Approved by:

Director Dalius Trumpa Effective date:
January 8, 2025

AB Rokiškio sūris Board Member Selection Policy and Criteria

1. Purpose and scope

This policy establishes the principles, criteria, and procedures for the selection of members of the Board of AB Rokiškio sūris (hereinafter referred to as the Company) in order to ensure the formation of a transparent, competence-based, diverse, and gender-balanced Board.
balance. The policy applies both to the selection of new board members and the re-election of existing members. This policy is of a recommendatory nature; board members are elected by the shareholders' meeting in accordance with the provisions of the Law on Joint Stock Companies of the Republic of Lithuania.

2. Selection principles. The selection of board members is carried out in accordance with the principles of transparency, objectivity, professionalism, and diversity. The selection process must ensure that the board of directors is
a balanced mix of skills, experience, and genders, in line with the requirements of Directive (EU) 2022/2381.

The selection of board members is carried out in accordance with the following principles:

- **Transparency and non-discrimination** – all candidates are assessed according to the same pre-defined criteria;
- **Competence and experience** – priority is given to candidates with relevant professional knowledge and management experience;
- **Diversity and gender balance** – the aim is to form a board that reflects different genders, experiences, ages, and perspectives;
- **Independence** – it is ensured that at least 1/3 of the members are independent;
- **Compliance with legislation** – the policy complies with the Law on Joint Stock Companies of the Republic of Lithuania and EU Directive 2022/2381 Gender balance among non-executive directors of listed companies
  non-executive directors.

3. Candidate selection criteria

3.1 General requirements:

- **Impeccable reputation,** adherence to ethical and transparency principles;
- **Higher university or equivalent education**, preferably in economics, finance, business, law, or technology;
- **At least 5 years of management experience** in a business enterprise, on a board of directors, or in a high-level management position;
- **Ability to strategically assess the business environment** and make collegial decisions.

3.2 Specific competencies:

- Experience in the dairy industry, food production, or agriculture sector;
- Experience in legal compliance and/or corporate governance;
- Knowledge of English and understanding of the international business environment (preferred);
- Knowledge of finance, auditing, and risk management (preferred);
- Knowledge of strategic planning, innovation, or digitization (preferred);
- Experience in human resources and organizational culture management (preferred);
- Application of ESG (environmental, social, and governance) principles (preferred).

3.3 Independence criteria:

At least 1/3 of the board members must meet the criteria for independent members as defined in the Law on Joint Stock Companies of the Republic of Lithuania and the EU guidelines on good governance.

4. Ensuring gender balance

In accordance with Directive (EU) 2022/2381:

- At least 33% of all board members should be of the same gender.
- If several candidates are equally qualified, preference should be given to the candidate of the under-represented gender, unless there is an objective reason to choose otherwise;
- Gender cannot be the sole criterion for selection.

5. Promoting diversity

During the selection process, the diversity of candidates is also assessed according to the following aspects:

- Age;
- Nationality/cultural background;
- Professional background and range of experience.

6. Selection process

1. **Initiation of selection** – at the end of a board member's term of office, upon resignation, or when there is a need to expand the board;
2. **Candidate search and proposals** – may be carried out through internal and external channels, including a public call for nominations;
3. **Evaluation according to criteria** – candidates are evaluated according to the requirements set out in this policy;
4. **Submission of proposals to shareholders** – a list of recommended candidates is drawn up and submitted to the shareholders' meeting;

7. Review and update

This policy is reviewed at least once every four years or when there are significant changes in the legal environment. The company director or a working group appointed by him/her is responsible for the review.