

AB “Ignitis grupė” (the “Parent Company”) strives for transparency in all areas of its activities and observes the principle of unbundling the activities of the Group from political influence. Supervisory Board should act in good faith, with care and responsibility for the benefit and in the interests of the Parent Company and all its shareholders and represent their interests. The Supervisory Board is formed for a four-year term consisting of nine members, of which six should be independent and three civil servants. To perform its functions and duties effectively, the Supervisory Board shall form three advisory committees from its members: Audit and Risk Committee, the sustainability Committee, and Nomination and Remuneration Committee. If necessary, other committees may be formed as well. The selection process shall aim to ensure that at least 1/3 of the members of the Supervisory Board continue to serve in the newly elected Supervisory Board for a new term of office.

COMPETENCY PROFILE OF AB “IGNITIS GRUPĖ” SUPERVISORY BOARD

Below is the composition of the Supervisory Board of AB “Ignitis grupė” and a competency matrix, outlining the competency areas of for the Supervisory Board members.

COMPETENCY AREAS AND REQUIREMENTS ACCORDING TO THE PARENT COMPANY’S STRATEGY AND THE FUNCTIONS OF SUPERVISORY BOARD COMMITTEES	
(it is expected that at least one member has experience in at least one of the specified areas)	
GENERAL REQUIREMENTS FOR ALL SUPERVISORY BOARD MEMBERS	
General Requirements	- The candidate must have a higher (university) or equivalent education. - The candidate must have an impeccable reputation. A person shall not be considered to be of impeccable reputation if he/she has been convicted, in accordance with the procedure laid down by law, of a serious or very serious criminal offence, a criminal offence against property, property rights and property interests, the economy and business order, the financial system, the civil service and public interests, justice, public security or government order and his/her criminal record is unspent or has not been revoked. - The candidate must be free from any relationship with other natural or legal persons which would give rise to a conflict of interest in the exercise of his/her duties as a member of a collegial body. - The candidate must not be disqualified or restricted from holding the position he/she is applying for or from exercising the functions assigned to that position. - The candidate must not have been removed from a single member or a collegial body of a legal person within the last 5 years on grounds of misconduct. - The candidate may not be a career civil servant in a ministry, a government agency or a body attached to a ministry who is entrusted with the functions of forming public policies in the sector of the company for whose collegial body he/she is applying. - The candidate may not be elected or appointed as a politician in accordance with the procedure laid down by law and may not be a civil servant of a political (personal) trust. - If the candidate is a civil servant, he/she may not be a member of more than 2 collegial bodies in total in state-owned and municipally owned companies. The following persons cannot be members of the Supervisory Board: - the Chief Executive Officer of the Parent Company, - a member of the Management Board of the Parent Company, - a member of the Board, the head or an administrative employee of a company of the Parent Company’s group of companies, - a member of the supervisory body, management body or an employee of the administration of a legal entity carrying out electricity or gas transmission activities, - an auditor, an assurance specialist, an employee of an audit firm or of an independent assurance service provider who participates and/or has participated in the audit of the Parent Company’s financial statements or in the verification of information on sustainability matters which is provided in the Parent Company’s management report where less than 2 (two) years have elapsed since the performance thereof,

- a person who is not legally entitled to hold such a position.

INDEPENDENT MEMBERS

Independence requirements for all independent members

- The candidate must not have been, for at least one year, a civil servant working in, or an employee of, the company for whose collegial body he/she is applying, its subsidiary or parent company, a related legal person in which the companies referred to in this clause are participants (hereinafter referred to as a 'related legal person'), the entity initiating the selection process or a legal person subordinate to it.
- The candidate must not have been, for at least one year, a manager, member of another collegial body, employee or shareholder of the company for whose collegial body he/she is applying or a manager, member of a collegial body, employee or shareholder of a subsidiary or parent company of that company or a related legal person.
- The candidate must not be a close relative (a spouse, cohabiting partner, partner, where the partnership is registered in accordance with the procedure established by law, as well as their father (adoptive father), mother (adoptive mother), child (adopted child), brother (adoptive brother), sister (adoptive sister), grandfather (grandmother), grandchild, including their spouses, cohabiting partners or partners) of a manager or member of a collegial body of the company for whose collegial body he/she is applying, its subsidiary or parent company or a shareholder of a related legal person that owns shares carrying more than 1/5 of the votes at a General Meeting of Shareholders.
- The candidate must have no significant business ties with the company for whose collegial body he/she is applying, its subsidiary or parent company, or with a related legal person either directly or as a participant, shareholder or founder, member of a collegial body or manager of a legal person with such ties. A natural or legal person that is a supplier of goods or provider of services (including financial, legal, advisory and consultancy services) and earns money from the legal entity described in the clause, except remuneration for activities as a member of a collegial body or a committee set up by a collegial body, shall be deemed to have significant business ties.
- The candidate must not have been, for the last 2 years, a partner, participant, manager, member of a collegial body or employee of an audit firm which carries out or has carried out an audit of the company for whose collegial body he/she is applying, its subsidiary or parent company, or a related legal person.
- The candidate must not have been a member of a collegial body of the company for whose collegial body he/she is applying, its subsidiary or parent company for more than 10 years. This period shall be calculated by adding the term of office for which the candidate would be appointed and the previous terms of office as a member of a collegial body of the same company with a maximum interval of one year between the terms of office.
- The candidate must not be a member of more than 3 collegial bodies of the companies owned by the State and municipalities.

