

**Current report no. 7/2015**

**Dated 8 April 2015**

**Notice on convocation of the Annual General Meeting of Shareholders**

The Annual General Meeting of Shareholders of AB INTER RAO Lietuva, code 1261 19913, registered address at A. Tumėno g. 4, Vilnius, the Republic of Lithuania (hereinafter referred to as the Company), is convened by initiative of the board and following the decision of the board adopted on 27 March 2015 (hereinafter referred to as the Meeting).

The Meeting will be held at Mindaugo g. 27, LT-03210, Vilnius, the Republic of Lithuania, at 10.00 am on 30 April 2015. Registration will take place from 09.00 am till 09.40 am.

The agenda of the Meeting approved by the Board:

1. Regarding the Consolidated Annual Report of the Company for the year 2014;
2. Approval of the Audited Annual Financial Statements of the Company for the year 2014 and the Audited Consolidated Annual Financial Statements of the Group for the year 2014;
3. Distribution of profit (loss) of the Company for the year 2014;
4. Selection of the audit firm and approval of conditions of payment for audit services;
5. The change of the nominal value of shares and the authorised capital of the Company from litas to euro;
6. Approval of the New Wording of the Articles of Association of the Company.

Draft decisions of the Meeting:

1. To take note of the Consolidated Annual Report of the Company for the year 2014, which has been approved by the Board and has been analysed by the Supervisory Council of the Company;
2. To approve the Audited Annual Financial Statements of the Company for the year 2014 and the Audited Consolidated Annual Financial Statements of the Group for the year 2014;
3. To distribute the profit (loss) of the Company for the year 2014 according to the draft distribution of profit (loss);
4. To select UAB Ernst & Young Baltic, legal entity's code 110878442, address Subačiaus str. 7, Vilnius, as the audit firm to perform the audit of the financial statements of the Company for the year 2015 and to establish conditions on payment as follows: not exceeding EUR 35,000 (without VAT) for the audit services;
5. (i) To change the nominal value of the shares and the authorised capital of the Company from litas to euro;  
(ii) To establish that the nominal value of one share of the Company is equal to EUR 0.29 (twenty nine euro cents);  
(iii) To establish that the authorised capital of the Company is equal to EUR 5,800,000 (five million eight hundred thousand euro).
6. (i) To approve New wording of Articles of Association of the Company.  
(ii) To assign the General Director of the Company Mr Giedrius Balčiūnas, to sign the New wording of the Articles of Association of the Company and any other necessary documents for the registration of the New wording of the Articles of Association of the Company with the Register of Legal Entities of the Republic of Lithuania; prepare, sign and submit to the Register of Legal Entities of the Republic of Lithuania and other entities or institutions all and any necessary documents and perform any actions related therewith.

The Meeting record day, i.e. the fifth business day before the Meeting, is 23 April 2015. Shareholders who at the end of the Meeting record day, i.e. at the end of 23 April 2015, will be shareholders of the Company have a right to participate and vote at the Meeting.

Persons, who at the end of the tenth business day following the Meeting that will adopt a respective decision, i.e. on 15 May 2015, (rights accounting day) will be shareholders of the Company, shall have proprietary rights (to get dividends).

Shareholders who at the end of the Meeting record day will be shareholders of the Company have a right to participate and vote at the General Meeting of Shareholders personally or by proxy, or to be represented by the person with whom an agreement on the transfer of voting rights is concluded.

Shareholders of the Company that will hold the shares through securities accounts maintained by the participants of the National Depository for Securities in Poland will be given the opportunity to participate in and vote at the Meeting either by proxy or personally, by requesting the participant of the National Depository for Securities (i.e. brokerage firm where the shareholder holds its shares), to register him/her for the Shareholders. This request should be submitted before or on the Meeting record date.

A person attending the Meeting must present a person's identification document. A person who is not a shareholder must additionally present a document confirming his/her right to vote at the Meeting.

Each shareholder shall have a right to authorise another (natural or legal) person on his/her behalf to attend and vote at the Meeting. At the Meeting an authorised person shall have the same rights as would be held by the shareholder represented by him/her, unless the authorized person's rights are limited by the power of attorney. The authorised person must provide a power of attorney or a copy certified in the manner established by the laws. The Company does not establish special form of power of attorney.

A shareholder or a person authorised by him/her shall have a right to vote in writing in advance by filling in the General Voting Ballot. The sample of General Voting Ballot together with instructions is provided hereby and on the Company's website at [www.interrao.lt](http://www.interrao.lt) under the heading For Investors. The General Voting Ballot, duly filled in and signed by the shareholder or an authorized person, and the document confirming the voting right (if any) must be submitted to the Company at A. Tumėno g. 4, Vilnius, the Republic of Lithuania in writing before the Meeting. If the shareholder so requests, the Company, no later than 10 days before the Meeting, must dispatch a General Voting Ballot by registered mail or present this against signature free of charge for a shareholder.

The Company is not providing the possibility to attend and vote at the Meeting through electronic means of communication.

Shareholders holding shares that grant at least 1/20 of all votes shall have the right of proposing to supplement the agenda of the Meeting. Proposal to supplement the agenda must be presented in writing by sending it to A. Tumėno g. 4, LT-01109 Vilnius, the Republic of Lithuania. The agenda will be supplemented if the proposal is received not later than 14 days before the Meeting. Together with the proposal to supplement the agenda of the Meeting draft decisions must be presented to the Company.

Shareholder holding shares that grant at least 1/20 of all votes shall have the right at any time before the Meeting or at the Meeting to propose draft resolutions on the issues already included or to be included in the agenda of the Meeting, to nominate candidates to the bodies of the Company, the audit company. The proposed draft decisions must be presented to the Company at A. Tumėno g. 4, Vilnius, the Republic of Lithuania.

The shareholders shall have the right to present questions related to the agenda issues of the Meeting in advance at A. Tumėno g. 4, Vilnius, the Republic of Lithuania by not later than 3 days before the Meeting. Responses of a general character shall be posted on the Company's website [www.interrao.lt](http://www.interrao.lt) under the heading For Investors. The Company will not respond personally to the shareholder if the respective information is posted on the Company's website.

The shareholders could get familiarized with the documents possessed by the Company related to the agenda of the Meeting, including draft resolutions, and other documents to be submitted to the Meeting as well as to

get information regarding execution of the shareholders' rights at the registered address of the Company at A.Tumėno g. 4, Vilnius, the Republic of Lithuania or on the Company's website at [www.interrao.lt](http://www.interrao.lt) under the heading For Investors.

The total number of the Company's shares of 1 Litas par value each and the number of shares granting voting rights during the Meeting is the same and amounts to 20,000,000. ISIN code of the Company's shares is LT0000128621.

Annexes:

1. Example of General Voting Ballot;
2. Draft distribution of profit (loss) of the Company for the year 2014.
3. New wording of Articles of Association of the Company.

Legal grounds: Article 56 section 1 point 1 in connection with article 56 section 6 of the Polish Act of 29 July 2005 on Public Offering and Conditions governing the Admission of Financial Instruments to Trading on Organized Markets, and on Listed Companies.