



**HÖEGH LNG**

**HÖEGH LNG HOLDINGS LTD.**

(the "Company")

**NOTICE**

YOU ARE HEREBY NOTIFIED that the Annual General Meeting ("AGM")

of the Company for the year 2019 (the "2019 AGM")

will be held at

the registered office of the Company  
located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda

on

**5 June 2019 at 18:00 hours ADT**

(Atlantic Daylight Time)

for the transaction of the following business, as further described in the notes enclosed hereto as Enclosure 1.

The Enclosures to this Notice are not enclosed to the paper version of the Notice, but are made available at [www.hoeghlng.com](http://www.hoeghlng.com).

**AGENDA**

1. Elect a chairman of the AGM, if necessary.
2. Read the Notice convening the AGM and confirm a quorum is present.
3. **The Annual Report including Auditors' Report**

Presentation of the Company's 2018 Annual Report, which includes the Directors' Report, the Corporate Social Responsibility Report, the Corporate Governance Report and the Financial Statements of the Company (consolidated and stand-alone) for the year ended 31 December 2018 and the Auditor's Report (see *Note 1*).

4. **Election of external auditor**

The Board of Directors proposes the re-appointment of Ernst & Young AS as the Company's auditors until the close of the next AGM and further proposes that the Directors be granted the authority to determine the auditors' remuneration.

## 5. Election of Directors

Consider, and if thought fit, approve the election of the Class II Directors in accordance with the recommendation from the Nomination Committee ([Enclosure 2](#)).

The Nomination Committee has made the following recommendation:

- 5.1 To re-elect Morten W. Høegh as a Class II Director of the Company to serve until the conclusion of the AGM of the Company for the year 2021 (the "**2021 AGM**") or until his successor is elected or elected in accordance with the Bye-Laws of the Company.
- 5.2 To re-elect Christopher G. Finlayson as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected or elected in accordance with the Bye-Laws of the Company.
- 5.3 To re-elect Ditlev Wedell-Wedellsborg as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected or elected in accordance with the Bye-Laws of the Company.
- 5.4 To re-elect Steven Rees Davies as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected or elected in accordance with the Bye-Laws of the Company.
- 5.5 To re-appoint Morten W. Høegh as the Chairman of the Board of Directors.
- 5.6 That the number of Directors of the Company shall be seven.

(See *Note 2*.)

## 6. Determination of remuneration of the Directors

Consider, and if thought fit, approve the remuneration of the Directors in accordance with the recommendation from the Nomination Committee ([Enclosure 2](#)):

- 6.1 Approve that Morten W. Høegh, Leif O. Høegh, Andrew Jamieson, Ditlev Wedell-Wedellsborg, Christopher G. Finlayson and Jørgen Kildahl each receive for the services rendered by them as Directors in the period between the 2019 AGM and the conclusion of the AGM of the Company for the year 2020 (the "**2020 AGM**") payment of USD 35,000 in cash, plus the issue of a number of common shares of the Company of par value of USD 0.01 in the capital of the Company equal to the number that could be purchased on Oslo Børs for USD 15,000 at the close of business on the date of the 2020 AGM (rounded down to the nearest whole share). The Company's shares are traded in Norwegian Kroner and the exchange rate for Norwegian Kroner and US Dollars which will be used to calculate the shares to be issued to the said Directors will be the exchange rate on the date of the 2020 AGM listed on the official website of Norges Bank. The shares will be issued and the cash payment will be made following conclusion of the 2020 AGM.
- 6.2 Approve the payment of invoices issued for the provisions of the services of the Bermuda resident Director, being Steven Rees Davies, and the Bermuda resident Alternate Directors be paid based on the services rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM.
- 6.3 Approve that the chairman of the Audit Committee and the chairman of the Governance, Compliance and Compensation Committee each receive the payment of USD 10,000 in cash as payment for services rendered by them as chairmen in the period between the 2019 AGM and the conclusion of the 2020 AGM, to be paid following conclusion of the 2020 AGM.

(See *Note 2*.)

7. **Election of members to the Nomination Committee**

Consider, and if thought fit, approve the election of members to the Nomination Committee in accordance with the recommendation from the Nomination Committee (which will be submitted separately).

