



HÖEGH LNG HOLDINGS LTD.

(the "Company")

NOTICE

YOU ARE HEREBY NOTIFIED that the Annual General Meeting ("AGM")
of the Company for the year 2014 (the "2014 AGM")
will be held at

Höegh Capital Partners, 5 Young Street, W8 5EH, London, UK on:

Thursday, 22 May 2014 at 15:30 hours (London 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 on www.hoeghlng.com.

AGENDA

1. Elect a chairman of the AGM, if necessary.
2. Read the Notice convening this meeting.
3. **The Auditor's Report and Financial Statements**
Presentation of the Auditors' Report and the Financial Statements of the Company for the year ended 31 December 2013 (see *Note 1*).
4. **The Directors' Annual Report and Corporate Governance Report**
Presentation of the Directors' Annual Report and Corporate Governance Report for the year ended 31 December 2013 (see *Note 2*).
5. **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 auditor's remuneration.

6. Election of Directors

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

The Nomination Committee has made the following recommendation:

- 6.1 To re-elect Leif O. Høegh as a Director of the Company to serve until the conclusion of the 2016 AGM of the Company.
- 6.2 To re-elect Andrew Jamieson as a Director of the Company to serve until the conclusion of the 2016 AGM of the Company.
- 6.3 To re-elect Guy D. Lafferty as a Director of the Company to serve until the conclusion of the 2016 AGM of the Company.
- 6.4 To re-elect Timothy J. Counsell as a Director of the Company to serve until the conclusion of the 2016 AGM of the Company.
- 6.5 To re-confirm that the number of Directors of the Company shall be eight.

(See Note 3.)

7. Determination of remuneration for the Directors

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

- 7.1 Approve that Morten W. Høegh, Leif O. Høegh, Jon Erik Reinhardsen, Andrew Jamieson, Guy D. Lafferty and Ditlev Wedell-Wedellsborg each receive payment of USD 20,000 in cash for the period from 23 May 2013 to 22 May 2014 (the 2014 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 that could be purchased on the Oslo Børs for USD 10,000 at the close of business on 22 May 2014 (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 for 22 May 2014 listed on the official website of Norges Bank. The shares will be issued and the cash payment will be made following the 2014 AGM.
- 7.2 Approve that following completion of the 2014 AGM, an amount of USD 40,000 per annum is paid to Appleby Services (Bermuda) Ltd. for the provision of two Bermuda resident Directors, such Bermuda resident Directors being Cameron E. Adderley and Timothy J. Counsell.
- 7.3 Approve that Morten W. Høegh, Leif O. Høegh, Jon Erik Reinhardsen, Andrew Jamieson, Guy D. Lafferty and Ditlev Wedell-Wedellsborg each receive payment of USD 20,000 in cash for the period from 22 May 2014 to May 2015 (the date of the 2015 Annual General Meeting), 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 10,000 at the close of business on the date of the 2015 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 that date listed on the official website of Norges Bank. The shares will be issued and the cash payment will be made following the 2015 AGM.
- 7.4 Approve that following completion of the 2015 AGM an amount of USD 40,000 per annum is paid to Appleby Services (Bermuda) Ltd. for the provision of two Bermuda

resident Directors, such as Bermuda resident Directors being Cameron E. Adderley and Timothy J. Counsell.

- 7.5 Approve that the chairman of the Audit Committee and the Governance 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 from the date of the 2014 AGM to the 2015 AGM, to be paid following completion of the 2015 AGM.

(See Note 3.)

8. 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 (Enclosure 2):

- 8.1 To re-elect Stephen Knudtzon as chairman of the Nomination Committee to serve until the conclusion of the 2015 AGM of the Company.
- 8.2 To re-elect Morten W. Høegh as a member of the Nomination Committee to serve until the conclusion of the 2015 AGM of the Company.
- 8.3 To elect Ted Roberts as a member of the Nomination Committee to serve until the conclusion of the 2015 AGM of the Company.

(See Note 4.)

9. 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 (Enclosure 2) as follows:

- 9.1 To approve that each of Morten W. Høegh and Ted Roberts are paid the same amount of USD 5,000 and that Stephen Knudtzon is paid based on his invoices, for their respective services as members of the Nomination Committee rendered in the period between the 2014 AGM and the 2015 AGM, to be paid following the 2015 AGM.