Since the Audit and Risk Committee will be formed from members of the Supervisory Board, at least three independent members of the Supervisory Board must also meet the requirements set by [the Bank of Lithuania for Audit Committee members \(Order No. 03-14 on the Approval of the Description of Requirements for Audit Committees\)](#).

Note: A related company, in this context, refers to an entity that: (1) directly or indirectly controls the Parent Company or is controlled by it; (2) can exert significant influence over the Parent Company; (3) jointly controls the Parent Company under a joint venture agreement; (4) is controlled by the same legal or natural person (or group) as the Parent Company; (5) is an associated company; (6) is a jointly controlled entity under a joint venture agreement; (7) is a company that accumulates and pays pensions or other benefits after employment ends.

Special requirements and additional advantages for all independent members

- At least 5 years' experience in a management position (CEO, executive level manager) of a company or group of companies which has at least 500 employees and operates internationally, including experience with direct responsibility for business / area strategy development, execution, and performance management.
- At least 4 years' experience in heavily regulated sectors e.g. financial services, nuclear, energy and utilities, telecom, defence.
- At least 4 years of experience serving as a member of collegial body, or serving as a member in several collegial bodies at the same time for 2 and more years, in a large (more than 500 employees) privately-owned or state-owned enterprise (SOE) or group of companies.
- Proficiency in English at an advanced (C1) level.

Additional advantages:

- Experience in corporate governance matters through service as a board member of a listed company with a market capitalization over EUR 0.5 billion and a free float above 10%.
- At least 5 years of significant experience over the last 10 years in the energy sector, through a full-time senior role; this includes renewables (e.g., in the development of energy capacity—acquisition, management, development, operation, and maintenance of wind farms and solar parks—as well as hands-on experience in project execution) or non-renewables.
- At least 5 years' experience over the past 10 years in developing international business operations for a company, including its subsidiaries.
- Understanding of energy sector operations, regulation, and development trends in Lithuania and internationally.

COMPETENCY AREAS FOR INDEPENDENT MEMBERS, SPECIAL REQUIREMENTS, AND ADDITIONAL ADVANTAGES FOR EACH AREA

Renewable Energy	• At least 10 years' experience in the field of renewable energy (e.g. in the development of energy capacity—acquisition, management, development, operation and maintenance of wind farms and solar parks, flexibility technologies, P2X) and development of renewable energy capacity in various parts of the world. • At least 5 years' experience in a management position (CEO, executive) in large (which has at least 500 employees) international renewable energy company. • Experience in forming renewable energy business strategy and policy, as well as deep knowledge of geographical development trends, with particular emphasis on the European market. Additional advantages: • Oversight or responsibility for large renewable infrastructure projects (including budgeting, risk, and execution). • Proven experience of at least one developed offshore wind farm. • At least 5 years' experience in a management position (CEO, executive) in an international renewable energy company with assets/revenues over EUR 1bn. • Proven ability to lead initiatives that advance renewable energy adoption, optimization and integration within the energy grid.
Organizational Development	• At least 10 years' international experience in the management and development of human capital, gained through roles such as Human Resources Leader, Chief Executive Officer, executive-level roles or other full-time managerial positions. This experience should include responsibilities such as the selection and evaluation of top executives, organizational and cultural development, remuneration, succession planning, and change management. Experience should be gained in large, fast-changing, and dynamic organizations (with more than 500 employees), as well as involvement in transformation initiatives requiring significant human capital management responsibilities. • At least 5 years' experience in selecting top executives, directly or in collaboration with agencies, and in developing and applying executive evaluation systems. • Significant experience in leading or overseeing strategic organizational transformation initiatives in large organizations (at least 500 employees), including structuring organizational design, operating model redesign, or cultural change. • At least 5 years' experience in designing executive remuneration and incentive programmes and policies, including long- and short-term motivation systems for C-level executives. • Knowledge and skills in corporate governance. Additional advantages: • Understanding of the energy sector's C-level job market—locally and internationally—and the competencies required for leadership roles. • 5 or more years of experience in efficient succession planning, leadership pipeline development, and the implementation of talent management strategies and transformations at the executive or board level. • Experience in applying change management practices and HR tools to enhance organisational resilience, agility, and long-term value creation. • Understanding of salary benchmarks and trends in the international job market, incl. energy sector. • Experience in developing DEI (diversity, equity, and inclusion) initiatives and strategies.

