



**Draft decision of an extraordinary general meeting of shareholders of AB Klaipėdos Nafta  
to be held on 14 December 2015**

The Board of AB Klaipėdos Nafta (hereinafter, the “Company”) in the meeting held on 20 November 2015 decided, inter alia:

To approve the following draft decision of the extraordinary general meeting of shareholders, to be held on 14 December 2015 at 10:00 a.m. with respect to the following matter on the agenda:

*Regarding the approval of the resolution of the Board of AB Klaipėdos Nafta to guarantee for the obligations of the third persons.*

*“To approve the decision of AB Klaipėdos Nafta’s Board:*

1. *Acting together with the wholly-owned subsidiary to be established by AB Klaipėdos Nafta, the name of which is going to be UAB SGD logistika, to enter into a joint venture agreement with Bomin Linde LNG GmbH & Co. KG, limited partnership, established and acting under the laws of Germany, registration code HRA 1115369, registered address at Dornbusch 2, 20095, Hamburg, Germany, agreeing in this joint venture agreement inter alia as follows:*
  - 1.1. *the wholly-owned subsidiary to be established by AB Klaipėdos Nafta, the name of which is going to be UAB SGD logistika, and Bomin Linde LNG GmbH & Co. KG:*
    - 1.1.1. *shall cooperate in establishing a joint venture, which would rent and operate a liquefied natural gas bunkering carrier;*
    - 1.1.2. *the wholly-owned subsidiary to be established by AB Klaipėdos Nafta, the name of which is going to be UAB SGD logistika, will have a possibility to use a part of the capacities of the liquefied natural gas bunkering carrier and will cover a part of the costs of the joint venture, taking into account the rules set out in the joint venture agreement.*
  - 1.2. *AB Klaipėdos Nafta shall guarantee to Bomin Linde LNG GmbH & Co. KG for the fulfilment of the obligations by the wholly-owned subsidiary to be established by AB Klaipėdos Nafta, the name of which is going to be UAB SGD logistika, under the joint venture agreement and other arrangements in connection with this agreement for the entire effective term of the joint venture agreement, up to USD 14,000,000.*
2. *For AB Klaipėdos Nafta to guarantee, under a first demand guarantee, for the obligation of the joint venture to be established by the wholly-owned subsidiary to be established by AB Klaipėdos Nafta, the name of which is going to be UAB SGD logistika, and Bomin Linde LNG GmbH & Co. KG, which would rent and operate a liquefied natural gas bunkering carrier, to pay the rent for the carrier to the extent that the wholly-owned subsidiary to be established by AB Klaipėdos Nafta, the name of which is going to be UAB SGD logistika, undertakes to pay such a rent, up to USD 13,000,000.*
3. *To authorize General Manager of AB Klaipėdos Nafta to sign agreements regarding issue of guarantees pursuant to the main conditions approved in Clause 1.2 and Clause 2 of this Board decision.”*