
 LIETUVOS GELEŽINKELIAI	AB Lietuvos geležinkeliai <i>Legal and Governance</i>
Onboarding Policy for Board Members	Version 01


APPROVED
by a decision No. PRO- VLP(LTG)-22/2023
of December 9, 2023
of the Board of AB Lietuvos geležinkeliai

**ONBOARDING POLICY FOR BOARD MEMBERS OF THE GROUP OF COMPANIES OF
AB LIETUVOS GELEŽINKELIAI**

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1. Introduction

- 1.1. The Onboarding Policy for Board Members of the Group of Companies of AB “Lietuvos Geležinkeliai” (the “Policy”) shall determine the principles for familiarising the members of the boards of the LTG Group companies with the activities, objectives, corporate governance of the LTG Group, cooperation between the company’s bodies, functions, and the principles of training of board members.
- 1.2. The objective of the Policy shall be to ensure the effective and efficient onboarding and engagement of elected board members of LTG Group companies in the performance of their activities as board members in LTG Group companies.
- 1.3. The Policy shall apply to LTG and Subsidiaries where boards are formed. The Policy is also recommended to be followed by Lower-level Legal Entities taking into account the nature of the activities of the Lower-level Legal Entities, the size of the company, the number of participants, the governance and decision-making characteristics, the legal status, the form, and the jurisdiction of the Lower-level Legal Entity.
- 1.4. In respect of an LTG Group company responsible for performing the functions of the public railway infrastructure manager, the provisions of this Policy shall apply and be valid to the extent that they do not conflict with the regulatory requirements of impartiality and financial transparency in the management of the public railway infrastructure manager, the allocation of public railway infrastructure capacity, and the calculation and payment of the charge for the minimum access package fee.


2. Terms

- 2.1. For the purposes of this Policy, the following terms shall be used.

Term	Definition
LTG	Public Limited Liability Company “Lietuvos geležinkeliai”
Subsidiary	A legal entity with LTG as a participant
Lower-level Legal Entity	A legal entity with a Subsidiary as a participant
LTG Group	LTG, Subsidiaries and Lower-level Legal Entities together
Company	Any Subsidiary or Lower-level Legal Entity
Member of the Board	A person who has been elected as a member of the Company’s Board by the Company’s General Shareholders Meeting and commences their duties as a member of the Board of the Company
Board	Collegial governing body of the Company
Board Lawyer	A lawyer of LTG Law and Governance who has been elected by the board of the company concerned to act as legal adviser to the board of the company

3. Board Member Onboarding and Engagement


- 3.2. Upon election of a member of the board by the General Shareholders Meeting of the Company, the member of the board shall be subject to a contract with the board of the Company in the form approved by the General Shareholders Meeting of that Company, which shall set out the principles of the board member’s activities, determine their rights, duties and responsibilities for the activities in the board, the remuneration, and any other terms and conditions necessary for the performance of the activities of the board member

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- as well as the signing of a declaration of interest and impartiality, a confidentiality agreement, and any other documents necessary in view of the specifics of the activities of that Company.
- 3.3. The board lawyer shall provide the board member with a board member's memo containing practical information on the conditions for the organisation of the Company's board, the Company's main internal documents, the Company's organisational structure, key contacts, and other relevant information.
 - 3.4. For the information of the board member the board lawyer shall make available, keep up-to-date and supplement the main documents related to the activities of the LTG Group and the Company, such as the Company's Articles of Association, the Rules of Procedure of the Company's Board, LTG Group's policies, other internal documents necessary for the effective organisation of the Board's work or decision-making process.
 - 3.5. For newly elected members of the boards, prior to the first board meeting, but no later than one week after the election of the board members, the Company shall organise an introductory session during which LTG Group's corporate governance, organisational structure, operations, the Company's activities, the specifics of the business, the management structure, the strategy, and the Company's senior executives shall be presented. This session shall normally be attended by the Company's Chief Executive Officer, top management of the Company, and LTG's top management according to the need.
 - 3.6. The chairperson of the board and the board lawyer shall be elected in the first meeting of the board, also the process of organising the work of the board and other matters relating to the organisation of the board's activities shall be discussed.
 - 3.7. If there is a need to become familiar with a particular area of the LTG Group's and/or the Company's business, additional meetings may be arranged for the newly elected board member with the management of LTG or the respective Company and/or other employees of the Company.
 - 3.8. Where one or more new members of the board are elected rather than the full board, a meeting/discussion shall be arranged with the Chairperson of the board of that Company prior to the first board meeting.
 - 3.9. In order to ensure a more effective and rapid onboarding of the new member of the board into the Company's board activities, a mentor may be offered to the new member of the board for a period of up to one month at the initiative of the Chairperson of the Board. The mentor appointed shall normally be the most experienced member of the board of the Company concerned with his/her consent.
 - 3.10. The Chief Executive Officer of the Company and/or the Chairperson of the board of the respective Company and/or the board lawyer shall communicate regularly with the newly elected member of the board and ensure that the member of the board receives all the necessary assistance and information, as required, to ensure the success of the board member's activities within the Company.
 - 3.11. The process of onboarding a board member should not take more than 30 calendar days from the date of appointment of the Company's board member as set out in paragraph 3.2 of the Policy.

4. Board Member Training

- 4.1. Board members are encouraged to pursue their own knowledge and skills necessary for the proper performance of their duties as board members and to participate in the training (seminars) of the LTG Group relevant to their activities as board members.
- 4.2. In individual cases, depending on the results of the board's self-assessment of the respective Company, a board member's reasonable learning expenses may be reimbursed by the Company (subject to the Company's budget).

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5. Final Provisions

- 5.3. The Policy shall be approved by the LTG Board.
- 5.4. The Policy shall apply to the extent that it does not conflict with the laws of the Republic of Lithuania and/or other applicable legal acts.
- 5.5. The Chief Executive Officer of the Company to whose board the board member is elected shall be responsible for the proper implementation of the Policy (the process of onboarding the board member).
- 5.6. The Policy shall be reviewed at least once a year and updated as necessary.
- 5.7. The revision and updating of the Policy shall be initiated and coordinated by LTG Legal and Governance.
- 5.8. The Policy is publicly available on the LTG website.