



Updated 22 May 2019

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.

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 Supplemental recommendation from the Nomination Committee dated 20 May 2019 (Enclosure 2 A):

- 7.1 To re-elect Stephen Knudtzon as chairman of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.
- 7.2 To re-elect Morten W. Høegh as a member of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.
- 7.3 To elect Martin Thorsen as a member of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.

(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 Supplemental recommendation from the Nomination Committee dated 20 May 2019 (Enclosure 2 A):

- 8.1 To approve that Stephen Knudtzon, Morten W. Høegh and Martin Thorsen are each paid the amount of USD 5,000 for their respective services as members of the Nomination Committee rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM, to be paid following the conclusion of the 2020 AGM.

(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.

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Bermuda, 15 May 2019
Updated 22 May 2019

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



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
- 2 A. Supplemental recommendation from the Nomination Committee to the 2019 AGM dated 20 May 2019
3. Attendance Slip
4. Form of Proxy



Enclosure 1

**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 / 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.

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

Reference is made to the Supplemental recommendation from the Nomination Committee dated 20 May 2019 (Enclosure 2 A).

The current Nomination Committee consisting of three members was elected at the 2018 AGM, to serve until the conclusion of the 2019 AGM.

In the Supplemental report from the Nomination Committee (Enclosure 2 A), the following Nomination Committee members are recommended to be re-elected to serve until the conclusion of the 2020 AGM of the Company:

- 1) Stephen Knudtzon (Chairman)
- 2) Morten W. Høegh (Member)

The Nomination Committee further proposes that William Homan-Russel is replaced with Martin Thorsen, who represents one of the larger institutional investors in Høegh LNG.

The Nomination Committee proposes that the Nomination Committee members are paid for their services. It is proposed that Stephen Knudtzon, Morten W. Høegh and Martin Thorsen each be paid a remuneration of USD 5,000 for services rendered as members of the Nomination Committee for the period between the 2019 AGM and the conclusion of the 2020 AGM, to be paid following the conclusion of the 2020 AGM.

* * *

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
Updated 22 May 2019

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



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.

Stephen Knudtzon
Chairman

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

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

1. Further recommendations from the Nomination Committee

In its recommendation dated 15 May 2019 the Nomination Committee (the "**Committee**") made proposals to the Company's Annual General Meeting in respect of candidates to be elected to the Board of Directors of the Company (the "**Board**") and the remuneration for the Directors.

The Committee shall also propose candidates to serve on the Committee, including its chairman, and propose their remuneration. The Committee has approached various larger shareholders to find a representative, who could serve as a member on the Committee, but was not able to finalize this work until after the initial recommendation was submitted on 15 May 2019.

The Committee has therefore submitted this supplemental recommendation. The Committee makes its own nominations for candidates to be elected as new members of the Committee and has observed the following:

- The Committee has paid particular attention to principles such as independence and the absence of conflicts of interest, while at the same time nominating candidates who have an understanding of the Company's business and the relevant market.
- The Committee proposes replacement of one of the members of the Committee as contemplated by the Code of Practice. As William Homan-Russell no longer represents one of the larger shareholders of the Company, he has offered himself for replacement.
- The Committee proposes as the new member Martin Thorsen, who is working as a portfolio manager at Centra Invest AS, one of the larger shareholders in the Company.
- As Morten W. Høegh is the Chairman of the Board and is representing the largest shareholder of the Company, the proposal for his re-election deviates from the recommendation from the Code of Practice as the Committee recommends that Morten W. Høegh is re-elected as Chairman of the Board.

2. Additional information in respect of the proposed members of the Board of Directors

In its recommendation dated 15 May 2019 the Committee proposes the election at the 2019 AGM of the following Class II Directors:

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

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

Morten W. Høegh (born 1973) has served as chairman of Höegh LNG since 2006 and is a member of the company's governance, compliance and compensation committee. Morten W. Høegh is also a director of Höegh Autoliner Holdings AS and Höegh Eiendom Holdings AS. He serves as the Chairman of Gard P&I (Bermuda) Ltd. From 1998 to 2000 he worked as an investment banker with Morgan Stanley in London. Morten W. Høegh holds an MBA with High Distinction (Baker Scholar) from Harvard Business School and a Bachelor of Science in Ocean Engineering and Master of Science in Ocean Systems Management from the Massachusetts Institute of Technology. Morten W. Høegh is a Norwegian citizen and he resides in the United Kingdom. Morten W. Høegh and his immediate family are the primary beneficiaries under family trusts, which, together with Leif O. Høegh,(i) are the majority



shareholder of Leif Höegh & Co. Ltd, which owns 44.12% of the shares in Höegh LNG and 438,501 common units in Höegh LNG Partners LP (HMLP); (ii) Aequitas Investments Limited, holds a total of 930 000 shares, representing 1.20% in Höegh LNG; and (iii) indirectly controls two Brompton Cross entities, which are co-investment vehicles for management of Höegh Capital Partners and owns a total of 0.08% of the shares in Höegh LNG. Mr Høegh does not personally hold any shares in Höegh LNG.