Energy Transition & Flexibility Technologies	• At least 10 years' experience in the field of energy transition and flexibility technologies (e.g. in the development and integration of renewable energy sources such as solar, wind, hydro, bioenergy etc; in the implementation of grid flexibility technologies including energy storage systems (BESS), or smart grid infrastructure or P2X). • At least 5 years' experience in a C- level position such as CTO or Head of Engineering in the area of renewable energy. • Knowledge and skills in corporate governance. Additional advantages: • Experience in stakeholder engagement to support the transition to a low-carbon energy system. • Hands-on experience in developing and implementing engineering solutions for energy transition and flexibility technologies, such as offshore wind technologies, BESS and P2X, green hydrogen.
Finance & Investment	• At least 10 years' experience in financial management, including investment evaluation, financing, M&A, consulting, financial services, auditing, or financial reporting in large (which has at least 500 employees) international settings. • At least 5 years' experience in global capital markets, including capital raising, securities issuance, and working with investment banks or financial institutions. • At least 5 years' experience in corporate finance, investment evaluation, M&A execution, financial structuring, or financial advisory in international or complex organizations. • Knowledge and skills in corporate governance.
Risk Oversight	• At least 10 years of experience in the field of risk oversight e.g., in managing and mitigating organizational risks, overseeing internal control systems, ensuring compliance with relevant regulations, and developing strategies to address potential threats to the organization's financial health and operational stability. • At least 5 years of hands-on experience (identifying, managing or overseeing) in key energy sector risks, such as regulatory, cybersecurity, financial (especially, market/commodity related risks), including oversight of internal control systems. • Knowledge and skills in corporate governance. Additional advantages: • At least 5 years' experience in direct or supervising work managing compliance-related matters, including the design and oversight of compliance frameworks, monitoring adherence to legal and regulatory requirements, and mitigating compliance risks or senior executive accountable for corporate compliance.
Sustainability & ESG incl. HSE	• At least 5 years' experience at the board or executive level in the strategic oversight of sustainability and ESG priorities, with a strong focus on power generation and/or energy use and/or renewable energy. This includes responsibility for integrating sustainability into corporate strategy and contributing to decision-making at the board level. • Experience as a full-time senior executive, with proven experience in designing sustainability and ESG governance and reporting systems. This includes areas such as climate and environmental risk, human rights, business ethics, sustainable supply chains, stakeholder engagement, and compliance with key EU legislation related to sustainability due diligence and reporting. • At least 5 years' experience as a full-time senior executive in a high-risk industry significantly exposed to health and safety issues and/or as an executive leader whose remit covers health and safety matters or oversight of personnel responsible for health and safety. • Knowledge and skills in corporate governance.

CIVIL SERVANTS

Special requirements and additional advantages for all civil servants

- Knowledge of corporate governance principles.
 - Proficiency in English at an advanced (B2) level.
- Additional advantages:**
- Experience in collegial management or supervisory bodies.
 - Knowledge and experience in strategic planning, analysis, control, and oversight of state-owned enterprises.
 - Leadership, teamwork, and collaboration with stakeholders.
 - Understanding of energy sector operations, regulation, and development trends in Lithuania and internationally.

COMPETENCY AREAS FOR CIVIL SERVANTS AND SPECIAL REQUIREMENTS FOR EACH AREA

Public Policy & Governance

- At least 10 years' experience in public policy and governance. This includes working in civil service or public sector operations, practical application of legislative principles, public policy development, supervision of state-owned companies, as well as managing and cooperating with public stakeholders and/or regulatory institutions.

Regulatory

- At least 10 years' experience in overseeing regulatory affairs within the energy sector, including the strategic oversight of regulated energy businesses, ensuring compliance with national and EU-level energy market regulations.
- Ability to navigate complex regulatory environments. This includes skills in analysing policy impacts and effectively collaborating with regulatory authorities and stakeholders to align business strategies with regulatory requirements.

Accounting & Audit

- At least 10 years' experience in overseeing the preparation, audit, and integrity of financial statements in accordance with applicable standards (such as International Financial Reporting Standards (IFRS)), including the supervision of internal control systems and compliance with regulatory requirements—especially within public interest entities and regulated industries.
- Knowledge of financial reporting obligations under relevant frameworks (e.g., IFRS, Corporate Sustainability Reporting Directive (CSRD)), and ability to oversee compliance with legal requirements in public interest entities.
- Experience in overseeing internal control systems linked to financial reporting, ensuring audit quality, financial integrity, and alignment with risk and governance policies.
- At least 1 year of experience overseeing internal control systems linked to sustainability reporting and ensuring the integrity of sustainability disclosures.