(See *Note 3*.)

8. **Determination of remuneration payable to the members of the Nomination Committee**

Consider, and if thought fit, approve the remuneration to the members of the Nomination Committee in accordance with the recommendation from the Nomination Committee (which will be submitted separately).

(See *Note 3*.)

**Record Date and Attendance Slip for attendance and voting at the 2019 AGM**

In accordance with the Company's Bye-Laws, only shareholders registered in the branch register of the Company maintained by Verdipapirsentralen ASA (VPS), Biskop Gunnerus Gate 14A, 0185, Oslo, Norway at 20:00 hours CEST (Central European Summer Time) on 31 May 2019 (the "**Record Date**") shall be entitled to attend and vote at the 2019 AGM in respect of the number of shares registered in their name at such time.

Shareholders who want to attend the 2019 AGM in person must give notice by no later than 3 June 2019 at 08:00 hours (CEST). The shareholders are required to complete the **Attendance Slip** enclosed to this notice (Enclosure 3) and submit it to DNB Bank ASA (see contact details below).

If the 2019 AGM is adjourned, the time by which a person must be entered in the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is the later of 20:00 hours CEST on 3 June 2019 or 20:00 hours CEST on the day which is **five days preceding** the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded when determining the rights of any person to attend and vote at the 2019 AGM.

**Appointment of Proxy**

A shareholder entitled to attend and vote at the 2019 AGM is entitled to appoint one or more proxies to attend and to vote in his or her place. To appoint a proxy, please use the Form of Proxy enclosed to this notice (Enclosure 4).

To be valid, the Form of Proxy, together with the power of attorney or other authority (as applicable) under which it is signed by a registered shareholder, must be submitted to DNB Bank ASA (see contact details below) by no later than 08:00 hours CEST on 3 June 2019.

**DNB Bank ASA – contact details**

Please forward the Attendance Slip and/or the Form of Proxy by (i) post to DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or (ii) by PDF attachment to e-mail: [vote@dnb.no](mailto:vote@dnb.no).

\* \* \*

Bermuda, 15 May 2019

BY ORDER of the Board of Höegh LNG Holdings Ltd.  
For the Chairman

A handwritten signature in black ink, appearing to read "Morten Stig", is written over a horizontal line. The signature is cursive and somewhat stylized.

**Enclosures:**

1. Notes to the Agenda of the 2019 AGM of Höegh LNG Holdings Ltd.
2. Recommendation from the Nomination Committee to the 2019 AGM dated 15 May 2019
3. Attendance Slip
4. Form of Proxy





**Notes to the Agenda  
for the 2019 Annual General Meeting (“2019 AGM”)  
of  
Höegh LNG Holdings Ltd. (the “Company”)**

**Note 1 / Agenda item no. 3 – The Annual Report including Auditors’ Report**

In accordance with Section 84 of the Companies Act 1981 of Bermuda, the audited consolidated financial statements of the Company for the year ended 31 December 2018 will be presented at the 2019 AGM. These statements together with the Company’s Annual Report were approved by the Directors of the Company on 22 March 2019. There is no requirement under Bermuda law that such statements be approved by the shareholders and no such approval will be sought at the 2019 AGM.

The Company’s Annual Report is available at [www.hoeghlng.com](http://www.hoeghlng.com) / Investor / Financial History / Annual Quarterly Reports. Shareholders can request a hard copy free of charge by writing to: Höegh LNG Holdings Ltd. c/o Höegh LNG AS, Drammensveien 134, P.O. Box 4 Skøyen, 0212 Oslo, Norway, Att. VP IR & Strategy or send an e-mail to: [info@hoeghlng.com](mailto:info@hoeghlng.com).

**Note 2 / Agenda items no. 5 and 6 – Election and Remuneration of Directors**

According to the Company’s Bye-Laws, the Directors of the Company are designated as either Class I Directors or Class II Directors for the purpose of retirement by rotation.

At the Annual General Meeting (“AGM”) of the Company for the year 2018 (the “2018 AGM”), the Class I Directors were elected to serve until the conclusion of the 2020 AGM.