Christopher G. Finlayson (born 1956) has served as a director of Höegh LNG since 2015 and is a member of the company's governance, compliance and compensation committee. He is non-executive chairman of the board of Siccar Point Energy, a non-executive director of Swire Pacific Offshore and a director of the board of Lloyds Register Group, chairing Lloyds' remuneration committee. Christopher G. Finlayson joined BG Group in 2010. He led BG Group's operations in Europe and Central Asia until 2011 when he became Managing Director of BG Advance and was appointed to the BG Group Board of Directors. He was CEO from 2012 until he left the BG Group in April 2014. Before joining BG, he worked in Royal Dutch Shell for 33 years, including operational management experience from Nigeria, Russia, Brunei, Turkey and the North Sea. Christopher G. Finlayson received a BSc Physics and Geology with First Class Honours from the University of Manchester in 1977. He is a Fellow of the Energy Institute. He is a British citizen and resides in the United Kingdom. Mr Finlayson owns 5377 shares in the Höegh LNG.

Ditlev Wedell-Wedellsborg (born 1961) has served as a director of Höegh LNG since 2006 and is the chairman of the company's governance, compliance and compensation committee. He is the owner of Weco Invest A/S, an investment company working out of Copenhagen. Previously he was a partner in the corporate finance boutique Capitellum and prior to this he held various management positions in the Danish shipping company Dannebrog Rederi A/S. He has also been a consultant with McKinsey & Co. Ditlev Wedell-Wedellsborg holds an MBA from INSEAD, France and a BA in economics from Stanford University. Ditlev Wedell-Wedellsborg is a Danish citizen and resides in Denmark. Mr Wedell-Wedellsborg owns 9733 shares in Höegh LNG and furthermore owns 15 242 shares in Höegh LNG through Niki Invest Aps. and 16 210 common units in Höegh LNG Partners LP through DWW Landbrug Aps.

Steven Rees Davies (born 1974) has served as a director of Höegh LNG since May 2017 and is a member of the company's governance, compliance and compensation committee. Steven Rees Davies is a partner within the Corporate department of Appleby (Bermuda) Limited, Höegh LNG's Bermuda counsel, where he practices in the areas of corporate finance, capital markets, regulation, corporate governance and intellectual property. He also advises on cross jurisdictional corporate transactions and restructurings as well as private and public offerings, placements and introductions to the Bermuda, London and New York stock exchanges, in addition to multinational joint ventures and private equity projects. Steven Rees Davies graduated from Oxford Brookes University with a Bachelor of Laws and from the College of Law, England, with a Postgraduate Diploma in Legal Practice. Steven Rees Davies qualified as an attorney and member of the bar of New York (US Southern District) in 2002 and as a solicitor in England & Wales in 2003 (non-practicing). He was called to the Bermuda Bar in 2008. Steven Rees Davies is a British citizen and resides in Bermuda. He does not own shares in Höegh LNG.

3 The recommendation in respect of the Nomination Committee

The 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.

Both Stephen Knudtzon and Morten W. Høegh have accepted to be re-elected, while it is suggested to replace William Homan-Russell with Martin Thorsen.

Martin Thorsen from Centra Invest AS is proposed as the new member of the Committee. Martin Thorsen represents one the larger institutional investors in Höegh LNG.

After due consideration of what is stated above, the Committee makes the following recommendation:

To re-elect Stephen Knudtson as chairman of the Nomination Committee to serve until the conclusion of the AGM of the Company for the year 2020 AGM ("2020 AGM") of the Company.

To re-elect Morten W. Høegh as a member of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.

To elect Martin Thorsen]as a member of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.

All the nominees have accepted their nominations.

