

Announcement for the Selection of Independent Board Members for AB "Amber Grid", a Company of the UAB "EPSO-G" Group of Companies

UAB "EPSO-G" announces a selection process of two independent Board members for AB "Amber Grid" in the areas of technologies/infrastructure solutions and business transformation.

You can find the essential information on the selection process and the requirements for applicants below. Information on the selection process is also published on the website of AB "Amber Grid", legal entity code 303090867 (hereinafter referred to as Amber Grid or the Company) www.ambergrid.lt, on the website of UAB "EPSO-G" (hereinafter referred to as EPSO-G or the parent company) www.epsog.lt and on the website of the [Public Enterprise Governance Coordination Center](#).

General information

The Company is owned by EPSO-G by 96.6%. EPSO-G is owned by the Ministry of Energy of the Republic of Lithuania by 100%. Expectations of the Ministry of Energy of the Republic of Lithuania regarding EPSO-G and its subsidiary companies, including the Company, are set out in the [Shareholder's Expectations Letter published on the website of EPSO-G regarding the goals of the state and requirements for UAB "EPSO-G"](#).

The strategy and other relevant documents of the Company are available on the website of the Company [Amber Grid Strategy](#).

Information about the Board

The Board of the Company consists of 5 (five) members. The members of the Board are elected for a term of 4 years by the General Meeting of Shareholders, to which the board is accountable. In order to ensure adequate shareholder representation, good governance practices and the availability of independent expertise, the Board is composed of: 2 (two) independent Board members, 2 (two) Board members who are nominated by the parent company and selected by EPSO-G in accordance with the selection procedures laid down in the applicable legal acts, 1 (one) Board member civil servant. The competence of the Board shall not differ from the competence of the Board set out in the Law on Companies of the Republic of Lithuania, except for the additional competence set out in the Articles of Association of the Company, which are published on the website of the Company.

The term of office of the current Board of the Company expires on 20 April 2024. The term of office of the new Board will start after this date or after the Annual General Meeting of Shareholders in 2024, whichever comes earlier.

The standard terms and conditions of the agreement on the activities of a Board member are [published on the website of the Company](#).

Following the selection procedures, the General Meeting of Shareholders of the Company will decide on the appointment of the members of the Board and the elected members of the Board will sign an agreement on the activities of a Board member of the Company.

Remuneration for the Board Activities

In accordance with the guidelines for determining remuneration for activities in the management bodies of UAB "EPSO-G" and UAB "EPSO-G" group of companies, remuneration is paid to the independent members of the Board, independence being determined according to the applicable normative legal acts, and to the members of the Board being civil servants. No remuneration is paid to other members of the Board.

The fixed monthly remuneration for the activities in the Board is: to a member of the Board - 1/4 of the average monthly salary of the Manager of the Company, to the Chairman of the Board - 1/3 of the average monthly salary of the Manager of the Company.

The specific amount of the remuneration shall be determined by a decision of the General Meeting of Shareholders of the Company. Detailed information is available in the guidelines for determining the remuneration for activities in the management bodies of UAB "EPSO-G" and [UAB "EPSO-G" group of companies, published publicly on the EPSO-G website](#).

Documents on the basis of which the selection is made

The selection process is carried out in accordance with the [description of the procedure for the selection of candidates to the collegial supervisory body or management body of municipal enterprise, state or municipal company or subsidiary \(hereinafter referred to as the Description\)](#), approved by Resolution No 631 of the Government of the Republic of Lithuania of 17 June 2015, as well as with the [Selection Policy](#) of the EPSO-G Group of companies, which is published on the website of EPSO-G.

Requirements for the candidates

All candidates must have the education, knowledge, professional skills and functional experience required to fulfil the duties of a member of the Board, and must meet the general and specific requirements to ensure that the Board has a combination of all the necessary competences. The Board Competency Matrix of the Company is [published on the website of the Company](#). The selected candidates must have an impeccable reputation, as well as meet other requirements set forth in the Description and the Articles of Association of the Company.

General requirements (compulsory for all candidates)

1. University degree or equivalent.
2. An impeccable reputation. A person is not considered to have an impeccable reputation if he or she has been convicted, in accordance with the procedure laid down by law, of a serious or very serious crime, criminal offense against property, property rights and property interests, economy and business order, financial system, civil service and public interests, justice, public safety, management order, and has an unexpired or unexpunged criminal record.
3. The person should not be affiliated with other natural or legal persons which would give rise to a conflict of interest in the performance of his/her duties as a Board member.
4. There must be no deprivation or restriction of the right to hold the relevant position applied for or to perform the functions assigned to that position.
5. Must not have been dismissed from a legal entity's sole or collegial body for improper performance of duties within the last 5 years.
6. The person cannot be a career civil servant holding a position in a Ministry, a Government institution or an institution under the Ministry, who is entrusted with functions related to the formation of state policy in the branch of the economic sector in which the Company, to the collegial body of which the person is a candidate, operates.
7. The person cannot be elected or appointed as a state politician and a civil servant of political (personal) trust in accordance with the law.

Specific requirements for the candidates (to be assessed)

1. Very good English language skills (written and spoken).
2. Communicability, ability to clearly express thoughts and present structured information.
3. At least 5 years of work experience in a managerial position, advantage - in the position of a company manager or a manager directly subordinate to him, or in the role of a member of the board/supervisory board in a large, international and (or) listed company.
4. Experience in development and implementation of business strategy.
5. Knowledge of corporate governance principles and good corporate governance knowledge and experience.
6. Experience in risk management of organisations.

