

ANNUAL GENERAL MEETING OF MEMBERS OF THE ASSOCIATION "BALTIC INSTITUTE OF CORPORATE GOVERNANCE" TO BE HELD ON 14 MARCH 2013 GENERAL VOTING BALLOT

I, unable to take part in the annual general meeting of members of the Association
name, surname
INSTITUTE OF CORPORATE GOVERNANCE" („Association“) to be held on 14 March 2013, 10 a.m., and having familiarised
myself with the Agenda and the draft resolutions, hereby express my will on the agenda issues as follows:

Note: decision shall be expressed by adding the mark „+“ in the relevant field

1. ELECTION OF THE CHAIRPERSON AND THE SECRETARY OF THE MEETING

As of the date of drawing up the general voting ballot, the candidacy of Ms Daiga Auzina-Melalksne was known for the election
of the chairperson of the Meeting; and the candidacy of Mr Paulius Gruodis for the election of the secretary of the Meeting.

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|---|--------------------------|--|--------------------------|
| Approve the candidacy of Daiga Auzina-Melalksne | <input type="checkbox"/> | Approve the candidacy of Paulius Gruodis | <input type="checkbox"/> |
| Disapprove the candidacy of Daiga Auzina-Melalksne | <input type="checkbox"/> | Disapprove the candidacy of Paulius Gruodis | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> | Abstain from voting | <input type="checkbox"/> |

2. APPROVAL OF PROPOSED AGENDA

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| Approve the agenda of the Meeting | <input type="checkbox"/> |
| Disapprove the agenda of the Meeting | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> |

3. APPROVAL OF THE ANNUAL ACTIVITY REPORT OF THE ASSOCIATION FOR THE PRECEDING YEAR AS SUBMITTED BY THE PRESIDENT OF THE ASSOCIATION

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| Approve the annual activity report of the Association for the preceding year as submitted by the President of the Association | <input type="checkbox"/> |
| Disapprove the annual activity report of the Association for the preceding year as submitted by the President of the Association | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> |

4. APPROVAL OF THE ANNUAL SET OF FINANCIAL STATEMENTS

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| Approve the annual set of financial statements | <input type="checkbox"/> |
| Disapprove the annual set of financial statements | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> |

5. APPROVAL OF THE CURRENT 6 BOARD MEMBERS, REVOCATION OF 3 BOARD MEMBERS AND ELECTION OF 3 NEW MEMBERS OF THE BOARD

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| Approve the current 6 Board members (Mr Linas Dičpetris, Mr Paulius Gruodis, Ms Daiga Auzina-Melalksne, Ms Undine Bunde, Mr Darius Maikštėnas and Mr Jerry Wirth) | <input type="checkbox"/> |
| Disapprove the current 6 Board members (Mr Linas Dičpetris, Mr Paulius Gruodis, Ms Daiga Auzina-Melalksne, Ms Undine Bunde, Mr Darius Maikštėnas and Mr Jerry Wirth) | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> |

Revoke Ms Arminta Saladžienė, Mr Andrus Alber and Mr Carl William Bernheim from the position of the Board members

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|---|--------------------------|---|--------------------------|
| Revoke a member of the Board Ms Arminta Saladžienė | <input type="checkbox"/> | Revoke a member of the Board Mr Andrus Alber | <input type="checkbox"/> |
| Not revoke a member of the Board Ms Arminta Saladžienė | <input type="checkbox"/> | Not revoke a member of the Board Mr Andrus Alber | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> | Abstain from voting | <input type="checkbox"/> |

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Revoke a member of the Board Mr Carl William Bernheim
Not revoke a member of the Board Mr Carl William Bernheim
Abstain from voting

As of the date of drawing up the general voting ballot, the candidacies of Ms Sonata Matulevičienė, Ms Katrine Judovica and Ms Illona Nurmela to Board members are known, to be elected for the term of 2 years

