

**Draft decisions of the Annual General Meeting of Shareholders of Klaipėdos nafta, AB to be held on 29 April 2014**

On 7 April 2014 the Board of Klaipėdos nafta, AB, code 110648893, registered at Burių st. 19, Klaipėda (hereinafter referred to as the Company), adopted the following decisions:

To approve the Draft Decisions under the approved Agenda of the Annual General Meeting of Shareholders, scheduled for 29 April 2014 at 1.00 p.m.:

**1. On the announcement of the Auditor's Report regarding the Financial Statements and Annual Report of the Company for the year 2013 to the shareholders:**

*„The Auditor's Report regarding the Financial Statements and Annual Report of the Company for the year 2013 had been heard by the shareholders. Decision on this topic of the Agenda should not be taken.”*

**2. On the announcement of the Annual Report of Klaipėdos nafta, AB for the year 2013 to the shareholders.**

*„The Annual Report of Klaipėdos nafta, AB for the year 2013, as drafted by the Company, assessed by the Auditor and approved by the Board of Klaipėdos nafta, AB had been heard by the Company. Decision on this topic of the Agenda should not be taken.”*

**3. On the approval of the audited Financial Statements of Klaipėdos nafta, AB for the year 2013:**

*„To approve the audited Financial Statements of Klaipėdos nafta, AB for the year 2013.”*

**4. On the appropriation of profit (loss) of Klaipėdos nafta, AB for the year 2013:**

*„To distribute the Company's profit in the total sum of 35.648.546 LTL (equal to 10.324.532 EUR) available for appropriation, as follows:*

<i>Ratios</i>	<i>Amount, Litas</i>	<i>Amount, Euro</i>
<i>Non-allocated profit (loss) at the beginning of the financial year as of 01-01-2013</i>	-	-
<i>Net profit (loss) for the financial year</i>	35.648.546	10.324.532
<i>Transfers from restricted reserves</i>	-	-
<i>Shareholders' contribution against losses</i>	-	-
<i>Portion of the reserve of tangible fixed assets</i>	-	-
<i>Profit for allocation (1+2+3+4+5)</i>	35.648.546	10.324.532
<i>Allocation of profit to legal reserve</i>	1.782.427	516.227
<i>Allocation of profit to own shares acquisition</i>	-	-
<i>Allocation of profit to other reserves</i>	33.509.633	9.705.061
<i>Allocation of profit to dividends</i>	356.485	103.245
<i>Allocation of profit to tantiems</i>	-	-



**KLAIPĖDOS NAFTA**  
A K C I N Ė B E N D R O V Ė

<i>Non-allocated profit (loss) at the end of the year 2013 carried forward to next financial year (6-7-8-9-10-11)</i>	0	0
<i>Number of shares</i>	380.606.184	380.606.184
<i>Dividends per share</i>	0,0009366255	0,0002712655

**5. On the assignment of the audit company that shall perform the audit of the Financial Statements for the year 2014 and the approval of the terms of payment for audit services:**

“Based on the results of the Public Tender “Purchase of Audit Services for the Year 2014” the audit company to be assigned for the performance of the audit of the Financial Statements of the Company and assessment of its Annual Report for the year 2014, shall be –“Ernst & Young Baltic”, UAB (hereinafter referred to as the Auditor);

To authorize the General Manger of the Company to conclude the contract for audit services, based on which the total audit fee in the amount of 54,000.00 LTL (fifty four thousand Lithuanian litas) exclusive of VAT shall be paid for the audit of the Company’s Financial Statement, assessment of the Annual Report for the year 2013 and drafting of the Auditor’s Report (hereinafter referred to as the Audit Fee), as well as to determine the following conditions of payment:

- The Audit fee does not include travel and accommodation expenses, incurred by the Auditor in providing services under this Contract. The Client shall reimburse these expenses to the Auditor.
- The Auditor shall issue invoices for the Audit fee, as follows: 50 percent of the Contract price after completion of the interim audit but not later than 30 November of the relevant year and 50 percent of the Contract price after issuance of draft Auditor’s Report on the relevant year Financial Statements by the Auditor. The invoices shall be paid up by the Company within 30 days after issuance of the invoices.”