

1. GENERAL INFORMATION

- 1.1. Joint Stock Company Via Lietuva (hereinafter referred to as the "Company", the "Client") manages the entire network of roads of national significance and their infrastructure under trust, plans, initiates and coordinates the maintenance and development of these structures. The total length of the managed roads exceeds 21,200 km, and the related infrastructure includes more than 1,500 bridges and overpasses. The Company performs the functions established by the Road Law of the Republic of Lithuania, the Law on Road Traffic Safety of the Republic of Lithuania, and other legal acts, and carries out maintenance activities in transport infrastructure and other areas.
- 1.2. The Company's goal is to operate transparently and efficiently, striving to achieve objectives related to its activities, ensuring the satisfaction of public interests, the implementation of national security goals, the protection of assets important for national security, the long-term growth of the Company's value, increasing efficiency and competitiveness, achieving financial and capital return indicators, the rational and efficient attraction and use of funds, assets, and other resources, and benefiting the shareholder and the shareholder's financial interests.
- 1.3. The object of the Company's activities is to organize and coordinate the rehabilitation, maintenance, and development of roads of national significance; to perform the functions laid down in the Law on Roads of the Republic of Lithuania, the Law on Safe Road Traffic of the Republic of Lithuania, and other legal acts; to carry out commercial activities in the field of transport infrastructure and in other fields.
- 1.4. On January 2, 2023, the State Enterprise Lithuanian Road Administration was restructured into a joint-stock Company, and since March 5, 2024, the Company's name has been changed to "Via Lietuva". After the restructuring, all shares of the Company still belong to the state. JSC "Via Lietuva" remains on the list of companies important for national security, while roads of national significance continue remain on the list of facilities and assets of national security importance and continue to be owned by the State.
- 1.5. Currently, the Company prepares a strategic action plan for a four-year period every year. To ensure the efficient operation of roads of national significance and their infrastructure network, as well as to properly meet the shareholder's expectations, it is necessary to develop a long-term strategy until 2050.

2. PROCUREMENT OBJECT

- 2.1. The object of the procurement (hereinafter – the Procurement Object) is the services for the development of the long-term strategy of JSC "Via Lietuva".
 - 2.1.1. The Company aims, considering Lithuania's progress strategy "Lithuania's Future Vision 'Lithuania 2050'," the Transport Development Program 2022-2030, the Strategic Guidelines for the Maintenance and Development of Roads of National Significance for 2022-2035, other applicable national and EU legal acts, and drafts of legal acts under preparation, to define strategic opportunities and the business model in the context of Lithuania's state road sector and sustainability goals, as well as to identify new directions for activity (taking into account regulatory aspects of operations).
 - 2.1.2. The purpose of the document being developed is to define the medium-term (up to 2035) and long-term (up to 2050) priorities, goals, and measures for the Company, and to establish strategic and performance indicators based on which the Company will assess its progress in achieving its goals. The Company's strategic aim is to be

an active, ambitious, and proactive leader (frontrunner) in the road sector. The Company also seeks to create services through business development, strategic partnerships, mergers, and acquisitions, and by leveraging technological innovations.

2.2. The strategy is developed for the period 2025 to 2050, divided into two planning phases:

- Plan and Roadmap to 2035 (the main focus for this period).
- Guidelines for the strategic directions of the Company's activities until 2050.

2.3. The main areas of activity of "Via Lietuva" currently are:

- Development of roads of national significance infrastructure.
- Maintenance of roads of national significance infrastructure.
- Management of construction and reconstruction projects for roads of national significance infrastructure.
- Client services (issuing permits, project coordination, issuing connection conditions to roads of national significance, etc.).

2.4. In developing the Company's Strategy, significant attention must be given to identifying synergies between different modes of transport and business development. Priority topics, such as "0 deaths", decarbonization, and others, will be agreed upon with the Supplier at the beginning of the Contract implementation.

3. STRUCTURE OF THE STRATEGY DOCUMENT

3.1. The strategy must be in line with best practice in corporate business strategy development. In proposing the structure of the Strategy document, the Supplier shall consult, among other sources, the key elements of the Strategic Planning and Strategic Governance Guidelines published by the Governance Coordination Centre (Useful Information ([governance.lt](https://www.governance.lt))).