The Class II Directors are up for election at the 2019 AGM and the Nomination Committee recommends that the following Directors are re-elected to serve as Class II Directors until the conclusion of the 2021 AGM of the Company or until their respective successors are appointed or elected in accordance with the Bye-laws of the Company (see the Nomination Committee Report enclosed as Enclosure 2):

- 1) Morten W. Høegh
- 2) Christopher G. Finlayson
- 3) Ditlev Wedell-Wedellsborg
- 4) Steven Rees Davies

The Nomination Committee further recommends that Morten W. Høegh is re-elected as chairman of the Board of Directors.

The Bye-Laws of the Company provide that the Directors’ fees shall be determined by shareholders’ resolution.

It is proposed that the Directors (excluding the Bermuda resident Director) be paid the fees and issued shares in the capital of the Company in respect of the services rendered by them in the period between the 2019 AGM and the conclusion of the 2020 AGM as detailed in the Report from the Nomination Committee (Enclosure 2).

Steven Rees Davies is elected as the Bermuda resident Director. He is a partner and employee of the Company’s Bermuda counsel, Appleby (Bermuda) Limited. Invoices issued for the provision of the services

of the Bermuda resident Director and the Bermuda resident Alternate Directors will be paid based on the services rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM.

It is further proposed that each of the chairmen of the Audit Committee and the Governance, Compliance and Compensation Committee be paid the fees in respect of the services rendered by them in the period between the 2019 AGM to the conclusion of the 2020 AGM as detailed in the Report from the Nomination Committee (Enclosure 2).

**Note 3 / Agenda items no. 7 and 8 – Election and Remuneration of the Nomination Committee**

The recommendation from the Nomination Committee on items 7 and 8 will follow separately.

\* \* \*

Each of the resolutions in relation to the foregoing business has been proposed at the direction of the Board and is recommended to the shareholders for their approval.

Bermuda, 15 May 2019

BY ORDER of the Board of Höegh LNG Holdings Ltd.  
For the Chairman

A handwritten signature in blue ink, reading "Morten High", is written over a horizontal line. The signature is cursive and stylized.



Enclosure 2

**Höegh LNG Holdings Ltd.**  
**Recommendation from the Nomination Committee**  
**to the Annual General Meeting**  
**5 June 2019**

**1. The tasks and activities of the Nomination Committee**

Pursuant to Höegh LNG Holdings Ltd. (the “**Company**” or “**Höegh LNG**”) Bye-law 19.7, the Nomination Committee shall propose to the Company’s Annual General Meeting candidates to be elected to the Board of Directors of the Company (the “**Board**”) and make recommendations on remuneration for the Directors. The Nomination Committee shall also propose candidates to serve on the Nomination Committee, including its chairman, and propose their remuneration.

At the Annual General Meeting held on 23 May 2012 the Company adopted the “Guidelines for the Nomination Committee” (the “**Guidelines**”). The Nomination Committee also aims to comply with the Norwegian Code of Practice for Corporate Governance dated 17 October 2018 (“**Code of Practice**”).

The members of the Nomination Committee that were elected at the Annual General Meeting in 2018 (the “**2018 AGM**”) were Stephen Knudtzon (Chairman), Morten W. Høegh and William Homan-Russell (the “**Committee**”). Following the 2018 AGM, the Committee has held one meeting and also communicated by email.

The Committee has sought to identify and nominate candidates who, taking into account the shareholder composition of the Company, are likely to be approved at the Annual General Meeting in 2019 (the “**2019 AGM**”).

In addition, the Committee has taken into account the following in respect of the candidates to the Board:

- The Committee has been available to receive the views of the Company’s larger institutional shareholders and based on informal contacts with them believes the below proposals are generally acceptable.
- Shareholders are also given the opportunity to submit proposals to the Committee via the Company’s web site. No such proposals have been received.
- The Committee has been in contact with and has received feed-back from the Board and the executive management. The Board has commissioned an external party to conduct a Board evaluation, and the results of the process have been shared with the Committee, including an assessment of whether the Board as a whole has an adequate composition and the required expertise.
- The Committee has concluded that the Board, with the proposals made below, will continue to have the expertise and experience to handle both its routine operational responsibilities and the strategic challenges that the Company faces. The Committee specifically noted that the Board has a balance of age, but that there is no balance of gender.
- The Committee has also concluded that the candidates are sufficiently independent of the Company’s management, and that the Board as a whole is sufficiently representative of the Company’s shareholders.
- The Committee is assured that the candidates have sufficient time in relation to their other appointments and employment to carry out their duties as members of the Board.

