



**Draft decision of the extraordinary General Meeting of Shareholders of AB Klaipėdos nafta to be held on 24 May 2013**

On 22 April 2013 the Board of AB Klaipėdos nafta approved the draft decision of the extraordinary General Meeting of Shareholders, scheduled for 24 May 2013 at 1.00 p.m., to be held in the office of the company at Burių st.19, LT-91003 Klaipėda:

**Regarding approval of the decision of the Board of AB Klaipėdos nafta to amend AB Klaipėdos nafta Board decision, dated 21 December 2012, to conclude contract with the winner of the public procurement “Procurement of Engineering, Procurement and Construction (EPC) Works for Natural Gas Pipeline System”.**

*“To approve the decision of the Board of AB Klaipėdos nafta:*

*1. To change the decisions taken in the meeting of the Board of AB Klaipėdos Nafta on 21 December 2012, in connection with the conclusion of the Contract (hereinafter, the Contract) for Natural Gas Pipeline System Engineering, Procurement and Construction (EPC) Works (hereinafter, the Works), necessary in constructing the connection between the Liquefied Natural Gas Terminal's (hereinafter, the LNGT) jetty within the water area of the Klaipėda State Sea Port (near the northern part of the Kiaulės Nugara island) and the Lithuanian natural gas transportation system (gas pipeline Jurbarkas–Klaipėda (section Tauragė–Klaipėda) near Klaipėda DSS-2 (gas distribution station) by Kiškėnų village, Dovilų sub-district, Klaipėda district municipality), reading them as follows:*

- 1.1 To conclude Contract with PPS Pipeline Systems GmbH, the winner of the public procurement “Procurement of Engineering, Procurement and Construction (EPC) Works for Natural Gas Pipeline System” performed by AB Klaipėdos Nafta under negotiated procedure with a publication of notice, that submitted the most economically beneficial tender offer (hereinafter, the Contractor).*
  - 1.2 The total fixed price for all the Works under the Contract will be LTL 94,840,000 (ninety four million eight hundred and forty thousand litas), VAT excl., and LTL 114,756,400 (one hundred and fourteen million seven hundred and fifty six thousand four hundred litas), VAT incl. The rate of the VAT on the day of the conclusion of the Contract is equal to 21 percent. This fixed price of the Contract can increase only in exceptional cases provided for in the Contract. AB Klaipėdos Nafta will pay the indicated fixed price of the Contract only for the Works actually performed.*
  - 1.3 All the Works under the Contract must be finished till 1 August 2014. The Works performance term may only be extended in exceptional cases set forth in the Contract.*
- 2. To determine that the Contract with the winner will be concluded only after expiry of the obligatory 15 days' period of deferment applicable to the conclusion of the Contract, as provided for in Article 2.22 of the Law of the Republic of Lithuania on Public Procurement and in case there are no valid instructions or decisions of institutions with relevant powers, prohibiting signing the Contract with the Contractor that won this specific public procurement.”*