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

TO BE HELD ON 31-10-2019

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 the Board of AB Klaipedos nafta to give a guarantee or guarantees of AB Klaipedos 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 Klaipedos nafta:*  *Upon establishment of the Brazilian SPV, to give a guarantee or guarantees in the name of AB Klaipedos 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 Klaipedos nafta can be given both as a direct guarantee of AB Klaipedos nafta to GNA (or its legal successor) for the obligations of the Brazilian SPV, and indirectly – AB Klaipedos 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 Klaipedos 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).”* | 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 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 Extraordinary General Meeting of Shareholders. Having regard to our will expressed in writing on the agenda matters of the Extraordinary General Meeting of Shareholders, it should be considered that …………………......................................................................................................................... participated in the Extraordinary General Meeting of Shareholders of AB Klaipedos nafta held on 31-10-2019.

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):

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