The Committee makes its own nominations for candidates to be elected as new members of the Committee and the Committee will revert separately with a recommendation on this subject.





## 2. The Recommendation in respect of the Board of Directors

The Board currently has the following composition and the Directors are elected for the periods stated below:

Director	Class	Period
Morten W. Høegh, Chairman	II	2017 AGM –2019 AGM
Leif O. Høegh, Deputy Chairman	I	2018 AGM –2020 AGM
Andrew Jamieson, Director	I	2018 AGM –2020 AGM
Jørgen Kildahl, Director	I	2018 AGM –2020 AGM
Christopher G. Finlayson, Director	II	2017 AGM –2019 AGM
Ditlev Wedell-Wedellsborg, Director	II	2017 AGM –2019 AGM
Steven Rees Davies, Director	II	2017 AGM –2019 AGM

The following Directors are up for election at the 2019 AGM:

Morten W. Høegh  
Christopher G. Finlayson  
Ditlev Wedell-Wedellsborg  
Steven Rees Davies

The Committee proposes that each of Morten W. Høegh, Christopher G. Finlayson, Ditlev Wedell-Wedellsborg and Steven Rees Davies are re-elected as Class II Directors.

The Committee further proposes that the number of Directors is seven, four of which shall be Class II Directors to be elected for a two-year period at the 2019 AGM.

After due consideration, the Committee makes the following recommendation to the 2019 AGM:

***To re-elect Morten W. Høegh as a Class II Director of the Company to serve until the conclusion of the AGM of the Company for the year 2021 (the “2021 AGM”) or until his successor is elected in accordance with the Bye-Laws of the Company.***

***To re-elect Christopher G. Finlayson as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.***

***To re-elect Ditlev Wedell-Wedellsborg as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.***

***To re-elect Steven Rees Davies as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.***

***To re-appoint Morten W. Høegh as the Chairman of the Board of Directors.***

***That the number of Directors of the Company shall be seven.***

All the nominees have accepted their nominations.

The Committee provides the following information about each of the candidates nominated for election:

All four candidates proposed for re-election have participated in regular Board meetings and Steven Rees Davies have participated in interim Board meetings since their initial elections

## 3 The recommendation in respect of the Nomination Committee

The Nomination Committee has the following members (expiry period in parenthesis):

Stephen Knudtzon, Chairman (2019)  
Morten W. Høegh (2019)  
William Homan-Russell (2019)

All the members are up for election this year and the Nomination Committee will revert separately on this item.





#### **4 The recommendation in respect of remuneration to the Directors and the members of the Nomination Committee**

The Committee shall make a recommendation as to the remuneration of the members of the Board and the Committee.

The 2018 AGM resolved that each of the Directors, except Steven Rees Davies, would receive a payment of USD 35,000 in cash plus shares worth USD 15,000 as remuneration for the period from the 2018 AGM until the conclusion of the 2019 AGM.

Further, it was resolved that the chairmen of the Audit Committee and the Governance, Compliance and Compensation Committee each receive USD 10,000 in cash as payment for services rendered by them as chairmen in the period from the date of the 2018 AGM until the conclusion of the 2019 AGM.

Finally, it was resolved that Steven Rees Davies and any Bermuda-based Alternate Director be paid based on their invoices rendered. The Board appoints its own alternate directors in accordance with the Company's Bye-laws. Mr Rees Davies is a partner and employee of the Company's Bermuda counsel, Appleby (Bermuda) Limited.

The Committee recommends that the current Directors receive the same compensation for the period from the 2019 AGM until the conclusion of the 2020 AGM as they did for the period from the 2018 AGM until the conclusion of the 2019 AGM.

