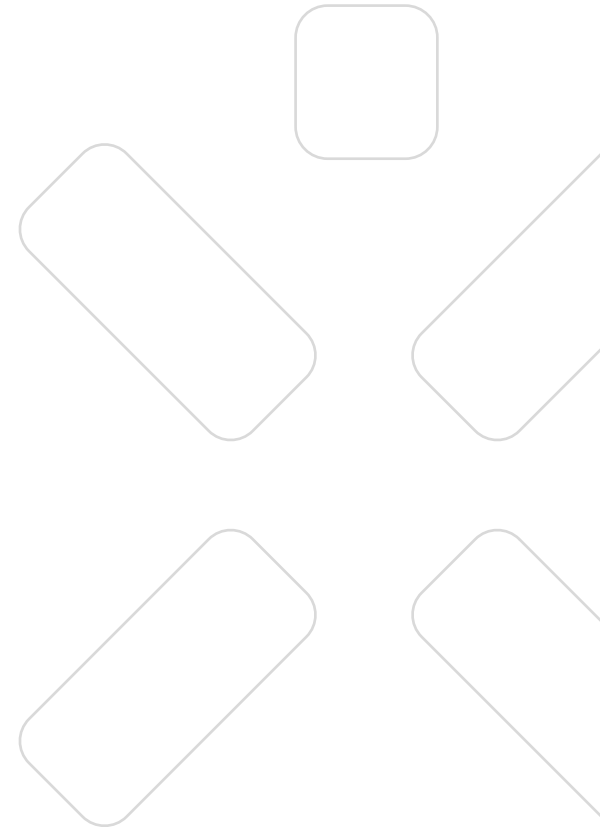
Agenda item: 1

Question

Regarding AB “Ignitis grupė” consolidated Annual Report and Remuneration report, as part of the consolidated Annual Report, for the year 2023.

Proposed resolution

To agree to AB “Ignitis grupė” consolidated Annual Report and Remuneration report, as part of the consolidated Annual Report, for the year 2023.



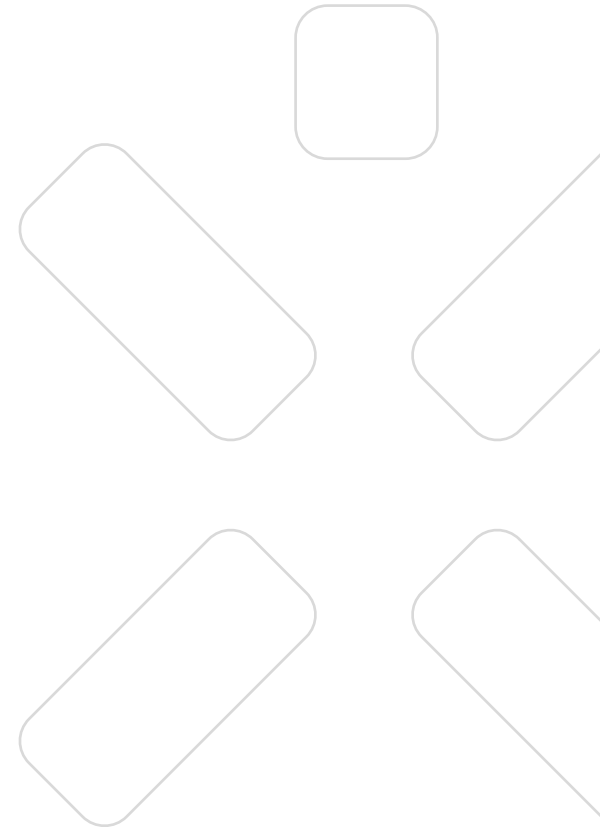
Agenda item: 2

Question

Regarding the approval of the set of annual financial statements of AB “Ignitis grupė” and the set of consolidated financial statements of AB “Ignitis grupė” group of companies for the year end 31 December 2023.

Proposed resolution

To approve the set of annual financial statements of AB “Ignitis grupė” and the set of consolidated financial statements of AB “Ignitis grupė” group of companies for the year ended 31 December 2023.



