

Draft decision of an extraordinary general meeting of shareholders of AB Klaipėdos Nafta to be held on 11 November 2014

The Board Meeting of AB Klaipėdos Nafta (hereinafter – the Company) held on October 20, 2014 decided, inter alia:

1. To convene an extraordinary general meeting of shareholders of AB Klaipėdos Nafta on 11 November 2014 at 1:00 p.m., to be held in the administrative premises of the Company located in the Company's registered office at Burių g. 19, LT-91003 Klaipėda.

2. To approve the following agenda of the general meeting of shareholders of AB Klaipėdos Nafta:

Regarding the approval of the decision of AB Klaipėdos Nafta Board to enter into loan contract with Nordic Investment Bank (hereinafter – NIB) (hereinafter - loan contract).

3. To approve the following draft decision of the general meeting of shareholders proposed by the Board of AB Klaipėdos Nafta with respect to the following matter on the agenda:

Regarding the approval of the decision of AB Klaipėdos Nafta Board to enter into loan contract with Nordic Investment Bank (hereinafter – NIB) (hereinafter - loan contract):

“To approve the decision of AB Klaipėdos Nafta Board:

1. To sign a loan contract with Nordic Investment Bank (hereinafter – NIB), according to which:

1.1. loan amount – up to 34 754 402 (thirty four million seven hundred fifty four thousand and four hundred two) euros (120 000 000 (one hundred twenty million) litas);

1.2. the final repayment date of the loan – till the first half of year 2034;

1.3. interest rate: variable interest rate;

1.4. the duty of AB Klaipėdos Nafta to provide a sovereign guarantee that ensures principal and interest payment obligations of AB Klaipėdos Nafta according to the loan contract.

2. To instruct and authorize the General Manager of AB Klaipėdos Nafta to adopt decisions regarding credit conditions, including but not limited:

2.1. decisions regarding loan margin level;

2.2. decisions regarding the size of disbursed amount and its repayment conditions.

3. To establish that AB Klaipėdos Nafta Board's abovementioned decision provided for in paragraph 1 and 2, shall enter into force after it is approved by AB Klaipėdos Nafta General Meeting of Shareholders, as provided for in AB Klaipėdos Nafta Statutes, article 16:10.“