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:
 | **I Alternative draft resolution:***„To approve the decision of AB Klaipedos Nafta‘s Board:**1. To transfer the whole regulated activity of liquefied natural gas (hereinafter – LNG) terminal including but not limited to:**(i) all movable and immovable property, cash and other assets related to the LNG activity in accordance with annex No. 5; and**(ii) the existing loans set forth in the (a) Finance Contract (with all amendments and additional agreements and other documents related thereto) with European Investment Bank No. SERAPIS 2012-0490, FI 82.631 LT, dated 09-07-2013 along with the state guarantee provided by the Ministry of Finance of the Republic of Lithuania, dated 13-12-2013; (b) Loan Agreement (with all amendments and additional agreements and other documents related thereto) with Nordic Investment Bank No. L 5523, dated 27-11-2014 along with the state guarantee provided by the Ministry of Finance of the Republic of Lithuania, dated 12-01-2015; and**(iii) the time charter party agreement (with all amendments and additional agreements and other documents related thereto) signed by AB Klaipedos Nafta and UAB Hoegh LNG Klaipeda (formerly Höegh LNG Limited), dated 02-03-2012; and**(iv) all rights and obligations related thereto;**as a complex (business unit) (Article 6.402 of the Civil Code of the Republic of Lithuania), which value is EUR 25,802,527 as established in the independent property evaluation report by the company Uzdaroji akcine bendrove korporacija "Matininkai", code 121913439, dated 01-02-2019, to the wholly controlled subsidiary of AB Klaipedos Nafta – UAB SGD terminalas, code 304977459. The LNG terminal activity shall be transferred by way of increasing the authorised capital of UAB SGD terminalas by a monetary and non-monetary contribution – LNG terminal activity – by issuing 997,500 (nine hundred ninety seven thousand five hundred) new shares of UAB SGD terminalas with a par value of EUR 1 each, the total minimum issue price: EUR 25,802,527, the total allowable maximum issue price: EUR 28,802,527, by forming up to EUR 27,805,027 share premiums. To authorise the head of AB Klaipėdos Nafta, when adapting a decision of the sole shareholder of UAB SGD terminalas on increase of the authorised capital, to determine and approve the exact issue price of the newly issued shares of UAB SGD terminalas, taking into account (a) the change in the value of the assets and obligations of the LNG terminal as a property complex from the date of valuation of the terminal (31/12/2018) and the date of adaption of the sole shareholder’s decision on increase of the authorised capital, and (b) the maximum issue price of new shares, which may not exceed EUR 28,802,527.**2. To authorise General Manager of AB Klaipedos Nafta to sign all the agreements required for the implementation of the decisions, adopted in Clause 1 herein.”* | For | Against |
|  | **II Alternative draft resolution:***“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 Klaipėdos 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 |
|  | **III Alternative draft resolution:***„Considering the fact that there is no legal and actual possibility to perform transfer of the liquefied natural gas terminal activities to subsidiary UAB SGD terminalas under the independent property evaluation report by the company Uzdaroji akcine bendrove korporacija "Matininkai", code 121913439, dated 01-02-2019, because 6 months period has expired from the date of property valuation (31-12-2018), to postpone the consideration of the issue until the required valuation on investment in subsidiary UAB SGD terminalas is received.”* | 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:
 | **I Alternative draft resolution:***„To approve the decision of AB Klaipedos Nafta‘s Board:**2. Provide parent company guarantee of AB Klaipedos Nafta in favour of UAB Hoegh LNG Klaipeda and HÖEGH LNG LTD for performance of obligations of UAB SGD terminalas under the time charter party agreement in total amount not exceeding USD 310 million.”* | For | Against |
|  | **II Alternative draft resolution:***“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 |
|  | **III Alternative draft resolution:***“Taking into account that the decision was taken to postpone the approval of decision on transfer of the liquefied natural gas terminal activities, to postpone consideration of the issue of the provision of parent company guarantee of AB Klaipedos Nafta in favour of UAB Hoegh LNG Klaipeda and HÖEGH LNG LTD for performance of obligations of UAB SGD terminalas until the decision on transfer of the liquefied natural gas terminal activities to subsidiary UAB SGD terminalas will be adopted.”* | For | Against |
| 1. Item of the Agenda No 3 - Regarding the amendment of the Articles of Association of AB Klaipedos Nafta:
 | **I Alternative draft resolution:***“1. To amend Articles of Association of AB Klaipedos Nafta and to approve the attached new wording.**2. To authorise (with the right to sub-delegation) General Manager of AB Klaipedos Nafta to sign and submit the amended Articles of Association of the AB Klaipedos Nafta to the notary’s confirmation and to register them with the Register of Legal Entities.”* | For | Against |
|  | **II Alternative draft resolution:***“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 |
|  | **III Alternative draft resolution:***“Considering that the issue of performance of transfer of the liquefied natural gas terminal activities is postponed, to postpone the consideration of amendment Articles of Association of AB Klaipedos Nafta and the approval of the new wording until the decision on transfer of the liquefied natural gas terminal activities to subsidiary UAB SGD terminalas will be adopted.”* | 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):

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