



Draft decisions of the extraordinary general meeting of shareholders of Klaipėdos nafta, AB to be held on 5 April 2013

Based on the decisions of the Board of Klaipėdos nafta, AB, code 110648893, registered at Burių st. 19, Klaipėda (hereinafter, the "Company"), from 12 and 20 March 2013:

1. The Agenda of the Extraordinary General Meeting of the Shareholders of the Company:
 - 1.1. On the approval of the Decision of the Board of Klaipėdos nafta, AB, to conclude the contract for Engineering and Construction Works of Port Infrastructure with Suprastructure with the winner of the international tender "*Procurement of Engineering and Construction Works of Port Infrastructure (Jetty) with Suprastructure (Equipment) of Liquefied Natural Gas Terminal*" of Klaipėdos Nafta, AB.
 - 1.2. On the approval of the general conditions of the confidentiality agreement of the Supervisory Council.
2. The Draft Decision under the approved Agenda of the Extraordinary General Meeting of Shareholders:
 - 2.1. "*On the approval of the Decision of the Board of Klaipėdos nafta, AB, to conclude the contract for Engineering and Construction Works of Port Infrastructure with Suprastructure with the winner of the international tender "Procurement of Engineering and Construction Works of Port Infrastructure (Jetty) with Suprastructure (Equipment) of Liquefied Natural Gas Terminal" of Klaipėdos Nafta, AB.*

To approve the decision of the Board of the Company, according to which it was decided:

- 1) *to conclude the contract for Engineering and Construction Works of Port Infrastructure with Suprastructure with the winner of the international tender "Procurement of Engineering and Construction Works of Port Infrastructure (Jetty) with Suprastructure (Equipment) of Liquefied Natural Gas Terminal" of Klaipėdos Nafta, AB, who proposed the lowest price for all the scope of works – Akciju sabiedriba (transl. -stock company) "BMGS" (hereinafter referred to as the Contractor).*
- 2) *The total fixed price for all the works under the Contract shall not exceed 27 190 000 EUR (twenty seven million one hundred ninety thousand euro) without VAT. This fixed price can increase only in the exclusive cases provided for in the Contract. Klaipėdos nafta, AB shall be paying the indicated fixed sum only for the actual works performed under the Contract.*



- 3) All the works under the Contract shall be finished till 1 October 2014. The performance terms may only be extended in the exclusive cases set forth in the Contract.
 - 4) To establish, that this decision of the Board shall become effective after the approval by the General Meeting of the Shareholders of the Company, as it is provided in Article 16.10 of the Bylaws of the Company and the contract will be concluded with the winner after the expiry of the period of deferment of 15 days which is applicable in accordance with paragraph 22 of Article 2 of the Law of the Republic of Lithuania on Public Procurement.
 - 5) Should the total price of the Contract is to be exceeded by more than 10 percent or the final implementation term of the Contract (1 October 2014) is to be extended for the period of more than 30 days, in order to ensure due control over any amendments to the Contract, the Company's management shall also be obliged, to receive the approval of the Board of the Company for the corresponding increase of the price of the Contact and (or) extension of the Contract's implementation terms.
- 2.2. To approve of the general conditions of the confidentiality agreement of the Supervisory Council."