

**BALLOT PAPER FOR VOTING IN WRITING IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AB KLAIPĖDOS NAFTA,  
TO BE HELD ON 21 APRIL 2017**

Shareholder's first name, surname (legal entity name)

.....

Shareholder's personal ID number (legal entity code)

.....

Number of shares held

.....

Number of votes held

.....

**Please cross out what does not apply ("FOR" or "AGAINST") and leave the selected version of the resolution not crossed:**

Organisational issues of the meeting			
To propose to elect the following person as the Chairman of the meeting and to vote "for" the proposed candidate: .....			
To propose to elect the following person as the Secretary of the meeting and to vote "for" the proposed candidate: .....			
To propose to elect the following person as the person responsible for performance of actions provided for in paragraph 2 of Article 22 of the Law of the Republic of Lithuania on Companies and to vote "for" the proposed candidate: .....			
Matter on the agenda	Draft resolution	For	Against
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.	<i>"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."</i>	For	Against
2. On the announcement of the Annual Report	<i>„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</i>	For	Against

of AB Klaipėdos nafta for the year 2016 to the shareholders.	<i>topic of the Agenda should not be taken.</i>																																									
3. On the approval of the audited Financial Statements of AB Klaipėdos nafta for the year 2016.	<i>"To approve the audited Financial Statements of AB Klaipėdos nafta for the year 2016."</i>	For	Against																																							
4. On the appropriation of profit (loss) of AB Klaipėdos nafta for the year 2016.	<p><i>"To distribute the Company's profit in the total sum of EUR 13,794,308 available for appropriation, as follows:</i></p> <table border="1"> <thead> <tr> <th><b>No.</b></th> <th><b>Ratios</b></th> <th><b>Amount, Euro</b></th> </tr> </thead> <tbody> <tr> <td>1</td> <td><i>Non-allocated profit (loss) at the beginning of the financial year as of 01-01-2016</i></td> <td>-</td> </tr> <tr> <td>2</td> <td><i>Net profit (loss) for the financial year</i></td> <td>13.794.308,18</td> </tr> <tr> <td>3</td> <td><i>Transfers from restricted reserves</i></td> <td>-</td> </tr> <tr> <td>4</td> <td><i>Shareholders' contribution against losses</i></td> <td>-</td> </tr> <tr> <td>5</td> <td><i>Portion of the reserve of tangible fixed assets</i></td> <td>-</td> </tr> <tr> <td>6</td> <td><b><i>Profit for allocation (1+2+3+4+5)</i></b></td> <td><b>13.794.308,18</b></td> </tr> <tr> <td>7</td> <td><i>Allocation of earnings to legal reserve</i></td> <td>689.715,41</td> </tr> <tr> <td>8</td> <td><i>Allocation of profit to own shares acquisition</i></td> <td>-</td> </tr> <tr> <td>9</td> <td><i>Allocation of profit to other reserves</i></td> <td>3.448.577,04</td> </tr> <tr> <td>10</td> <td><i>Allocation of profit to dividends</i></td> <td>9.656.015,73</td> </tr> <tr> <td>11</td> <td><i>Allocation of profit to tantiems</i></td> <td>-</td> </tr> <tr> <td>12</td> <td><b><i>Non-allocated profit (loss) at the end of the year 2016 carried forward to next financial year (6-7-8-9-10-11)</i></b></td> <td>-</td> </tr> </tbody> </table>	<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>	13.794.308,18	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>13.794.308,18</b>	7	<i>Allocation of earnings to legal reserve</i>	689.715,41	8	<i>Allocation of profit to own shares acquisition</i>	-	9	<i>Allocation of profit to other reserves</i>	3.448.577,04	10	<i>Allocation of profit to dividends</i>	9.656.015,73	11	<i>Allocation of profit to tantiems</i>	-	12	<b><i>Non-allocated profit (loss) at the end of the year 2016 carried forward to next financial year (6-7-8-9-10-11)</i></b>	-	For	Against
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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.	<p><i>"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 &amp; Young Baltic", (hereinafter – the Auditor);</i></p> <p><i>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</i></p>	For	Against																																							

	<p><i>following conditions of payment:</i></p> <p><i>The Auditor shall issue invoices for the Audit fee, as follows:</i></p> <p>a) <i>Invoice in amount of 20% Audit fee shall be issued after the performance of the intermediary audit of the year 2017.</i></p> <p>b) <i>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.</i></p> <p>c) <i>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.</i></p> <p>d) <i>Invoice in amount of 20% Audit fee shall be issued after the performance of the intermediary audit of the year 2018.</i></p> <p>e) <i>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.</i></p> <p>f) <i>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.</i></p> <p><i>The Company shall pay the invoices within 30 days as of receipt of the invoices."</i></p>		
6. On the approval of the decision of Company's board to sign loan agreement with Nordic Investment Bank.	<p><i>"To approve the decision of AB Klaipėdos nafta Board:</i></p> <p>1. <i>Sign loan agreement with Nordic Investment bank (hereinafter – NIB), where:</i></p> <p>1.1 <i>maximum amount of the loan would be EUR 20 700 000 (twenty million seven hundred thousand) euros;</i></p> <p>1.2 <i>the loan amount should be repaid in the latter half of the year 2031;</i></p> <p>1.3 <i>interest: floating interest rate (margin of 1,20% adding 6 month Euribor);</i></p> <p>2. <i>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."</i></p>	For	Against

Regarding any other new draft resolutions, not indicated above, to vote with all the votes held	For	Against
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We hereby confirm that we have familiarised in advance with the agenda of the Ordinary General Meeting of Shareholders of AB Klaipėdos nafta referred to in this Ballot Paper and the draft resolutions contained herein, therefore we may express in advance in writing the will of ..... as a shareholder of AB Klaipėdos nafta in voting on the matters considered at the Ordinary General Meeting of Shareholders. Having regard to our will expressed in writing on the agenda matters of the Ordinary General Meeting of Shareholders, it should be considered that ..... participated in the Ordinary General Meeting of Shareholders of AB Klaipėdos nafta held on .....

21 April 2017.

**First name, surname, position of the shareholder (its representative):**

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**Date and signature of the shareholder (its representative):**

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**Date, title and number of the document entitling to vote (if the ballot paper is signed by anyone other than the head of the shareholder):**

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