



**Draft decision of an extraordinary general meeting of shareholders of AB Klaipėdos Nafta  
to be held on 8 March 2016**

The Board of AB Klaipėdos Nafta (hereinafter, the “Company”) in the meeting held on 12 February 2016 decided, inter alia:

To approve the following draft decision of the extraordinary general meeting of shareholders, to be held on 8 March 2016 with respect to the following matter on the agenda:

***1. Regarding the approval of the decision of the Board of AB Klaipėdos Nafta to enter into the contract on engineering and construction (EPC) works for the Klaipėda LNG Reloading Station with the winner of the public procurement “Procurement of engineering and construction works (EPC) for Liquefied Natural Gas Reloading Station”, conducted by the way of negotiated procedure without prior public publication:***

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

1. To conclude the contract on performance of engineering and construction (EPC) works for the Klaipėda LNG Reloading Station (hereinafter – the Works) (hereinafter – the Contract) with consortium PPS Pipeline Systems GmbH and Chart Ferox, a.s (hereinafter – the Contractor), who offered the lowest price and is the winner of the public procurement “Procurement of engineering, procurement and construction works (EPC) for Liquefied Natural Gas Reloading Station”, conducted by AB Klaipėdos Nafta by the way of negotiated procedure without prior public publication, under the following main conditions:

1.1. The Contractor shall perform the Works required for engineering and construction of the small scale liquefied natural gas (LNG) reloading and bunkering reloading station, including procurement of Works related goods and services, as defined in the Contract.

1.2. The total fixed price for the Works performed under the Contract shall be 27,700,000.00 EUR (twenty seven million seven hundred thousand euro zero cents) without VAT and 33,517,000.00 EUR (thirty three million five hundred seventeen thousand zero cents) with VAT (the tariff which is applicable on the day the Contract is concluded is 21 percent).

1.3. The start of the operations of the natural gas reloading station is 15 months as of the Contract comes in force.

1.4. Fixed price of the Contract may increase and the term for performance of the Works may be extended only in exclusive cases explicitly provided in the Contract. AB Klaipėdos Nafta shall pay the fixed price only for actually performed Works.

2. In case the total price of the Contract is increased more than 10 percent or the final execution period of the Contract is extended more than 60 days, in order to ensure proper control of amendment of the Contract for such increase of the Contract price and / or Contract performance period AB Klaipėdos Nafta management shall obtain the approval of the board.

3. To authorise the General Manager of AB Klaipėdos Nafta to conclude contract on performance

of engineering and construction (EPC) works for the Klaipeda LNG Reloading Station with the consortium PPS Pipeline Systems GmbH and Chart Ferox, a.s under the main conditions approved by this Board decision.”

***2. Regarding the amendment of 25 August 2015 decision Regarding the approval of the decision of AB Klaipedos Nafta’s Board to implement liquefied natural gas distribution station investment project” item No 1:***

“1. To approve the decision of the Board of AB Klaipedos Nafta to implement liquefied natural gas distribution station investment project for the total price not exceeding 27,700,000.00 EUR (without VAT) and 10 % reserve which can be used only in exceptional cases.

2. To amend the 25 August 2015 decision “Regarding the approval of the decision of AB Klaipedos Nafta’s Board to implement liquefied natural gas distribution station investment project” item No 1 to the following:

“1. AB Klaipedos Nafta to implement liquefied natural gas distribution station investment project for the total price not exceeding 27,700,000.00 EUR (without VAT) and 10 % reserve which can be used only in exceptional cases.”