3.2. Additionally, the Supplier shall propose methodology for structuring the Strategy and shall coordinate the choice with the Client.

4. COOPERATION WITH THE REPRESENTATIVES OF THE CLIENT

4.1. The Client will closely cooperate with the Supplier and organize a team of experts consisting of representatives from all the Company's main business areas to effectively coordinate information flows, tasks, and provide overall support to the Supplier, including providing the information requested by the Supplier. The Client's expert team leader, together with the expert team, will be the main points of contact and will help resolve any issues that may arise during the Strategy development process.

4.2. The Supplier and the Client's representatives will have regular (online) meetings (every two weeks, unless otherwise agreed), which will be organized by the Supplier, to ensure the smooth development of the strategy and the necessary involvement of stakeholder.

4.3. If thematic working groups are needed, the Supplier will propose their composition, agenda, and ensure the provision of necessary materials for the meetings.

4.4. The Supplier is responsible for collecting, evaluating, and analyzing research, legislation (including drafts of Lithuanian and EU-level legislation and related EU initiatives regulating the road sector), other relevant documents, and information from various data sources and stakeholders. The Client will assist and cooperate with the Supplier in the review of legislation to ensure that the most important national laws are considered. The Client's

expert team will provide the Supplier with summaries or full documents of all the Company's strategies, studies, and other relevant internal information as soon as possible upon the Supplier's request. The Client will provide the Supplier with the information available within the Company in Lithuanian for the development of the strategy. If necessary and considering reasonableness criteria, the Client may provide the Supplier with translations of the most important information for the strategy development into English.

- 4.5. In the development of the strategy, it is important to involve representatives of Collegial bodies, as well as to conduct interviews or ensure alternative forms of interaction with other key stakeholders, such as the Ministry of Transport, the Roads Association, the Association of Municipalities, and others. The Client will closely cooperate and assist the Supplier in selecting the key individuals for conducting interviews.
- 4.6. A remote introductory meeting must be held with the Company's management team and the Board to present the project plan, methods, and the intended involvement of various stakeholder.
- 4.7. The Supplier must organize at least 3 strategic sessions (each approximately 8 hours long), with the participation of up to 20 members of the Company's management team (Board members, Company executives, etc.). The preliminary topics of the strategic sessions:
 - 4.7.1. Session 1 – Discussion of the analysis of external and internal environmental factors to reach a consensus on the assessment of the current situation, identification of the Company's strengths, weaknesses, opportunities, and threats (no later than 2 months from the effective date of the Contract).
 - 4.7.2. Session 2 – Discussion of strategic alternatives. In this session, the consultants will present and, together with the Company's management, discuss possible alternative scenarios for the Company's operations and development, as well as options for proposed initiatives (no later than 3 months from the effective date of the Contract).
 - 4.7.3. Session 3 – Discussion of strategic goals, action plan, performance indicators, financial forecasts, and strategic risks (no later than 4 months from the effective date of the Contract).
- 4.8. If necessary, the topics of the strategic sessions may be adjusted.
- 4.9. The Client will assist the Supplier in selecting participants for the strategic sessions. The number and topics of the chosen strategic sessions must ensure the highest quality of the strategy preparation. The specific composition of the participants for each session will depend on the agreement with the Client. The strategic sessions will be conducted as in-person meetings in Lithuania or remotely, depending on the agreement with the Supplier. The Supplier will ensure the preparation, organization, and moderation of the session content. If in-person meetings are chosen, the Client will provide the meeting venue and necessary equipment. The Supplier will coordinate and share the final agenda for each strategic session with the Client no later than 5 (five) working days before the session. The Supplier will not be reimbursed for travel expenses (such as airplane tickets, taxi services, fuel, etc.), accommodation, meals, or any other expenses incurred while attending the strategic sessions in person.
- 4.10. During the project, at least 3 comprehensive project progress discussions (online) will be held with the Company's top management team. If necessary, the Board may also participate in these discussions.
- 4.11. The Client has the right to request a review or revision of performed analyses, descriptions, and other elements if he believes that its comments have not been fully considered. The Supplier must either correct the material based on the Client's comments or provide a justified and detailed written explanation as to why the comments were not considered.

