

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 summarised competency matrix, outlining the key competency areas of the Supervisory Board members.

COMPETENCE AREAS 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)

Renewable Energy	Independent members
Organizational Development	
Energy Transition & Flexibility Technologies	
Finance & Investment	
Risk Oversight	
Sustainability & ESG incl. HSE	
Public Policy & Government	Civil servants
Regulatory	
Accounting & Audit	

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and public interests, justice, public security or government order and his/her criminal record is unspent or has not been revoked.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.

INDEPENDENCE REQUIREMENTS FOR ALL INDEPENDENT MEMBERS

Independence requirements

- 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](#)):

- The candidate must not be, and must not have been within the past five years, a manager of the Parent Company or a related company.
- The candidate must not be, and must not have been within the past three years, an employee of the Parent Company or a related company.
- The candidate must not receive, and must not have received, significant additional remuneration from the Parent Company or a related company in comparison to the income received as a member of the Audit Committee, except remuneration for duties performed as a member of the Audit Committee and/or supervisory body.
- The candidate must not be a controlling shareholder or member, nor represent such a shareholder or member.
- The candidate must not have, and must not have had in the past year, significant business ties with the Parent Company or a related company—whether directly or as a partner, shareholder, member, or senior employee of an entity that has such ties. A business tie is considered significant if the entity is a major supplier of goods or services (including financial, legal, advisory, or consulting services), a major customer, or an organization that derives a significant portion of its revenue from the Parent Company or its group.
- The candidate must not be, and must not have been in the past three years, a partner or employee of the Parent Company's or related company's current or previous external audit firm.
- The candidate must not have served as a member of the Parent Company's Audit Committee for more than 12 years.
- The candidate must not be a close family member of the Parent Company's manager or of any of the individuals listed in the points above. A close family member is considered to be a spouse (or cohabiting partner), child (including adopted child), parent (including adoptive parent), brother (including adoptive brother), or sister (including adoptive sister).
- 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.