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| Approve the candidacy of Ms Sonata Matulevičienė to a Board member for the remaining term of the Board <input type="checkbox"/> | Approve the candidacy of Ms Katrine Judovica to a Board member for the remaining term of the Board <input type="checkbox"/> |
| Disapprove the candidacy of Ms Sonata Matulevičienė to a Board member for the remaining term of the Board <input type="checkbox"/> | Disapprove the candidacy of Ms Katrine Judovica to a Board member for the remaining term of the Board <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | Abstain from voting <input type="checkbox"/> |

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| Approve the candidacy of Ms Illona Nurmela to a Board member for the remaining term of the Board <input type="checkbox"/> | <input type="checkbox"/> |
| Disapprove the candidacy of Ms Illona Nurmela to a Board member for the remaining term of the Board <input type="checkbox"/> | <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | <input type="checkbox"/> |

6. ELECTION OF THE NOMINATION COMMITTEE COMPRISED OF 3 MEMBERS

As of the date of drawing up the general voting ballot, the candidacies of Ms Tiina Sepa, Ms Lina Morkunaite and Mr Aris Zigurs are known, to be elected for the term of 1 year

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| Approve the candidacy of Ms Tiina Sepa <input type="checkbox"/> | Approve the candidacy of Ms Lina Morkunaite <input type="checkbox"/> |
| Disapprove the candidacy of Ms Tiina Sepa <input type="checkbox"/> | Disapprove the candidacy of Ms Lina Morkunaite <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | Abstain from voting <input type="checkbox"/> |

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| Approve the candidacy of Mr Aris Zigurs <input type="checkbox"/> | <input type="checkbox"/> |
| Disapprove the candidacy of Mr Aris Zigurs <input type="checkbox"/> | <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | <input type="checkbox"/> |

7. APPROVAL OF THE CURRENT 7 CORPORATE GOVERNANCE COUNCIL MEMBERS AND ELECTION OF 2 NEW MEMBERS OF THE CORPORATE GOVERNANCE COUNCIL

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| Approve the existing members of the Corporate Governance Council (Mr Ian Plenderleith, Mr Antanas Juozas Zabulis, Mr Vitālijs Gavrilovs, Mr Juris Binde, Mr Uldis Bikis, Mr Raino Paron and Mr Erkki Raasuke) <input type="checkbox"/> | <input type="checkbox"/> |
| Disapprove the existing members of the Corporate Governance Council (Mr Ian Plenderleith, Mr Antanas Juozas Zabulis, Mr Vitālijs Gavrilovs, Mr Juris Binde, Mr Uldis Bikis, Mr Raino Paron and Mr Erkki Raasuke) <input type="checkbox"/> | <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | <input type="checkbox"/> |

Revoke Mr Rolandas Barysas and Mr Viktoras Butkus from the Corporate Governance Council

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|--|---|
| Revoke Mr Rolandas Barysas <input type="checkbox"/> | Atšaukti Mr Viktoras Butkus <input type="checkbox"/> |
| Not revoke Mr Rolandas Barysas <input type="checkbox"/> | Neatšaukti Mr Viktoras Butkus <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | Abstain from voting <input type="checkbox"/> |

As of the date of drawing up the general voting ballot, the candidacies of Ms Arminta Saladžienė and Mr Robertas Dargis to the members of the Corporate Governance Council are known, to be elected for the term of 1 years

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| Approve the candidacy of Ms Arminta Saladžienė <input type="checkbox"/> | Approve the candidacy of Mr Robertas Dargis <input type="checkbox"/> |
| Disapprove the candidacy of Ms Arminta Saladžienė <input type="checkbox"/> | Disapprove the candidacy of Mr Robertas Dargis <input type="checkbox"/> |
| Abstain from voting <input type="checkbox"/> | Abstain from voting <input type="checkbox"/> |

8. OTHER CURRENT ISSUES

I do not object to considering other current issues in the annual general meeting of the members of the Association.

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Signature and date



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