Agenda item: 3

Question

Regarding the cancellation of the reserve for the acquisition of own ordinary registered shares.



Agenda item: 3

Reserve formation

In relation to the Company's post IPO stabilised securities, the General Meeting adopted resolutions to form a reserve of EUR 37,659,965 for the acquisition of own ordinary registered shares:

- on 25 March 2021 for the amount of EUR 23,000,000, and
- on 29 March 2022 for the amount of EUR 14,659,965.

Reserve use

Ordinary registered shares were acquired:

- on 14 December 2021, and
- on 27 April 2022.

The process of acquiring the Company's securities is completed.

Reserve cancellation

It is proposed:

- to transfer EUR 37,659,965 from the Company's reserve for the acquisition of own ordinary registered shares to distributable profit, and
- to cancel the reserve.

Agenda item: 3

Proposed resolution

1. To transfer EUR 37,659,965 (thirty-seven million six hundred and fifty-nine thousand nine hundred and sixty-five euros) from the reserve of AB "Ignitis grupė" for the acquisition of own ordinary registered shares to distributable profit.
2. To cancel the reserve of AB "Ignitis grupė" for the acquisition of own ordinary registered shares.



Agenda item: 4

Question

Regarding the allocation of profit (loss) of AB "Ignitis grupė" for the year 2023.



Agenda item: 4



Dividend Policy

- Approved in 2020.
- Based on an initial fixed amount of EUR 85 million allocated for the year 2020 and a minimum increase of 3% for each subsequent financial year.

History of dividends paid

	<i>Dividend per share</i>	<i>Total</i>
<i>For 2020</i>	<i>EUR 1.14</i>	<i>EUR 85 million</i>
<i>For 2021</i>	<i>EUR 1.19</i>	<i>EUR 87.6 million</i>
<i>For 2022</i>	<i>EUR 1.24</i>	<i>EUR 90.3 million</i>
<i>For 2023</i>	<i>EUR 1.29</i>	<i>EUR 93.1 million</i>

Agenda item: 4

Draft of AB “Ignitis grupė” profit (loss) allocation for 2023

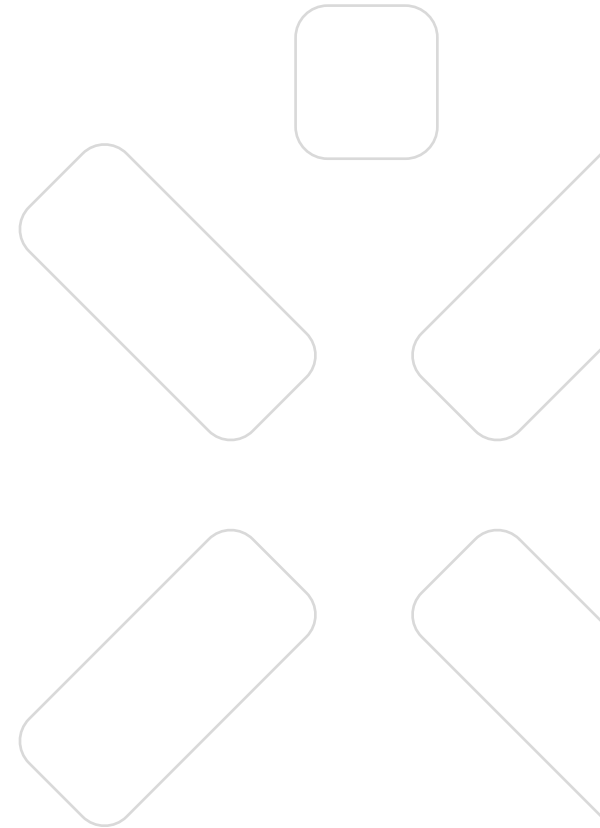
	Amount, EUR
Retained earnings (loss) as at 31 December 2022¹	128,802,846.88
Net profit (loss) for the year 2023	259,946,062.09
Transfer from treasury shares reserve	37,659,965.00
Distributable profit (loss)	426,408,873.97
Transfer to legal reserve	(12,997,303.00)
Allocated dividends for 2023 H1	(46,546,101.28)
Allocation of dividends for 2023 H2	(46,546,101.28)
Retained earnings (loss) as at 31 December 2023 brought forward to next financial year	320,319,368.41
Dividend per share for 2023	1.286
Allocated for 2023 H1	0.643
To be allocated for 2023 H2	0.643
<i>Number of shares for the distribution of dividends</i>	<i>72,388,960</i>

¹Previous year's retained earnings (loss) at the end of the reporting financial year.