- 4.12. At the Client's request, the Supplier agrees to present the developed strategy up to 3 (three) times in separate online meetings (one meeting may be held as an in-person meeting in Lithuania).

5. CONTENT OF THE STRATEGY

- 5.1. The proposed strategy content will be included in the service agreement as a mandatory obligation for the Supplier to deliver the agreed content.

Table No. 2. Strategy Content

| No | Key Elements of the JSC "Via Lietuva" Strategy | Description |
|------|---|--|
| 1. | Analysis of external and internal environmental factors | <p>The analysis of environmental factors should be presented in an easily readable presentation prepared by the Supplier.</p> <p>The environmental factor analysis is conducted by thoroughly examining the Company's areas of operation and the environmental factors affecting them. The results of the SWOT analysis should include insights into opportunities for developing new potential areas of activity.</p> <p>The list of environmental factors provided below is not exhaustive – the list of factors to be analyzed should be proposed and agreed upon with the Client during the provision of the services.</p> |
| 1.1. | Analysis of external factors, including PESTAT | <p>Political Factors:</p> <ul style="list-style-type: none"> • Strategic national and EU-level goals in the road sector that create opportunities or impose restrictions on activities, and relevant (including unapproved) legislative initiatives that could significantly impact the Company's operations and results. • Transport strategies and goals of the Baltic region countries. • Goals set for the Company by the shareholder or other key stakeholders. <p>Economic Factors:</p> <ul style="list-style-type: none"> • Economic forecasts for Lithuania and the Baltic region countries (GDP changes; industrial indicators, demographic indicators; other related macroeconomic indicators and figures, such as inflation rates, labor market changes, etc., and their relevance to the Company's proper functioning). • E-toll pricing analysis and trends in changes. • Future forecasts for transport flows. • Changes and forecasts in fuel consumption by type. • EU financial support opportunities for the Company, highlighting priority areas. |

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| | | <p>Social Factors:</p> <ul style="list-style-type: none"> • Forecast of the supply of engineering and managerial competencies relevant to the Company's operations. • The habits and expectations of stakeholders (road users, contractors, suppliers, etc.), with whom the Company interacts through its activities, regarding the services provided, including in the context of digitalization, data openness, and data-driven services. • Demographic factors. • Public opinion and associated structures, as well as social initiatives that could influence the evaluation of the Company's activities and public perception. • Social sustainability factors relevant to the Company (e.g., diversity, equality, inclusion, relations with local communities, etc.). <p>Technological Factors:</p> <ul style="list-style-type: none"> • Key technologies, innovations, and future trends that influence the development of the Company's activities. • Data that meets the needs of different user segments and data openness. • Cybersecurity threats and trends in their prevention, relevant technological solutions. <p>Environmental Factors:</p> <ul style="list-style-type: none"> • EU and national-level goals related to climate change, environmental impact reduction (including noise, air pollution). • The situation in sectors where the Company's supply chain operations may directly impact the reduction of GHG emissions and other negative environmental impacts (biodiversity, visual and noise pollution, waste, etc.). <p>Legal Factors:</p> <ul style="list-style-type: none"> • Lithuania's progress strategy "Lithuania's Future Vision 'Lithuania 2050'," the Transport Development Program 2022-2030, the Strategic Guidelines for the Maintenance and Development of Roads of National Significance for 2022-2035, and other national and EU regulations governing the Company's activities, functions, and services. • Possible changes in the legal framework that could affect the Company's operations, functions, and services. • Sanctions and other legal mechanisms potentially restricting the Company's activities, procurement, or provision of services. <p>Analysis of organizations conducting similar or analogous activities in other EU countries (Poland, Austria, Germany, Finland, the list of countries may be adjusted during the first meeting).</p> |

