



Draft decisions of the Extraordinary General Meeting of Shareholders of Klaipėdos nafta, AB to be held on 2 July 2013

On 7 June 2013 the Board of Klaipėdos nafta, AB, code 110648893, registered at Burių st. 19, Klaipėda (hereinafter, the “Company”), adopted the following decisions:

1. To convene the Extraordinary General Meeting of Shareholders of the Company on 2 July 2013 at 1:00 p.m. The meeting shall be held in the registered office of the Company at Burių st.19, Klaipėda, in the premises of the administration of the Company.

2. To approve the following Agenda of the Extraordinary General Meeting of the Shareholders of the Company:

On the approval of the Decision of the Board of Klaipėdos nafta, AB, to enter into a Credit Agreement with European Investment Bank (hereinafter – the EIB).

3. The Draft Decision under the approved Agenda of the Extraordinary General Meeting of Shareholders:

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

- 1. To enter into a Credit Agreement with EIB under the standard practice of the EIB, under which:*
 - 1.1 the maximum credit amount shall be EUR 87,000,000 (eighty seven million Euro) (300,000,000 (three hundred million) Litass);*
 - 1.2 the term of the credit shall be up to 20 (twenty) years;*
 - 1.3 interest: variable or fixed, which particular rate would be provided in the EIB’s disbursement proposal;*
 - 1.4 condition precedent to disbursement of the credit by the EIB to the Company – an obligation to submit a State guarantee ensuring the Company’s monetary obligations under the credit agreement.*
- 2. To establish that the decision of the Board of Klaipėdos nafta, AB, provided for in clause No.1 herein, shall become effective after the approval by the Board of EIB and the General Meeting of the Shareholders of the Company, as it is provided in Article 16.10 of the Bylaws of the Company.*
- 3. To authorise the General Manager of Klaipėdos nafta, AB, to decide upon loaning conditions, provided for in the EIB’s disbursement proposals, including, but not limited to:*
 - 3.1 to decide upon variable or fixed interest rate;*
 - 3.2 to decide upon the requested amount of credit. “*