

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

Following the Article 5.6 of the Statutes of the Association “BALTIC INSTITUTE OF CORPORATE GOVERNANCE”, legal entity code 302441498, registered address Jogailos St. 4, Vilnius, Lithuania, (the “**Association**”) the President of the Association hereby convenes the annual general meeting of members of the Association (the “**Meeting**”) the main details of which are the following:

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| Date | 11 April, 2019 |
| Time | 10.00 to 11.30 |
| Place (address) | Swedbank, Konstitucijos Ave. 20A, Vilnius, Lithuania |
| Registration of the members will start at | 09.30 |

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

1. Election of the chair 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. Revocation of 4 Board members and election of 4 members of the Board;
6. Election of the Nomination Committee comprising of 3 members;
7. Other questions.

Each member of the Association is entitled to nominate their candidacy to be elected to the Board, as well as to the Nomination Committee. A member shall inform the President of the Association about their wish to become a candidate to be elected to the Board, as well as to the Nomination Committee by the 21st of March, 2019.

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

- Transfer of the voting right.** A member unable to attend the Meeting shall have the right 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 of that year. Upon a member’s request, the Association will provide them with the draft agreement on transfer of voting right;
- Voting by filling in a ballot.** In case of a foreseen absence, members of the Association shall enjoy the right to vote in advance by filling in a ballot. Upon member’s request, advance voting ballots are distributed not later than 20 days before the Meeting. 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., by the 21st of March, 2019 at the latest.

For any questions and further information, please contact Rytis Ambrazevičius, the President of the Association, mobile: +370 698 17011, email: rytis@bicg.eu.



Rytis Ambrazevičius
President