After due consideration, the Committee makes the following recommendation to the 2018 AGM:

***Approve that Morten W. Høegh, Leif O. Høegh, Andrew Jamieson, Christopher G. Finlayson, Jørgen Kildahl and Ditlev Wedell-Wedellsborg each receive for the services rendered by them as Directors in the period between the 2019 AGM and the conclusion of the AGM of the Company for the year 2020 (the "2020 AGM") payment of USD 35,000 in cash, plus the issue of a number of common shares of the Company of par value of USD 0.01 in the capital of the Company equal to the number that could be purchased on Oslo Børs for USD 15,000 at the close of business on the date of the 2020 AGM (rounded down to the nearest whole share). The Company's shares are traded in Norwegian Kroner and the exchange rate for Norwegian Kroner and US Dollars, which will be used to calculate the shares to be issued to the said Directors will be the exchange rate on the date of the 2020 AGM listed on the official website of Norges Bank. The shares will be issued and the cash payment will be made following the conclusion of the 2020 AGM.***

***Approve that the Bermuda resident Director, being Steven Rees Davies and the Bermuda resident Alternate Directors, will be paid based on their invoices for the services rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM.***

In addition, the Committee recommends a compensation to the chairmen of the Audit Committee and the Governance, Compliance and Compensation Committee.

After due consideration, the Committee makes the following recommendation to the 2019 AGM:

***Approve that the chairman of the Audit Committee and the chairman of the Governance, Compliance and Compensation Committee each receive the payment of USD 10,000 in cash as payment for services rendered by them as chairmen in the period between the 2019 AGM and the conclusion of the 2020 AGM, to be paid following the conclusion of the 2020 AGM.***

With regard to remuneration to the members of the Nomination Committee, the Committee will revert separately.



\* \* \*

All recommendations are unanimously adopted by the members of the Committee and the Chairman has been authorized to sign this Recommendation.

Oslo, 15 May 2019

The Nomination Committee of Höegh LNG Holdings Ltd.

A handwritten signature in blue ink that reads 'Stephen Knudtzon'.

Stephen Knudtzon  
Chairman

*Signed by Stephen Knudtzon on behalf of the members of the Nomination Committee.*

**Höegh LNG Holdings Ltd.  
Annual General Meeting 2019  
Attendance Slip**

**Attendance Slip – 2019 Annual General Meeting**

The undersigned will attend the 2019 Annual General Meeting of Höegh LNG Holdings Ltd. on

**5 June 2019 at 18:00 hours (ADT)**

at the registered office of the Company located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda and

vote on behalf of my / our shares

vote on behalf of shares in accordance with proxy(ies) attached \_\_\_\_\_ (date).

\_\_\_\_\_ (date)

\_\_\_\_\_  
Shareholder's signature

\_\_\_\_\_  
Name in capital letters

The Attendance Slip to be received

(i) By post:

DNB Bank ASA  
Registrars Dept.  
P.O. Box 1600 Sentrum  
0021 Oslo, Norway  
Att: Mr Stig Tore Strøm

(ii) PDF by e-mail:

E-mail: [vote@dnb.no](mailto:vote@dnb.no)

by **no later than 3 June 2019 at 08:00 hours (CEST).**



**Will be updated with items 7 and 8 completed**

**Høegh LNG Holdings Ltd. (the "Company")**

**Annual General Meeting 5 June 2019**

**Form of Proxy**

I/We, ..... (name of shareholder/shareholders in block letters)

being (a) registered holder(s) in the branch register of the Company maintained by Verdipapirsentralen ASA of \_\_\_\_\_ common shares of par value USD 0.01 each in the capital of the Company at 20:00 hours CEST on 31 May 2019 (the "**Record Date**"), am/are entitled to attend, speak at and vote at the Annual General Meeting of the Company for the year 2019 (the "**2019 AGM**") to be held at the registered office of the Company located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda on 5 June 2019 at 18:00 hours (ADT).

I/We hereby appoint \_\_\_\_\_ (name of proxy), failing whom, the Chairman of the Board, Morten W. Høegh, or in his absence, the Deputy Chairman of the Board, Leif O. Høegh, or in his absence, the chairman of the meeting, to act as my/our proxy at the 2019 AGM or at any adjournment thereof, and to vote on my/our behalf at such meeting and any adjournment thereof and, on my/our behalf, to consent to short notice of such meeting, such agency and proxy to remain effective until revoked by my/our written notice in the manner prescribed by the Bye-Laws of the Company for revocation of a proxy.

