



**Draft decisions of the Annual General Meeting of Shareholders of Klaipėdos nafta, AB to be held on  
21 April 2017**

On 29 March 2017 the Board of AB Klaipėdos nafta, legal entity code 110648893, registered at Burių st. 19, Klaipėda (hereinafter also referred to as the Company), among others adopted the following decisions:

To approve the Draft Decisions under the approved Agenda of the Annual General Meeting of Shareholders, to be held on 21 April 2017 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 2016 to the shareholders:**

*"The Auditor's Report regarding the Financial Statements and Annual Report of the Company for the year 2016 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 AB Klaipėdos nafta for the year 2016 to the shareholders.**

*"The Annual Report of AB Klaipėdos nafta for the year 2016, as drafted by the Company, assessed by the Auditor and approved by the Board of AB Klaipėdos nafta had been heard. Decision on this topic of the Agenda should not be taken."*

**3. On the approval of the audited Financial Statements of AB Klaipėdos nafta for the year 2016:**

*"To approve the audited Financial Statements of AB Klaipėdos nafta for the year 2016."*

**4. On the appropriation of profit (loss) of AB Klaipėdos nafta for the year 2016:**

*"To distribute the Company's profit in the total sum of EUR 13,794,308 available for appropriation, as follows:*

<b>No.</b>	<b>Ratios</b>	<b>Amount, Euro</b>
1	<i>Non-allocated profit (loss) at the beginning of the financial year as of 01-01-2016</i>	-
2	<i>Net profit (loss) for the financial year</i>	<i>13.794.308,18</i>
3	<i>Transfers from restricted reserves</i>	-
4	<i>Shareholders' contribution against losses</i>	-
5	<i>Portion of the reserve of tangible fixed assets</i>	-
6	<b><i>Profit for allocation (1+2+3+4+5)</i></b>	<b><i>13.794.308,18</i></b>

7	Allocation of earnings to legal reserve	689.715,41
8	Allocation of profit to own shares acquisition	-
9	Allocation of profit to other reserves	3.448.577,04
10	Allocation of profit to dividends	9.656.015,73
11	Allocation of profit to tantiems	-
12	<b>Non-allocated profit (loss) at the end of the year 2016 carried forward to next financial year (6-7-8-9-10-11)</b>	-

**5. On the assignment of the audit company that shall perform the audit of the Financial Statements for the year 2017 and 2018 and the approval of the terms of payment for audit services:**

1. Based on the results of the Public Tender "Purchase of Financial Statement and Regulated Activities Statements Audit Services for the Years 2017 and 2018" the audit company to be assigned for the performance of the audit of the Financial Statements and Regulated Activities Statements of the Company and assessment of its Annual Report for the years 2017 and 2018, shall be UAB "Ernst & Young Baltic", (hereinafter – the Auditor);
2. 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 EUR 48,000.00 exclusive of VAT shall be paid for the audit of the Company's Financial Statement and Regulated Activity Statement, assessment of the Annual Report for the years 2017 and 2018 and drafting of the Auditor's Report (hereinafter – the Audit Fee), as well as to determine the following conditions of payment:

The Auditor shall issue invoices for the Audit fee, as follows:


- a) Invoice in amount of 20% Audit fee shall be issued after the performance of the intermediary audit of the year 2017.
- b) Invoice in amount of 20% Audit fee shall be issued after the Auditor presents to the Company the report on the Company's financial statements for the year 2017.
- c) Invoice in amount of 10% Audit fee shall be issued after the Auditor presents to the Company the Auditor's report on the Company's regulated activity statements for the year 2017.
- d) Invoice in amount of 20% Audit fee shall be issued after the performance of the intermediary audit of the year 2018.
- e) Invoice in amount of 20% Audit fee shall be issued after the Auditor presents to the Company the report on the Company's financial statements for the year 2018.
- f) Invoice in amount of 10% Audit fee shall be issued after the Auditor presents to the Company the Auditor's report on the Company's regulated activity statements for the year 2018.

The Company shall pay the invoices within 30 days as of receipt of the invoices."

**6. On the approval of the decision of Company's board to sign loan agreement with Nordic Investment Bank:**

"To approve the decision of AB Klaipedos nafta Board:

1. Sign loan agreement with Nordic Investment bank (hereinafter – NIB), where:
  - 1.1 maximum amount of the loan would be EUR 20 700 000 (twenty million seven hundred thousand) euros;
  - 1.2 the loan amount should be repaid in the latter half of the year 2031;
  - 1.3 interest: floating interest rate (margin of 1,20% adding 6 month Euribor);

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2. *To authorize the General Manager of AB “Klaipėdos nafta” to decide on borrowing conditions, including, but not limited to decide due to requested disbursement amount and repayment conditions.”*