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

Mr Stephen Knudtson (born 1952) is independent of the Board and the executive personnel of the Company (as considered by the Board in accordance with the current Code of Practice). Mr Knudtson has been practicing since 1986 as a partner in what is now the Norwegian law firm Advokatfirmaet Thommessen AS. He was admitted to the Norwegian Supreme Court in 1991. Over the years he has held several directorships in various listed and private insurance, shipping and offshore entities. Mr Knudtson and other lawyers in Thommessen assist the Company in legal matters on a regular basis. Mr Knudtson has published several articles about legal issues in the shipping and oil service industries, including on the topic of shipbuilding contracts and rig contracts. He has been involved in the establishment of the Norwegian International Ships Register (NIS). Mr Knudtson is a Norwegian citizen and resides in Norway. Mr Knudtson owns, directly and through related parties, 10,638 shares in the Höegh LNG.

Morten W. Høegh (born 1973) has served as chairman of Höegh LNG since 2006 and is a member of the company's governance, compliance and compensation committee. Morten W. Høegh is also a director of Höegh Autoliners Holdings AS and Höegh Eiendom Holdings AS. He serves as the Chairman of Gard P&I (Bermuda) Ltd. From 1998 to 2000 he worked as an investment banker with Morgan Stanley in London. Morten W. Høegh holds an MBA with High Distinction (Baker Scholar) from Harvard Business School and a Bachelor of Science in Ocean Engineering and Master of Science in Ocean Systems Management from the Massachusetts Institute of Technology. Morten W. Høegh is a Norwegian citizen and resides in the United Kingdom. Morten W. Høegh and his immediate family are the primary beneficiaries under family trusts, which, together with Leif O. Høegh, (i) are the majority shareholder of Leif Høegh & Co. Ltd, which owns 44.12% of the shares in Höegh LNG and 438,501 common units in Höegh LNG Partners LP (HMLP); (ii) Aequis Investments Limited, holds a total of 930 000 shares, representing 1.20% in Höegh LNG; and (iii) indirectly controls two Brompton Cross entities, which are co-investment vehicles for management of Höegh Capital Partners and owns a total of 0.08% of the shares in Höegh LNG. Mr Høegh does not personally hold any shares in Höegh LNG.

Martin Thorsen (born 1980) is independent of the Board and the executive personnel of the Company (as considered by the Board in accordance with the current Code of Practice). Mr Thorsen has been working as an equity analyst and now as a portfolio manager in Centra Invest AS in Oslo since 2010. Before that he has held various positions in OBOS and First Securities ASA. Mr Thorsen holds a Master of Science degree from the University of Western Australia (2004) and from the Norwegian University of Science and Technology (2005). Mr Thorsen is a Norwegian citizen and resides in Norway. Mr Thorsen owns 4000 shares in the Höegh LNG.

4 The recommendation in respect of remuneration to the members of the Nomination Committee

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



HÖEGH LNG

The 2018 AGM resolved that each member of the Committee should receive USD 5,000 per annum as remuneration for their services until the conclusion of the 2019 AGM, save for Stephen Knudtzon, being a Norwegian lawyer, who has been invoicing his fees for services rendered as a member of the Committee at the normal rates charged by Advokatfirmaet Thommessen AS.

Stephen K. Knudtzon will resign as partner in Advokatfirmaet Thommessen AS at year end 2019, hence, the Committee recommends that all members receive USD 5,000 per annum in respect of the period from the 2019 AGM until the conclusion of the 2020 AGM.

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

Approve that Stephen K. Knudtzon, Morten W. Høegh and Martin Thorsen are each paid an amount of USD 5,000 for their respective services as members of the Nomination Committee rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM, to be paid following the conclusion of the 2020 AGM.

* * *

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

London/Oslo, 20 May 2019

The Nomination Committee of Höegh LNG Holdings Ltd.

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

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

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.

RESOLUTIONS				
Agenda Item No.	Resolution	For	Against	Abstain
4.	Election of External Auditor			
	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.			
5.	Election of Class II Directors			
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.	Determination of remuneration for the Directors			
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.	Election of members to the Nomination Committee			
7.1	RESOLVED that Stephen Knudtzon be and is hereby re-elected as the chairman of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.			
7.2	RESOLVED that Morten W. Høegh be and is hereby re-elected as a member of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.			
7.3	RESOLVED that Martin Thorsen be and is hereby elected as a member of the Nomination Committee to serve until the conclusion of the 2020 AGM of the Company.			
8.	Determination of remuneration payable to the members of the Nomination Committee			
8.1	RESOLVED that the payment following the conclusion of the 2020 AGM of USD 5,000 to each of Stephen Knudtzon, Morten W. Høegh and Martin Thorsen for their respective services as members of the Nomination Committee rendered in the period between the 2019 AGM and the conclusion of the 2020 AGM, be and is hereby approved.			

Executed at (Place) on2019 (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

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