BALLOT PAPER FOR VOTING IN WRITING IN THE REPEAT EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AB KLAIPEDOS NAFTA,

TO BE HELD ON 18-07-2019

Shareholder’s first name, surname (legal entity name)

……………………………………………...............................................................................................................................

Shareholder’s personal ID number (legal entity code)

……………………………………………...............................................................................................................................

Number of shares held

……………………………………………...............................................................................................................................

Number of votes held

……………………………………………...............................................................................................................................

**Please cross out what does not apply (“FOR” or “AGAINST”) and leave the selected version of the resolution not crossed:**

|  |  |  |  |
| --- | --- | --- | --- |
| Organizational issues of the meeting | | | |
| To propose to elect the following person as the Chairman of the meeting and to vote “for” the proposed candidate:  ……………………………………………………… | | | |
| To propose to elect the following person as the Secretary of the meeting and to vote “for” the proposed candidate:  ……………………………………………………… | | | |
| To propose to elect the following person as the person responsible for performance of actions provided for in paragraph 2 of Article 22 of the Law of the Republic of Lithuania on Companies and to vote “for” the proposed candidate:  ……………………………………………………… | | | |
| Matter on the agenda | Draft resolution | | |
| 1. Item of the Agenda No 1 - Regarding the approval of the decision of AB Klaipedos Nafta’s Board to transfer liquefied natural gas terminal activities to subsidiary UAB SGD terminalas: | *“1. To postpone the consideration of the issue of the transfer of the liquefied natural gas terminal operation of AB Klaipedos Nafta to the subsidiary UAB SGD terminalas until AB Klaipedos nafta submit failed to provide answers and information, i. e. provides an annex to the memorandum issued by AB Klaipedos nafta’s auditor PricewaterhouseCoopers UAB on 31 December 2018, i. e. AB Klaipedos nafta’s estimated split-off balance sheet as of 30 September 2018 (Question 2 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the report issued by TGS Baltic Law Firm on 19 August 2018 (Question 3 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); specify the number of employees transferred/posted by AB Klaipedos nafta and information about AB Klaipedos nafta’s costs of the transfer/posting of employees to its subsidiary SGD terminalas UAB (Question 4 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the mandatory information referred to in Article 6.404(2) of CC RL, i. e. the AB Klaipedos nafta’s asset stock-taking list, the independent auditor’s report on the structure and prices of the company’s assets, and the list of AB Klaipėdos nafta’s debts/liabilities (Question 6 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the cost and benefit analysis of the implementation of decisions included in the agenda for the extraordinary general meeting of shareholders of 27 June 2019 with respect to AB Klaipedos nafta and its shareholders (Question 7 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019).”* | For | Against |
| 1. Item of the Agenda No 2 - Regarding the approval of the decision of AB Klaipedos Nafta’s Board to provide parent company guarantee for performance of obligations of UAB SGD terminalas under the time charter party agreement: | *“1. To postpone the issue of granting of AB Klaipedos nafta guarantee for the fulfillment of obligations of the subsidiary UAB SGD terminalas under the lease agreement until AB Klaipedos nafta submit failed to provide answers and information, i. e. provides an annex to the memorandum issued by AB Klaipedos nafta’s auditor PricewaterhouseCoopers UAB on 31 December 2018, i. e. AB Klaipedos nafta’s estimated split-off balance sheet as of 30 September 2018 (Question 2 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the report issued by TGS Baltic Law Firm on 19 August 2018 (Question 3 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); specify the number of employees transferred/posted by AB Klaipedos nafta and information about AB Klaipedos nafta’s costs of the transfer/posting of employees to its subsidiary SGD terminalas UAB (Question 4 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); to provide the mandatory information referred to in Article 6.404(2) of CC RL, i. e. the AB Klaipedos nafta’s asset stock-taking list, the independent auditor’s report on the structure and prices of the company’s assets, and the list of AB Klaipedos nafta’s debts/liabilities (Question 6 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the cost and benefit analysis of the implementation of decisions included in the agenda for the extraordinary general meeting of shareholders of 27 June 2019 with respect to AB Klaipedos nafta and its shareholders (Question 7 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019).”* | For | Against |
| 1. Item of the Agenda No 3 - Regarding the amendment of the Articles of Association of AB Klaipedos Nafta: | *“1. To postpone the amendment of the Articles of Association of AB Klaipedos nafta and approval of the new wording of the Articles of Association; until AB Klaipedos nafta submit failed to provide answers and information, i. e. provides an annex to the memorandum issued by AB Klaipedos nafta’s auditor PricewaterhouseCoopers UAB on 31 December 2018, i. e. AB Klaipedos nafta’s estimated split-off balance sheet as of 30 September 2018 (Question 2 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the report issued by TGS Baltic Law Firm on 19 August 2018 (Question 3 in UAB koncernas ACHEMOS GRUPĖ’s request of 18 June 2019); specify the number of employees transferred/posted by AB Klaipedos nafta and information about AB Klaipedos nafta’s costs of the transfer/posting of employees to its subsidiary SGD terminalas UAB (Question 4 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the mandatory information referred to in Article 6.404(2) of CC RL, i. e. the AB Klaipedos nafta’s asset stock-taking list, the independent auditor’s report on the structure and prices of the company’s assets, and the list of AB Klaipedos nafta’s debts/liabilities (Question 6 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019); provides the cost and benefit analysis of the implementation of decisions included in the agenda for the extraordinary general meeting of shareholders of 27 June 2019 with respect to AB Klaipedos nafta and its shareholders (Question 7 in UAB koncernas ACHEMOS GRUPE’s request of 18 June 2019).”* | For | Against |

|  |  |  |
| --- | --- | --- |
| Regarding any other new draft resolutions, not indicated above, to vote with all the votes held | For | Against |

We hereby confirm that we have familiarised in advance with the agenda of the repeat Extraordinary General Meeting of Shareholders of AB Klaipedos Nafta referred to in this Ballot

Paper and the draft resolutions contained herein, therefore we may express in advance in writing the will of …………………..............................................................................................................................., as a shareholder of AB Klaipedos Nafta in voting on the matters considered at the repeat Extraordinary General Meeting of Shareholders. Having regard to our will expressed in writing on the agenda matters of the repeat Extraordinary General Meeting of Shareholders, it should be considered that …………………......................................................................................................................... participated in the repeat Extraordinary General Meeting of Shareholders of AB Klaipedos Nafta held on 18-07-2019.

First name, surname, position of the shareholder (its representative):

Date and signature of the shareholder (its representative):

Date, title and number of the document entitling to vote (if the ballot paper is signed by anyone other than the head of the shareholder):

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_