| No | Key Elements of the JSC "Via Lietuva" Strategy | Description |
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| 1.2 | Analysis of internal factors | <p>The Supplier must conduct a comprehensive analysis of the Company's areas of activity and identify potential directions for new activities during the Strategy period, including (but not limited to):</p> <ul style="list-style-type: none"> • The value chain of the Company's activities. • Assessment of the state of the Company's infrastructure managed under trust, its assets, and asset management practices, based on data provided by the Client. • Ownership of road network management, depending on the road category. • The Company's corporate governance model, social and environmental directions, and identification of potential changes (if necessary). • Unfilled niches in the Company's operating field/possible new development directions. • The Company's financial overview and financial performance analysis, evaluation of key financial indicators. • The Company's human resources analysis (based on data provided by the Client): engagement, motivation, employer branding, talent attraction and retention, evaluation of compensation and motivation practices within the Company, technical and managerial competencies, missing competencies and skills, diversity, equality, and inclusion. • The value created by the Company's data. • The Company's digitalization maturity and challenges. • The Company's project management maturity and challenges, based on data provided by the Client. |
| 1.3 | SWOT analysis | Summary of External and Internal Environmental Factors Analysis |
| 2. | Company Vision, Mission, and Values | <p>The Supplier shall devote sufficient attention during the strategy sessions to a discussion on a potential review of the Company's vision, mission, and values, as well as the identification of key stakeholders.</p> |
| 3. | Company strategy | <p>The Supplier must propose and align with the Client an acceptable methodology for developing the Company's strategy document. In preparing the strategy section, the Supplier must conduct a comprehensive analysis of the Company's existing and potential key areas of activity and provide an evaluation of their potential.</p> <p>The strategy document must include:</p> <ul style="list-style-type: none"> • The Company Strategy. • Provisions according to the agreed structure, including information about the Company's long-term financial plans and financial goals, as well as the strategic objectives and tasks outlined in the roadmap (as described in Table No. 2, point No. 3.2). • Identification of potential synergies between different types of transport and business development, as well as a description of potential cross-sector integration initiatives. • Evaluation of the situation and goal formulation in the management of assets held in trust. |

| No | Key Elements of the JSC "Via Lietuva" Strategy | Description |
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| | | <ul style="list-style-type: none"> • Possible ownership alternatives for road network management, depending on road categories. • Strategic priorities for organizational development, focusing on people and culture. • Strategic priorities for sustainability with a coherent storyline, including but not limited to requirements and expectations of the Company derived from ESG principles, related regulation, and various international best practice guidelines (e.g. based on the Organization for Economic Co-operation and Development's (OECD) Principles on Corporate Governance of State-Owned Enterprises and other OECD recommendations), and target indicators (KPI). • Direction for innovation, R&D (Research & Development), and commercial activities. • Strategic priorities and directions for the Company's business expansion, including the identification of strategic partnerships and/or opportunities for mergers or acquisitions, their potential, and principles for realizing such opportunities. |
| 3.1 | The Company's strategic directions until 2035 | The Company's strategic directions must be detailed and identified in terms of current and potential areas of activity. |
| 3.2 | Map of strategic objectives and targets with SMART measurement indicators (KPIs) up to 2035. | A map of the Company's strategic goals, objectives, and SMART performance indicators (KPIs) up to 2035 will need to be developed. In formulating the Company's goals and objectives, separate maps with strategic goals and indicators will need to be developed for each of the Company's main areas of activity, to ensure that the Company's objectives are achieved and to consider the objectives of each area of activity in the context of the road sector and sustainability. |
| 3.3 | Roadmap for key decisions until 2035. | Roadmaps will need to be developed at Company level, mapping milestones, key interdependencies, and critical decisions. This section also identifies and describes key development and investment projects. |
| 3.4 | A roadmap for the company's strategic directions to 2050 | Key strategic directions and objectives up to 2050, considering the upcoming Lithuanian and EU strategic documents that may affect the Company's operations. |
| 3.5 | The financial model for the implementation of the long-term strategy | Long-term financial plan for the implementation of the Strategy (until 2035), including KPIs, investment structure (according to funding sources, including partnerships or mergers and acquisitions opportunities, establishment of new companies, if relevant); capital structure, financial instruments, debt, equity, and hybrid financing scenarios; asset base and structure forecasts; EU funding opportunities; PPP financing opportunities; sensitivity analysis. |
| 3.6 | Risk and its management | A map of key strategic risks (including an assessment matrix) and the main directions for managing strategic and operational risks. |