7. Excellent leadership, teamwork skills and communication with the persons concerned.

Specific requirements for the candidates by the area of expertise (to be assessed)

For the candidates in the area of technologies/infrastructure solutions:

1. Experience of implementation of technology transformation in a company managing infrastructure (advantage - in the energy sector).
2. At least 3 years of experience in the development and implementation of innovative technologies and/or infrastructure solutions, including digitization, automation, application of smart technologies, data management, integration of artificial intelligence.
3. Experience in technology and/or infrastructure development/application in hydrogen, e-fuels, biogas transportation, or other energy-related industries.

For the candidates in the area of business transformation:

1. At least 3 years of experiences in business transformation considering the changing global trends.
2. At least 3 years of experience in implementation of strategic partnerships and new operating models.
3. Experience in development or transformation of products or services in the B2B sector.

Independence requirements

The candidates applying for a seat as an independent Board member, among other things, must meet the independence requirements set out in [the Law on Management, Use and Disposal of State and Municipal Property of the Republic of Lithuania](#):

1) must not be a civil servant or an employee of the company, to the collegial body of which the person applies, its subsidiary or parent company and the legal entity related to them, which participants are the companies specified referred to in this point (hereinafter referred to as the related legal entity), the entity initiating the selection or subordinate to it for the period of at least 1 year.

(2) must not be a manager, member of another collegial body, employee or shareholder of the company, to the collegial body of which the person applies, or a manager, member of a collegial body, employee or shareholder of a subsidiary or parent company of that company or of a related legal entity for the period of at least 1 year.

3) must not be a close person of a shareholder, who owns more than 1/5 of the shares granting votes at the General Meeting of Shareholders, manager or members of the collegial bodies of the company, to the collegial body of which the person applies, its subsidiary or parent company or a shareholder of a related legal entity - a spouse, cohabitant, partner, when partnership registered in accordance with the procedure established by law, as well as their father (step-father), mother (step-mother), child (adopted), brother (step-brother), sister (step-sister), grandfather, grandmother, grandchild (s) and their spouses, cohabitants or partners.

(4) must not have significant business relations with the company, to the collegial body of which the person applies, its subsidiary or parent company or with a related legal entity, either directly or as a participant, member or manager of a legal entity with such relations. A natural or legal person who is a supplier of goods or provider of services (including financial, legal, advisory and consultancy services) and whose income from the company or the legal persons referred to in this point during the previous financial year exceeds EUR 1 000 shall be deemed to have significant business relations, except for the remuneration for activities as a member of a collegial body or a committee of a collegial body.

(5) for the last 2 years must not be a partner, participant, manager, member of a collegial body or an employee of an audit firm that performs or has performed an audit of the company, for the collegial body of which the person applies, its subsidiary or parent company or a related legal entity.

(6) not have been a member of the collegiate body of the company whose collegiate body is applied for, or of its subsidiary or parent company, for more than 10 years. This period is calculated to the future term of office as a member of the collegial body, for which the candidate would be appointed,

by adding past periods of office as a member of the collegial body of the same company, between which there is a time interval of no longer than one year.

7) must not be a member of a total of more than 3 collegial bodies formed in state and municipal companies.

Selection process

The candidates must submit the following documents:

1. Application form for Board Membership and Declaration of Integrity ([form](#));
2. Curriculum Vitae (CV) (free form);
3. Cover letter (free form);
4. Declaration of Impartiality and Independence of the Candidate ([form](#));

At the request of the Selection Committee and (or) the recruitment agency, additional documents may be requested to confirm that the candidate meets the specified general, special and independence requirements and other requirements established by legal acts.

Deadline for submission of the documents

31 January 2024 (inclusive).

Initiating entity and implementer

The initiator of the selection is EPSO-G.

The selection of independent Board members is carried out and recommendations to the General Meeting of Shareholders regarding the selected candidates are made by a Committee (hereinafter referred to as the Selection Committee), which consists of 5 (five) members: 3 (three) representatives of EPSO-G, 1 (one) representative of the Ministry of Energy of the Republic of Lithuania and 1 (one) representative of the Public Enterprise Governance Coordination Center, engaging the recruitment agency "Master Class Lietuva", which representatives may participate in the meetings of the Selection Committee as consultants.

The selection method is an interview.

Contact details

Please send your documents to the recruitment agency "Master Class Lietuva" by e-mail: laura.ziaubriene@masterclass.lt, indicating "Selection for Amber Grid Independent Board Members" in the subject line.

Contact person - Laura Žiaubrienė, a representative of the recruitment agency "Master Class Lietuva", mob. tel. +370 670 33351, e-mail: laura.ziaubriene@masterclass.lt.

The confidentiality of all candidates for the Board will be guaranteed.

Representations of the candidates

The candidates who have submitted documents to participate in the selection are considered to be familiar with the legal obligations that arise in the case of being selected and appointed to positions, and the relevant contracts are concluded with them.

Privacy notice

Personal data provided for the purposes of conducting the selection are processed in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement

of such data, repealing Directive 95/46/EC (General Data Protection Regulation), and the Law on Legal Protection of Personal Data of the Republic of Lithuania. The documents submitted by the candidates shall be stored in accordance with the procedures established by the Law on Documents and Archives of the Republic of Lithuania and the Chief Archivist of Lithuania.

Detailed information about the processing of personal data of candidates participating in the selection is provided in the privacy notices of EPSO-G and "Master Class Lietuva" published on:

[„Master Class Lietuva“ website](#);

EPSO-G internet [website](#).