



HÖEGH LNG

MINUTES of the Special General Meeting (the “**SGM**”) of **Höegh LNG Holdings Ltd.** (the “**Company**”) held on Tuesday, 30 March 2021, at the registered office of the Company at Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda at 10:00 Atlantic Daylight Time (ADT).

Shareholders Represented by Proxy

59 933 218 shares (per list attached hereto as **Appendix 1**)
230 145 shares (per list attached hereto as **Appendix 1**)

Name of Proxy:

Steven Rees Davies
Lorina Taylor

Shareholders Represented in Person or by Representative

Nil

Directors Present: Steven Rees Davies

In attendance in person: Lorina Taylor, Appleby Global Corporate Services (Bermuda) Ltd., Company Secretary

In attendance by video: Morten W. Høegh, Director
Sveinung J. S. Støhle, President & CEO
Håvard Furu, Chief Financial Officer
Camilla Nyhus-Møller, Chief Legal & Compliance Officer, Höegh LNG AS
Jerome Wilson, Appleby (Bermuda) Limited

1. Election of Chairman

Steven Rees Davies took the chair (the “**Chairman**”) and Lorina Taylor acted as secretary to the meeting.

2. Notice and Quorum

The notice convening the meeting was taken as read and the Chairman reported that the notice, which had been dispatched by email and mail to the shareholders and uploaded to the Company’s website on 8 March 2021, had been given in accordance with the bye-laws of the Company (the “**Bye-Laws**”).

The Chairman confirmed that Camilla Nyhus-Møller would act as scrutineer to the meeting (the “**Scrutineer**”).

The Scrutineer took note of the number of common shares of par value USD 0.01 each in the capital of the Company on the record date for the meeting (being 20:00 hours CET on 25 March 2021) (the “**Shares**”) which were present in person, by representative or by proxy.

- The Scrutineer reported that nil shareholders were present in person or by representative.
- The Scrutineer referred to documentation received from DNB Bank ASA (as registrar agent) confirming the details of the proxies received and noted that 145 shareholders

holding 60 163 363 Shares had returned their proxy forms and were therefore present by proxy.

The remaining 1 908 shareholders had not returned their proxy forms.

A list of attendance is enclosed as Appendix 1 hereto.

With a total of 78.90% of the Shares represented, the Scrutineer confirmed that a quorum was present.

The Scrutineer noted that 100% of the shareholders who had returned their proxy forms had included directions as to how to vote.

3. Summary of Amalgamation

The Chairman referred to Note 1 in the Notes to the Agenda. More particularly, the Chairman noted that the Company had received an offer by Leif Høegh & Co. Ltd. ("LHC") and Funds managed by Morgan Stanley Infrastructure Partners, through a 50/50 joint venture, Larus Holding Limited ("JVCo"), to acquire the remaining issued and outstanding shares of the Company not currently owned by LHC or its affiliates, representing approximately 50.4% of the shares outstanding, by way of amalgamation between Larus Limited, a subsidiary of JVCo ("BidCo"), and the Company (**Amalgamation**).

4. Approve Amalgamation and De-Listing of Shares

The Chairman tabled a copy of the Amalgamation Agreement (as defined below) and noted that the Board of Directors of the Company ("**Board**") had recommended that the shareholders vote "FOR" (i) the approval of the Amalgamation Agreement (as defined below) and the transactions contemplated thereby, including the Amalgamation, and (ii) the de-listing of the Shares from the Oslo Børs, such de-listing to be conditional upon completion of the Amalgamation.

The Chairman then presented to the meeting separately each of the following resolutions proposed at the direction of the Board:

- a. "It was **RESOLVED** that, pursuant to section 106 of the Companies Act 1981, the amalgamation agreement between the Company and Larus Limited tabled at the meeting (the "**Amalgamation Agreement**") and the transactions contemplated thereby, including the amalgamation of the Company and Larus Limited (the "**Amalgamation**"), be and is hereby approved and the Company be and is hereby authorized to perform all obligations, acts and things in connection with the Amalgamation Agreement."
- b. "It was **RESOLVED** that the Company applies for de-listing of its shares from Oslo Børs, such de-listing to be conditional upon the completion of the Amalgamation, and that the Board of Directors (represented by the independent directors) and management of the Company be authorized to initiate and complete the delisting process, including preparation and submission of the application for de-listing."

The Chairman asked if there were any questions and there being none, he put the resolutions separately to the vote of the meeting and noted the votes cast and declared that each of the above resolutions had been duly carried by the following votes:

- The Amalgamation Agreement and the Amalgamation was approved with 41 970 121 (69.76%) votes for and 18 193 242 (30.24%) votes against.
- The de-listing of the shares of the Company from Oslo Børs was approved with 41 969 198 (69.76%) votes for and 18 194 165 (30.24%) votes against.

Accordingly,

It was **RESOLVED** that, pursuant to section 106 of the Companies Act 1981, the Amalgamation Agreement and the transactions contemplated thereby, including the Amalgamation, be and are hereby approved and the Company be and is hereby authorized to perform all obligations, acts and things in connection with the Amalgamation Agreement.


It was **RESOLVED** that the Company applies for de-listing of its shares from the Oslo Børs, such de-listing to be conditional upon the completion of the Amalgamation, and that the Board of Directors (represented by the independent directors) and management of the Company be and are hereby authorized to initiate and complete the delisting process, including preparation and submission of the application for de-listing.

5. Close

There being no further business, the meeting terminated.



Steven Rees Davies
Chairman



Lorina Taylor
Secretary to the meeting

Höegh LNG Holdings Ltd.
(the "Company")

2021 Special General Meeting
(the "SGM")


List of Attendance

Shares	Number of shares	%
Number of shares in the Company:	77 260 580	
Treasury shares held by the Company	1 009 265	
Total shares with voting rights:	76 251 315	100%
Number of shares represented in person:	0	0%
Number of shares represented by proxy:	60 163 363	78.90%
Total shares with voting rights represented:	60 163 363	78.90%

Shareholders	Number of shareholders	%
Number of registered shareholders:	2 054	
Company registered as holder of treasury shares:	1	
Total shareholders with voting rights:	2 053	100%
Number of shareholders represented in person:	0	0%
Number of shareholders represented by proxy:	145	7%
Number of shareholders represented:	145	7%



Steven Rees Davies
Chairman



Lorina Taylor