Agenda item: 4

Proposed resolution

To allocate AB “Ignitis grupė” profit (loss) for the year 2023 in accordance with the draft of profit (loss) allocation as provided (attached).



Agenda item: 5

Question

Regarding the approval of the updated Remuneration Policy of AB "Ignitis grupė" group of companies.



Agenda item: 5

Purpose

To comply with good governance practices and meet the interests of investors.

- The remuneration element - remuneration for the activities of the Executive Board – has been removed as it is no longer paid;
- For the sake of clarity, the provision that variable remuneration is designed to reward employees' performance has been included;
- As the Group's long-term strategy is based not only on the development of renewable energy projects, clarification has been made that incentives must be linked to very significant and critically important projects rather than only to renewable energy projects;
- A provision has been included regarding the possibility of introducing, by a decision of the Management Board of the Company, specialised remuneration systems for the Group's employees, based on market data and business needs;
- It has been determined that the remuneration of the collegial bodies of the Company may be reviewed in the middle of their term of office by applying the average percentage used for the annual review of the fixed base salary of Group employees;
- Other technical corrections have been made.

Agenda item: 5

Proposed resolution

To approve the updated Remuneration Policy of AB “Ignitis grupė” group of companies (attached).



Agenda item: 6

Question

Regarding the remuneration of the members of the Supervisory Board of AB "Ignitis grupė".



Agenda item: 6

Position as a member of the Supervisory Board

Independent Chair of the Company's SB

Independent member of the Company's SB

Civil servant serving as a member of the Supervisory Board of the Company

Monthly remuneration, EUR (before taxes)

4,614

3,466

1,733

Agenda item: 6

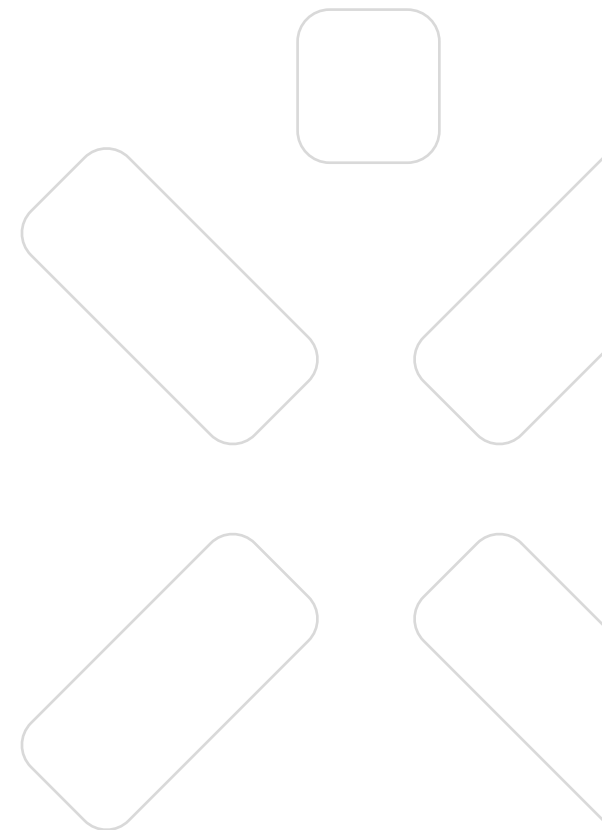
Proposed resolution

1. In accordance with the updated Remuneration Policy of AB "Ignitis grupė" group of companies, to determine the following fixed remuneration per calendar month for the members of the Supervisory Board of AB "Ignitis grupė" as of 1 April 2024:

1.1. EUR 3,466 before tax for an independent member of the Supervisory Board of AB "Ignitis grupė";

1.2. EUR 4,614 before tax if an independent member of the Supervisory Board of AB "Ignitis grupė" is elected Chair of the Supervisory Board, during the term of office of the Chair;
EUR 1,733 before tax for a civil servant holding the position of a member of the Supervisory Board of AB "Ignitis grupė".