6. LAUKIAMI REZULTATAI

6.1. The expected results are shown in Table 3.

Table 3: Expected results.

| No | Result | Requirements for the result |
|----|---|--|
| 1. | Comprehensive Company Strategy document | Slides in MS PowerPoint format (editable, prepared as a basis using JSC "Via Lietuva" visual identity template) in English or Lithuanian. The information should be clearly structured according to the methodology and structure agreed upon with the Client, with a detailed analytical section following the requirements outlined in point 5 for the structural parts and their content, ensuring a coherent flow of information (storyline). The information should be presented clearly and in a visually appealing manner, including detailed graphic representations of the data. The long-term financial plan (for the Company or group of companies, if the creation of a Company group is selected) should be provided in an editable MS Excel file. Additionally, MS Excel files with graphical elements used in the presentation should be provided. |
| 2. | Abbreviated version of the Company Strategy | Slides in MS PowerPoint format (editable, prepared using JSC "Via Lietuva" visual identity template) in English or Lithuanian. The information should be clearly structured, informative, with a coherent storyline, and include high-quality graphs and illustrations. |
| 3. | Presentation for public presentation | Slides in MS PowerPoint format (editable, prepared using AB "Via Lietuva" visual identity template) in English or Lithuanian. The information should be presented clearly, in a visually appealing manner, including graphic representations of the data, ensuring the clarity of the messages. |

6.2. All documents specified in the results must be submitted to the Client in electronic versions (via email, cloud storage, or another method agreed upon with the Client).

6.3. It should be noted that the information requested by the Client is indicative (planning-based) and may be adjusted during the service delivery period (without expanding the scope of work) based on the Client's needs and the results of the Strategy development. The Supplier, following best practices and without deviating from the objective of the procurement, may propose and, upon agreement with the Client, improve the final deliverable.

7. CONTRACT EXECUTION AND KEY DEADLINES

7.1. **All works will be prepared based on a detailed agreed project schedule (plan)** to be proposed by the Provider and approved by the Client at the first meeting.

7.2. The final submission schedule for the results outlined in Table No. 3, points 1-3, agreed upon with the Client, cannot exceed **6 months** from the start of the Contract's entry into force. The draft of the detailed Strategy document for the first final review must be submitted by the Service Supplier no later than **5 months** from the Contract's entry into force date.

7.3. The Supplier must during the Strategy development:

- 7.3.1. Provide brief meeting minutes electronically within 2 working days after the meeting.
- 7.3.2. Provide brief monthly progress reports (via email), indicating the project status and the completion percentage of each technical specification element.
- 7.3.3. The Supplier and the Client must agree on the dates for document submission (for review) or task completion, as well as the duration of document review.
- 7.4. The service delivery result (when any documentation prepared by the Supplier is submitted to the Client) shall be considered of poor quality if it does not meet the requirements of the Technical Specification or satisfies at least one of the following criteria:
 - 7.4.1. Not all the answers to the questions raised have been provided.
 - 7.4.2. The comments made by the Client have not been considered or have not been fully appreciated.
 - 7.4.3. Failure to clarify information, calculations, or to follow the latest/current practices; identification of other deficiencies that could reasonably be expected to reduce the value of the Procurement Subject matter or the benefits that the Client could reasonably be expected to derive from the Supplier's work product.

8. TECHNICAL PROPOSAL REQUIREMENTS

- 8.1. The Supplier, when submitting the proposal, shall provide the following information:
 - 8.1.1. Brief company description, including relevant consulting experience related to the subject of the procurement and the execution of similar tasks.
 - 8.1.2. Brief overview and/or description of the team that would perform the task, demonstrating their suitability for providing the Services.
 - 8.1.3. Description of the methodology that would be proposed to be used to provide Services to the Client. In this section, the Supplier should specify the data collection and analysis methods to be applied when delivering the Services, provide a preliminary vision for creating a project plan.
 - 8.1.4. Proposals (if any) for the tasks and objectives of the Procurement Object that, from the perspective of the Service Provider, could better reflect or complement the desired outcome of the Client.
 - 8.1.5. Examples of similar Services that have been provided to other clients.