



Draft decisions of the Extraordinary General Meeting of shareholders of AB Klaipėdos nafta to be held on 31 October 2019

The Board of AB Klaipėdos nafta, legal entity code 110648893, registered at Burių str. 19, Klaipėda, among others adopted the following decisions:

To approve the draft decisions under the approved agenda of the Extraordinary General Meeting of Shareholders, to be held on 31 October 2019 at 1:00 p. m.:

1. Regarding the approval of the decision of the Board of AB Klaipėdos nafta to give a guarantee or guarantees of AB Klaipėdos nafta for the subsidiary of UAB SGD logistika registered by it in the Federative Republic of Brazil:

“To approve the following decision of the Board of AB Klaipėdos nafta:

Upon establishment of the Brazilian SPV, to give a guarantee or guarantees in the name of AB Klaipėdos nafta to secure the fulfilment of obligations of the Brazilian SPV to GNA (or its legal successor) under the Agreement for the validity period of the Agreement (issuing a guarantee or guarantees for the entire period of the Agreement or issuing separate guarantees for relevant shorter periods). To establish that a guarantee or guarantees of AB Klaipėdos nafta can be given both as a direct guarantee of AB Klaipėdos nafta to GNA (or its legal successor) for the obligations of the Brazilian SPV, and indirectly – AB Klaipėdos nafta guaranteeing (also depositing cash or securing in any other way) the fulfilment of obligations of the Brazilian SPV to third parties, which issue guarantees or give other security for fulfilment of obligations of the Brazilian SPV to GNA (or its legal successor) under the Agreement. To establish that the total maximum amount covered by such guarantees of AB Klaipėdos nafta (whether direct or indirect) shall be limited to 100% of the annual income of the Brazilian SPV, generated under the Agreement, consisting of (i) the fixed fee (which changes subject to annual inflation), (ii) the variable fee (depending on the utilization of the terminal and which changes subject to annual inflation), (iii) compensation for incurred expenses (depending on actually incurred expenses of a certain type, that GNA (or its legal successor) compensates under the Agreement) and the total amount of which in one year, as estimated, should not exceed EUR 5 900 000 during the first year of the commercial operations of the terminal as established in the Agreement (without regard to possible foreign exchange fluctuations).”