

NOTIFICATION ON CONVOCAATION OF THE ANNUAL GENERAL MEETING OF MEMBERS OF THE ASSOCIATION BALTIC INSTITUTE OF CORPORATE GOVERNANCE

Following the Article 5.7 of the Statutes of the Association “BALTIC INSTITUTE OF CORPORATE GOVERNANCE”, legal entity code 3024 41498, registered address Jogailos str. 4, Vilnius, Lithuania, (the “**Association**”) the President of the Association hereby convene the annual general meeting of members of the Association (the “**Meeting**”) the main details of which are the following:

Date	26 March 2015
Time	9.30 to 17.00
Place (address)	Swedbank, Konstitucijos av. 20A, Vilnius, Lithuania
Registration of the members will start at	9.30

The proposed agenda for the annual general meeting of the members of the Association:

1. Election of the chairman and the secretary of the Meeting;
2. Approval of proposed Agenda;
3. Approval of the annual activity report of the Association for the preceding fiscal year as submitted by the President of the Association;
4. Approval of the annual set of financial statements;
5. Adopting a new version of the Statutes of the Association (see Annex No. 1);
6. Approval of annual membership fee;
7. Revocation of 3 Board members and election of 3 new members of the Board;
8. Election of the Nomination Committee comprising from 3 members;
9. Other questions.

Each member of the Association is entitled to nominate its/his/her candidacy to be elected to the Board, as well as to the Nomination Committee. A member shall inform the President of the Association about its/his/her wish to become a candidate to be elected to the Board, as well as to the Nomination Committee by 2 March 2015.

We would like to remind you that in case of a foreseen absence:

- 1) *Transfer of the voting right.* A member is entitled to transfer his/her/its voting right to another member of the Association. Such an agreement shall be based on a bilateral agreement between two members with the attending member being able to exercise the transferred voting right in the annual Meeting. Upon a member’s request the Association will provide with the draft agreement on transfer of voting right;
- 2) *Voting by filling in a ballot.* Members of the Association shall enjoy the right to vote in advance by filling in a ballot. Upon a member’s request which shall be submitted at least 20 days prior to the Meeting, the Association will send a ballot. The filled-in ballot shall be transferred to the Association by means of electronic communication, provided that the security of information thus transmitted is ensured and it is possible to establish the member’s

identity and at least 1 hour to the beginning of the Meeting. The members that have voted by means of such voting shall be considered as being present at the Meeting and their votes shall be included in the quorum of the Meeting and the results of voting.

Members are entitled to make suggestions to the Meeting agenda at least 20 days before the Meeting, i.e., on 6 March 2015 at the latest.

For any questions and further information please contact Mr. Paulius Martinkus, the President of the Association, phone No. +370 674 67 354 e-mail address paulius@corporategovernance.lt.

Paulius Martinkus
President

Annex No. 1 – Draft of the new Statutes of the Association.