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

TO BE HELD ON 12-12-2019

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 additional decision of the Board of AB Klaipėdos nafta to pledge from 2025 all current and future amounts receivable (the Security Component) of the Company for the benefit of the Ministry of Finance of the Republic of Lithuania for the state guarantee granted by the Republic of Lithuania: | *“To approve of the following additional decision of the Company’s Board taken subject to the draft resolutions proposed to the General Meeting of Shareholders of 27 November 2019:*   1. *After expiration in 2025 of the pledge of all current and future amounts receivable (the Security Component) pledged to UAB Hoegh LNG Klaipeda, legal entity code 302719517, address Lvovo St. 25, Vilnius, to pledge these current and future amounts receivable (the Security Component) by a senior pledge to the Ministry of Finance of the Republic of Lithuania for the period until 31 December 2044 for the state guarantee granted by the Republic of Lithuania, to be issued under the agreement with the Nordic Investment Bank (hereinafter referred to as the NIB) for granting of a loan, borrowing up to EUR 135.5 million (one hundred and thirty-five million five hundred thousand euros) for a period of up to 26 (twenty-six) years, with the purpose to finance the rent payable by AB Klaipėdos nafta under the Time Charter Party of 2 March 2012 (including any and all related amendments and supplemental agreements and other documents), signed between AB Klaipėdos nafta and UAB Hoegh LNG Klaipeda (previously, Höegh LNG Limited), for reduction of the security additional component to the natural gas transmission price (hereinafter referring to as the Loan for Stage I), providing that this pledge, taking into account the funding scheme under consideration, may be established as alternative security for the pledge of the Company’s current and future amounts receivable (the LNG terminal security component) to the Ministry of Finance of the Republic of Lithuania, cancelling the pledge of all current and future amounts receivable (the LNG terminal security component) pledged to UAB Hoegh LNG Klaipeda, legal entity code 302719517, address: Lvovo St. 25, Vilnius, in accordance with the decision of the Board of AB Klaipėdos nafta dated 24 October 2019 (which is proposed to be approved at the general meeting of shareholders of AB Klaipėdos nafta to be held on 27 November 2019).”* | For | Against |
| 1. Item of the Agenda No 2- Regarding the approval of the additional decision of the Board of AB Klaipėdos nafta to obtain and present up to EUR 20,000,000 (twenty million euros) annual bank guarantee for the benefit of the Ministry of Finance of the Republic of Lithuania for the state guarantee granted by the Republic of Lithuania: | *“To approve of the following additional decision of the Company’s Board taken subject to the draft resolutions proposed to the General Meeting of Shareholders of 27 November 2019:*  *2. To obtain and present up to EUR 20,000,000 (twenty million euros) annual bank guarantee, which may be non-secured or secured with up to 100% cash equivalent (cash, treasury bonds, deposit) for the benefit of the Ministry of Finance of the Republic of Lithuania for the state guarantee granted by the Republic of Lithuania, to be issued under the agreement with the Nordic Investment Bank (hereinafter referred to as the NIB) for granting of a loan, borrowing up to EUR 135.5 million (one hundred and thirty-five million five hundred thousand euros) for a period of up to 26 (twenty-six) years, with the purpose to finance the rent payable by AB Klaipėdos nafta under the Time Charter Party of 2 March 2012 (including any and all related amendments and supplemental agreements and other documents), signed between AB Klaipėdos nafta and UAB Hoegh LNG Klaipeda (previously, Höegh LNG Limited), for reduction of the security additional component to the natural gas transmission price, extending this bank guarantee each year, but no longer than until the Company’s current and future amounts receivable (the Security Component) are pledged by a senior pledge to the Ministry of Finance of the Republic of Lithuania for the period until 31 December 2044, for the state guarantee granted by the Republic of Lithuania, to be issued under the agreement with the NIB for the Loan for Stage I, providing that this bank guarantee, taking into account the funding scheme under consideration, may be granted as alternative security for the bank guarantee of up to EUR 20,000,000 (twenty million euros) that may be granted for the benefit of Höegh LNG Ltd and UAB Hoegh LNG Klaipeda, in accordance with the decision of the Board of AB Klaipėdos nafta dated 24 October 2019 (which is proposed to be approved at the general meeting of shareholders of AB Klaipėdos nafta to be held on 27 November 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 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 12-12-2019.

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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