

UAB "Ignitis grupės paslaugų centras" strives for transparency in all areas of its activities and observes the principle of unbundling the activities of the Group from political influence. The Board should act in good faith, with care and responsibility for the benefit and in the interests of the company, the parent company and all its shareholders. The Board of UAB "Ignitis grupės paslaugų centras" will comprise 3 (three) members: 2 (two) representatives delegated by the shareholder and 1 (one) independent member. The term of office of the Board is four years.

PROFILE OF UAB "IGNITIS GRUPĖS PASLAUGŲ CENTRAS" BOARD'S COMPETENCES		
GENERAL EXPECTATIONS AND COMPETENCE REQUIREMENTS FOR ALL MEMBERS OF THE BOARD OF UAB "IGNITIS GRUPĖS PASLAUGŲ CENTRAS"		
Ethical requirements and values	Time commitment for the activities of a Board member	All members must devote necessary time to prepare for and participate in the meetings of the Board, which take place at least once a month.
	Diversity	Gender balance and different ways of thinking should be ensured in the Board.
	Values	All Board members must adhere to and endorse the Company's values (partnership, openness, responsibility and growth) and act as ambassadors for these values.
	Cognitive skills	All Board members must display systemic, strategic and critical thinking.
General requirements	Ethics	All Board members must follow the Code of Ethics approved by AB "Ignitis grupė".
	Professional requirements (applicable to at least some of Board members)	Professional experience in top management roles/leadership positions (CEO, executive-level manager reporting directly to CEO, etc.). As well as similar experience in the energy sector.
		Work experience in collegial bodies of companies.
		Excellent proficiency in English (oral and written).
		Professional experience and/or knowledge in areas of financial management/analysis/audit.
	Impeccable reputation	Experience in business strategy formation and control, knowledge of and skills in corporate governance (relevant education).
		A Board member must have an impeccable reputation. A person shall not be considered to have an impeccable reputation if he/she has been found guilty, in accordance with the procedure laid down by law, of a serious or very serious crime or criminal offence against property, property rights and property interests, against the economy and business order, the financial system, the civil service and public interests, justice, public security or government order and his/her conviction has not yet expired or has not been expunged.
		A candidate for the position of a Board member must not be deprived of the right to hold that position or to perform the functions assigned to that position or the right to hold such a position must not be restricted.
	Engagement of previous members	Over the last 5 years, a Board member must not have been removed from a single-person or collegial body of a legal entity due to improper execution of his/her duties.
	Education	In order to ensure the continuity of the Board's activities, the aim is to have some members from the previous term in the new Board.
Management of interests	Higher (university) or equivalent education.	
	There must be no ties with other natural persons and legal entities that would give rise to a conflict of interest in the performance of the duties of a member of a collegial body.	
	A candidate for the position of a Board member cannot be a career civil servant who holds a post in a ministry, a government institution or an institution under a ministry and who is entrusted with the functions related to state policy formation in the economic sector in which the company for the collegial body of which he/she is standing as a candidate operates.	
Restrictions	A Board member cannot be elected or appointed as a state politician or a civil servant of political (personal) confidence in accordance with the procedure laid down by law.	
	If a Board member is a civil servant, he/she cannot be a member of more than a total of 2 collegial bodies formed in state-owned and municipally-owned enterprises (applicable from 1 November 2023).	
Independence criteria	A member of the Board cannot be: a member of the Supervisory Board of the parent company; a member of the management body of a subsidiary company; a member of a supervisory, management or administrative body of a legal entity carrying out electricity or gas transmission activities; a person who is not legally entitled to hold this office.	
	A candidate must not have been, for at least one year, a civil servant or employee of the company for the collegial body of which he/she is standing as a candidate, or of its subsidiary or parent company and any related legal entity whose participants are the companies specified in this point (hereinafter referred to as any related legal entity), or a civil servant or employee of the entity initiating the selection process or a legal entity subordinate to it.	
	A candidate must not have been, for at least one year, the CEO, a member of another collegial body, an employee or shareholder of the company for the collegial body of which he/she is standing as a candidate, or the CEO, a collegial body member, employee or shareholder of a subsidiary or the parent company of that company or any related legal entity.	
	A candidate must not be a close person – the spouse, cohabiting partner, partner when partnership is registered under the procedure laid down by law as well as their parent (adoptive parent), child (adopted child), brother (step-brother), sister (step-sister), grandparent, grandchild and their spouses, cohabiting partners or partners – of a shareholder who owns shares carrying more than 1/5 of the votes at a general meeting of shareholders, the CEO or collegial body members of the company for the collegial body of which he/she is standing as a candidate, or of its subsidiary or parent company or any related legal entity.*	
	A candidate must not have any significant business relations with the company for the collegial body of which he/she is standing as a candidate or with its subsidiary or parent company or any related legal entity, either directly or as a participant, a collegial body member or the CEO of a legal entity which has such relations. A natural person or a legal entity is considered to have significant business relations when they are a supplier of goods or a provider of services (including financial, legal, advisory and consultancy services) and their income from the company or from the legal entities referred to in this point exceeds 1,000 euros during the previous financial year, except remuneration for holding the position of a member of a collegial body or a committee formed by a collegial body.	
	Over the last two years, a candidate must not have been a partner, a participant, the CEO, a collegial body member or an employee of an audit firm which performs or has performed the audit of the company for the collegial body of which he/she is standing as a candidate or the audit of its subsidiary or parent company or any related legal entity.*	
	A candidate must not have been a member of a collegial body of the company for the collegial body of which he/she is standing as a candidate, or of its subsidiary or parent company for more than 10 years. This period shall be calculated by adding the future term of office of a member of the collegial body for which the candidate would be appointed and the previous terms of office of the member of the collegial body of the same company when the period between the terms of office does not exceed one year.	
	A candidate must not be a member of a total of more than three collegial bodies formed in state-owned or municipally-owned enterprises.	
REQUIREMENTS APPLICABLE TO AREAS OF COMPETENCE ACCORDING TO THE STRATEGY (it is expected that at least one member has experience in at least one of the specified areas)		
Financial management	Experience in financial management (e.g. financial management in companies or institutions (e.g. management of financial flows, budget control), evaluation and financing of investment projects, financial services, auditing/international accounting/preparation of financial statements, etc.).	
Strategic planning and management	Experience in business strategy formation and management (e.g. in creating and developing a short-term and long-term business strategy, forming strategic objectives, supervising and ensuring their implementation, setting KPIs, etc.).	
Business support	Experience in services focused on supporting business functions (Shared Service Centre) (in the fields of finance, human resources, IT, law, procurement, communication, etc.), digitisation and automation of operational processes (including RPA). Orientation towards ensuring internal customer satisfaction and improving the quality of internal services.	

* Applicable not only to independent members but also to shareholder representatives.