I/We direct that my/our proxy will vote (or abstain from voting) on a show of hands and/or a poll on the resolutions set out in the Notice of Annual General Meeting as indicated below. In the event no voting directions are given, the proxy holder may vote at his/her discretion at the meeting.

<b>RESOLUTIONS</b>				
<b>Agenda Item No.</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>4.</b>	<b>Election of External Auditor</b>			
	RESOLVED that Ernst & Young AS be and they are hereby re-appointed Auditors of the Company to hold office until the close of the next Annual General Meeting of the Company and that the Board be and it is hereby authorized to determine the Auditors' remuneration.			
<b>5.</b>	<b>Election of Class II Directors</b>			
	5.1 RESOLVED that Morten W. Høegh be and is hereby re-elected as a Class II Director of the Company and to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.			
	5.2 RESOLVED that Christopher G. Finlayson be and is hereby re-elected as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.			
	5.3 RESOLVED that Ditlev Wedell-Wedellsborg be and is hereby re-elected as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.			
	5.4 RESOLVED that Steven Rees Davies be and is hereby re-elected as a Class II Director of the Company to serve until the conclusion of the 2021 AGM or until his successor is elected in accordance with the Bye-Laws of the Company.			
	5.5 To re-appoint Morten W. Høegh as the Chairman of the Board of Directors.			
	5.6 RESOLVED that the number of Directors be seven.			

Agenda Item No.	Resolution	For	Against	Abstain
6.	<b>Determination of remuneration for the Directors</b>			
	6.1 RESOLVED that the payment following the conclusion of the 2020 AGM of USD 35,000 in cash for the services rendered as Directors in the period between the 2019 AGM and the conclusion of the 2020 AGM, plus the issue of a number of common shares of the Company of par value of USD 0.01 in the capital of the Company equal to the number which could be purchased on Oslo Børs for USD 15,000 at the close of business on the date of the 2020 AGM (rounded down to the nearest whole share) to each of Morten W. Høegh, Leif O. Høegh, Andrew Jamieson, Ditlev Wedell-Wedellsborg, Christopher G. Finlayson and Jørgen Kildahl (the Company's shares are traded in Norwegian Kroner and the exchange rate for Norwegian Kroner and US Dollars, which will be used to calculate the shares to be issued to the said Directors will be the exchange rate on the date of the 2020 AGM listed on the official website of Norges Bank), be and is hereby approved.			
	6.2 RESOLVED that the payment of invoices issued for the provision of the services of the Bermuda resident Director, being Steven Rees Davies, and the Bermuda resident Alternate Directors, based on the services rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM, be and is hereby approved			
	6.3 RESOLVED that the payment following the conclusion of the 2020 AGM of USD 10,000 in cash as payment for services rendered by them as chairmen in the period between the 2019 AGM and the conclusion of the 2020 AGM to each of the chairman of the Audit Committee and the chairman of the Governance, Compliance and Compensation Committee, be and is hereby approved.			
7.	<b>Election of members to the Nomination Committee</b>			
	7.1			
	7.2			
	7.3			
8.	<b>Determination of remuneration payable to the members of the Nomination Committee</b>			
	8.1			

Executed at ..... (Place) on .....2019 (Date)

.....  
 (Signature)  
 Shareholder in Høegh LNG Holdings Ltd.

**NOTES:**

When executing as attorney, executor, administrator or guardian, officer or duly authorised representative of a corporate shareholder, please give a full description of the capacity in which you are executing and provide appropriate evidence of your authority to execute on behalf of such shareholder.

Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his/her/their discretion.

On any other business that properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his/her/their discretion as he/she/they see fit.

The duly executed proxy to be received:

(i) By post:

DNB Bank ASA  
Registrars Dept.  
P. O. Box 1600 Sentrum  
0021 Oslo, Norway  
Att: Mr Stig Tore Strøm

(ii) PDF by e-mail:

E-mail: [vote@dnb.no](mailto:vote@dnb.no)

by **no later than 3 June 2019 at 08:00 hours (CEST).**