2. To authorise the CEO of AB "Ignitis grupė" (with the right to sub-authorise) to sign agreements with the members of the Supervisory Board of AB "Ignitis grupė" regarding the amendment of the agreements on the activities of a member of the Supervisory Board of AB "Ignitis grupė" and on the activities of an independent member of the Supervisory Board of AB "Ignitis grupė" in accordance with the terms and conditions set out in paragraph 6.1 of this resolution.



Agenda item: 7

Question

Regarding the remuneration of the members of the Audit Committee of AB "Ignitis grupė".



Agenda item: 7

Position as a member of the Audit Committee

Chair of the Audit Committee

Independent member of the Audit Committee

Monthly remuneration, EUR (before taxes)

2,208

1,987

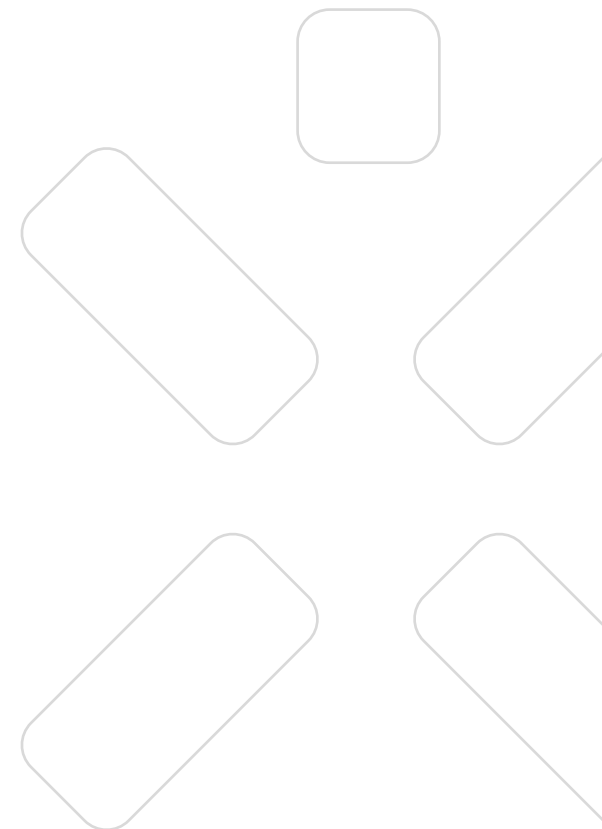
Agenda item: 7

Proposed resolution

7.1 In accordance with the updated Remuneration Policy of AB “Ignitis grupė” group of companies, to determine the following fixed remuneration per calendar month for the members of the Audit Committee of AB “Ignitis grupė” as of 1 April 2024:

- 1.1. EUR 1,987 before tax for an independent member of the Audit Committee of AB “Ignitis grupė” who is not a member of the Supervisory Board of AB “Ignitis grupė”;
- 1.2. EUR 2,208 before tax if an independent member of the Audit Committee of AB “Ignitis grupė” who is not a member of the Supervisory Board of AB “Ignitis grupė” is elected Chair of the Audit Committee, during the term of office of the Chair.

7.2 To authorise the CEO of AB “Ignitis grupė” (with the right to sub-authorise) to sign agreements with the members of the Audit Committee of AB “Ignitis grupė” who are not members of the Supervisory Board of AB “Ignitis grupė” regarding the amendment of the agreements on the activities of a member of the Audit Committee of AB “Ignitis grupė” in accordance with the terms and conditions set out in paragraph 7.1 of this resolution.



Closing remarks