



**Draft decision of an extraordinary general meeting of shareholders of AB Klaipėdos Nafta  
to be held on 26 June 2014**

AB Klaipėdos Nafta, legal entity code 110648893, with the registered office at Burių g. 19, Klaipėda, (the "Company") at the Board meetings held on 23 May 2014 and 2 June 2014 decided, *inter alia*, as follows:

1. To convene an extraordinary general meeting of shareholders of AB Klaipėdos Nafta on 26 June 2014 at 13:00 p.m., to be held in the administrative premises of the Company located in the Company's registered office at Burių g. 19, LT-91003 Klaipėda.

2. To approve the following agenda of the general meeting of shareholders of AB Klaipėdos Nafta:

"1. On approving the decision of the Board of AB Klaipėdos Nafta to amend Claims Assignment Agreement No. J4-17-2013 entered into with Nordea Bank Finland Plc on 15 February 2013.

2. On approving the decision of the Board of AB Klaipėdos Nafta to invest in newly issued shares of UAB LITGAS, issued during the increase of the share capital of UAB LITGAS."

3. To approve the following draft decision of the extraordinary general meeting of shareholders proposed by the Board of AB Klaipėdos Nafta with respect to the following matter on the agenda:

1. *On approving the decision of the Board of AB Klaipėdos Nafta to amend Claims Assignment Agreement No. J4-17-2013 entered into with Nordea Bank Finland Plc on 15 February 2013:*

*„To approve the decision of the Board of AB Klaipėdos Nafta:*

1. *To amend Claims Assignment Agreement No. J4-17-2013 (the "Claims Assignment Agreement") entered into on 15 February 2013 on the basis of the Board's decisions dated 22 January 2013 and 6 February 2013, replacing a party to the Claims Assignment Agreement, i.e. the Bank, with the assignee of rights and obligations of the Bank, i.e. the Parent Bank.*

2. *To determine that the Board's decision referred to in Clause 1 above will enter into force after its approval by the general meeting of shareholders of AB Klaipėdos Nafta, as provided for in Article 16.10 of the Articles of Association of AB Klaipėdos Nafta.*

3. *To authorise and oblige the General Manager of AB Klaipėdos Nafta to sign an additional arrangement on replacing a party to the Claims Assignment Agreement in compliance with the relevant decision of the Board, for which the approval of the general meeting of shareholders of AB Klaipėdos Nafta has been obtained, with the Parent Bank."*

2. *On approving the decision of the Board of AB Klaipėdos Nafta to invest in newly issued shares of UAB LITGAS, issued during the increase of the share capital of UAB LITGAS:*

*„To approve the decision of the Board of AB Klaipėdos Nafta:*

1. *Along with UAB Lietuvos Energija (code 301844044), which is the other main shareholder of the company UAB LITGAS (code 302937277), to take part in the share capital increase of UAB LITGAS, during which no more than 97 000 002 (ninety seven million and two) new ordinary shares of the nominal value of 1 (one) litas shares will be issued, the price per share issued equal to 1 (one) litas and paid in cash:*



- 1.1. *On a behalf of AB Klaipėdos Nafta to sign no more than 32 333 334 (thirty two million three hundred and thirty-three thousand three hundred and thirty four) of newly issued ordinary shares of UAB LITGAS of nominal value of 1 litas and of the total issue price no more than 32 333 334 (thirty two million three hundred thirty three thousand three hundred thirty four) litas;*
  - 1.2. *To establish that the above mentioned newly issued shares of UAB LITGAS can be signed – either at once by one share capital increase, either in several subsequent share capital increase iterations;*
  - 1.3. *To establish that during the increase of the share capital of UAB LITGAS AB Klaipėdos Nafta shall be entitles to sign any other smaller number of shares, but in all cases it must be guaranteed that the part of shares of AB Klaipėdos Nafta“ in the share capital of UAB LITGAS remains no less that 1/3rd.*
  - 1.4. *To establish that AB Klaipėdos Nafta will sign the newly issued shares of UAB LITGAS after the general shareholders meeting of UAB LITGAS takes appropriate decisions regarding the increase of share capital of UAB LITGAS. Accordingly, if the share capital of UAB LITGAS would be increased in several subsequent iterations, AB Klaipėdos Nafta will sign the newly issued shares only after the general meeting of UAB LITGAS takes appropriate decisions regarding the particular separate stage of the increase of the share capital of UAB LITGAS.*
- 
2. *To determine that the Board’s decision referred to in Clause 1 above will enter into force after its approval by the general meeting of shareholders of AB Klaipėdos Nafta, as provided for in Article 16.10 of the Articles of Association of AB Klaipėdos Nafta. “*