



General Meeting of Shareholders

7 May 2025

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Introduction



Introduction

On 15 April 2025, the Management Board of AB “Ignitis grupė” decided to convene the Extraordinary General Meeting of Shareholders.

The record date of attendance was 29 April 2025.

AB “Ignitis grupė” share capital is EUR 1,616,445,476.80 divided into 72,388,960 ordinary registered shares.

The Majority Shareholder is the Republic of Lithuania, whose rights are exercised by the Ministry of Finance of the Republic of Lithuania, which holds 54,283,757 shares, representing 74.99% of all the votes.

Organisational matters

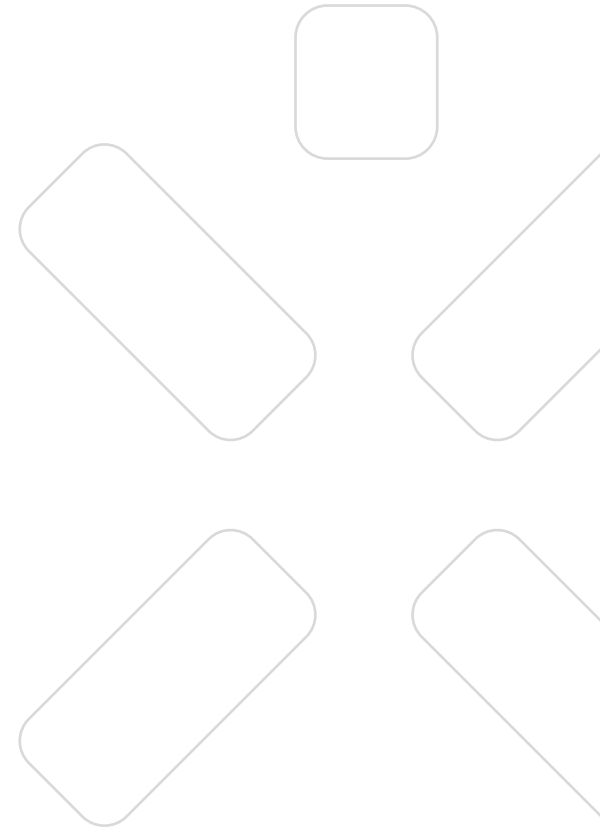
1. Election of the Chair of the Meeting.
2. Approval of the Rules of Procedure of the Meeting.



Agenda

Agenda

- 1 | Approval of the new version of the Articles of Association of AB “Ignitis grupė” and the power of attorney.
- 2 | Approval of the updated Remuneration Policy of AB “Ignitis grupė” group of companies.



Agenda item: 1

Item

1. Approval of the new version of the Articles of Association of AB “Ignitis grupė” and the power of attorney.

Proposed resolution

1.1. To approve the new version of the Articles of Association of AB “Ignitis grupė” (attached).

Proposed resolution

1.2. To authorise the Chief Executive Officer of AB “Ignitis grupė” or another person authorised by him to sign the Articles of Association and to perform all actions necessary for the implementation of this resolution.

Amendments to the Articles of Association of "Ignitis Group"

Essence of the change	As it is now	Change
1. Restructuring the committees of the Supervisory Board	<ul style="list-style-type: none"> – The Group's Supervisory Board forms two advisory committees from among its own and external members: the Nomination and Remuneration Committee and the Risk Management and Sustainability Committee. – The GM forms the Audit Committee from the members of the Group's Supervisory Board and external members. – At least 1/3 (one-third) of the members of a relevant Committee must be independent, unless legal acts provide for a larger number of independent members. 	<p>The Supervisory Board would form three advisory committees from among its members: the Audit and Risk Committee, the Nomination and Remuneration Committee, and the Sustainability Committee.</p> <p>At least 1/2 (half) of the members of a relevant Committee must be independent, unless legal acts provide for a larger number of independent members.</p>
2. Number of Supervisory Board members	The Supervisory Board is composed of 7 members, 5 of whom are independent members and 2 are civil servants	The Supervisory Board would be composed of 9 members, 6 of whom would be independent members and 3 would be civil servants

The updated Articles of Association of AB "Ignitis Group" apply to the structure of the new term Supervisory Board and committees, as well as the selection of Supervisory Board members.

Agenda item: 2

Item

2. Approval of the updated Remuneration Policy of AB “Ignitis grupė” group of companies.

Proposed resolution

2.1. To approve the updated Remuneration Policy of AB “Ignitis grupė” group of companies (attached), which shall enter into force on the date of election of the new Supervisory Board of AB “Ignitis grupė”.

Agenda item: 2

Position in the Supervisory Board (the "SB")	As-is	Proposed new
	Monthly remuneration, EUR (before taxes)	
		<i>Remuneration for activities in SB</i>
Independent SB Chair	4,614	6,780
Independent SB member	3,466	4,070
Civil Servant holding the position of SB member	1,733	3,390
Independent Committee Chair (not SB member)	2,208	-
Independent Committee member (not SB member)	1,987	-
		<i>Additional remuneration for activities in SB committees</i>
Chair of SB Committee (not SB Chair)	-	1,000
Member of SB Committee	-	500

Closing remarks

