



## **UAB koncernas Achemos grupe proposed draft decisions**

To 27 June 2019 Extraordinary General Meeting of Shareholders (hereinafter – the Meeting) of AB Klaipėdos nafta (hereinafter – the Company) UAB koncernas Achemos grupe submitted proposed draft decisions. Whereas during the Meeting quorum has not been met, the Meeting considered to be failed to hold, therefore in to the repeat Extraordinary General Meeting of Shareholders proposed the following UAB koncernas Achemos grupe draft decisions:

### **1. Regarding the approval of the decision of AB Klaipėdos 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 Klaipėdos Nafta to the subsidiary UAB SGD terminalas until AB Klaipėdos nafta submit failed to provide answers and information, i. e. provides an annex to the memorandum issued by AB Klaipėdos nafta's auditor PricewaterhouseCoopers UAB on 31 December 2018, i. e. AB Klaipėdos 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 Klaipėdos nafta and information about AB Klaipėdos 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 Klaipėdos 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 Klaipėdos nafta and its shareholders (Question 7 in UAB koncernas ACHEMOS GRUPE's request of 18 June 2019).”*

### **2. Regarding the approval of the decision of AB Klaipėdos 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 Klaipėdos nafta guarantee for the fulfillment of obligations of the subsidiary UAB SGD terminalas under the lease agreement until AB Klaipėdos nafta submit failed to provide answers and information, i. e. provides an annex to the memorandum issued by AB Klaipėdos nafta's auditor PricewaterhouseCoopers UAB on 31 December 2018, i. e. AB Klaipėdos 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)."*

### **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 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 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)."*