



Draft decisions of the Extraordinary General Meeting of Shareholders of AB “Klaipėdos nafta” to be held on 30 November 2023

The Board of AB “Klaipėdos nafta”, legal entity code 110648893, registered at Buriu str. 19, Klaipėda, among others adopted the following decisions:

To approve the draft decisions under the approved agenda of the Extraordinary General Meeting of Shareholders, to be held on 30 November 2023 at 1:00 p.m.:

1. Regarding the approval of the amended Articles of Association of the Company:

- “1.1. To amend the Articles of Association of the Company, presenting them as a new wording (enclosed).*
- 1.2. To authorize (with the right to delegate the authority) the Chief Executive Officer of the Company to sign the new wording of the Articles of Association of the Company, to present it for notary approval, to present it for registration with the Registry of Legal Entities and to perform other related actions.”*

2. Regarding the approval of the amended Remuneration policy of the Company:


- “2.1. To approve the amended Remuneration Policy of the Company” (enclosed);*
- 2.2. Amended Remuneration Policy of the Company comes into force from the date of Articles of Association of the Company registration in the Registry of Legal Entities.”*

3. Regarding the approval of the amended Corporate Governance Policy of the Company:

- “3.1. To approve the amended Corporate Governance Policy of the Company;*
- 3.2. Amended Corporate Governance Policy of the Company comes into force from the date of Articles of Association of the Company registration in the Registry of Legal Entities.”*

4. Regarding the activities of the audit committee members and the audit committee of the Company:

- “4.1. To establish that the members of the audit committee of the Company Šarūnas Radavičius, Robertas Vyšniauskas and Mantas Šukevičius elected by the decisions of the Supervisory Council of the Company adopted in meetings held on November 24th, 2022, and February 23rd, 2023, will continue to perform their functions (and the contracts concluded with them regarding activities in the audit committee and the established remuneration shall be valid) until the end of the term of office of the Supervisory Council of the Company;*
- 4.2. To establish that the procedure for establishing the audit committee of the Company, the number and composition of its members, the period of membership in the audit committee, the procedure for electing the chairman of the audit committee, the rights and duties of the audit committee, the organization of meetings, decision-making and other matters of organizing the activities of the audit committee shall be determined by the Supervisory Council of the Company decision of November 24th, 2022 No. J2-9 approved regulations of the audit committee of the Company;*

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- 4.3. *To determine that when concluding contracts with the Company members of the audit committee Šarūnas Radavičius, Robertas Vyšniauskas and Mantas Šukevičius, the 2018 resolution of the Supervisory Council of the Company of July 27 decision no. J2-4 approved standard contract regarding the activities of a member of the audit committee of the Company was valid;*
- 4.4. *It is established that the decisions provided for in above points 4.1-4.3 come into force if the new version of the articles of association of the Company is approved at this general meeting of shareholders, which stipulates that the decisions on the composition of the audit committee and the approval of the regulations of the audit committee activities are taken by the general meeting of shareholders, and when these new versions of the articles of association of the Company are registered in the Register of Legal Entities.”*
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