(See Note 4.)

Record Date and Attendance Slip for attendance and voting at the 2014 AGM

Shareholders who want to attend the 2014 AGM must give notice by no later than 08:00 hours Central European Summer Time ("CEST") on Tuesday 20 May 2014. Hence, the shareholders are required to complete the **Attendance Slip** enclosed to this notice (Enclosure 3) and submit to DNB Bank ASA (see contact details below).

Pursuant to 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 on Monday 19 May 2014 (the "**Record Date**") shall be entitled to attend and vote at the 2014 AGM in respect of the number of shares registered in their name at such time.

If the 2014 AGM is adjourned, the time by which a person must be entered on 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 19 May 2014 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 2014 AGM.

Appointment of Proxy

A member entitled to attend and vote at the 2014 AGM is entitled to appoint one or more proxies to attend and to vote in his place. To appoint a proxy, you may 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) as set out thereon by no later than 08:00 hours CEST on Tuesday 20 May 2014.

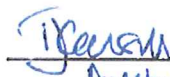
DNB Bank ASA – contact details

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

* * *

Bermuda, 30 April 2014

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

 for and on behalf of
Appleby Services (Bermuda) Ltd.

Enclosures:

1. Notes to the Agenda of the 2014 AGM of Höegh LNG Holdings Ltd.
2. Nominations and proposal for remunerations from the Nomination Committee
3. Attendance Slip
4. Form of Proxy



Notes to the Agenda for the 2014 AGM

of

Höegh LNG Holdings Ltd.

Note 1 / Agenda item no. 3 – Auditors' Report and Financial Statements of the Company for the financial year ended 31 December 2013

In accordance with Section 84 of the Bermuda Companies Act 1981, the audited consolidated financial statements of the Company for the year ended 31 December 2013 will be presented at the 2014 AGM. These statements were approved by the Directors of the Company on 27 March 2014. There is no requirement under Bermuda law that such statements be approved by the shareholders, and no such approval will be sought at the 2014 AGM.

The Company's audited consolidated financial statements and the auditor's report are included in the Company's Annual Report, which is available on our website at www.hoeghlnq.com / Investor / Reports and Presentations. Shareholders can request a hard copy free of charge by writing to us at: Höegh LNG Holdings Ltd. c/o Höegh LNG AS, Drammensveien 134, P.O. Box 4 Skøyen, 0212 Oslo, Norway, Att. Head of IR, or send an e-mail to: info@hoeghlnq.com.

Note 2 / Agenda item no. 4 – Directors' Annual Report and Corporate Governance Report for the year ended 31 December 2013

The Directors' Annual Report and Corporate Governance Report are included in the Company's Annual Report, which is available on our website at www.hoeghlnq.com / Investor / Reports and Presentations. Shareholders can request a hard copy free of charge by writing to us at: Höegh LNG Holdings Ltd. c/o Höegh LNG AS, Drammensveien 134, P.O. Box 4 Skøyen, 0212 Oslo, Norway, Att. Head of IR, or send an e-mail to: info@hoeghlnq.com.

Note 3 / Agenda items no. 6 and 7 – 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 2013 AGM, the Class I Directors were re-appointed to serve until the conclusion of the 2015 AGM.

The Class II Directors are up for election at the 2014 AGM and in the Report from the Nomination Committee dated 28 April 2014 (Enclosure 2) it is recommended that the number of Directors shall be eight and that the following four Directors are re-elected to serve as Class II Directors until the conclusion of the 2016 AGM of the Company:

- 1) Leif O. Høegh
- 2) Andrew Jamieson
- 3) Guy D. Lafferty
- 4) Timothy J. Counsell

The Bye-Laws of the Company provide that the Directors' fees shall be determined by shareholders resolution of the Company. It is proposed that the Directors (excluding the Bermuda resident Directors) be paid the fees and issued shares in the capital of the Company in respect of the services rendered by them in the period from 23 May 2013 to 22 May 2014 (the 2014 AGM) as detailed in the Report from the Nomination Committee (Enclosure 2) and the Board recommend this to the shareholders for their approval.

Appleby Services (Bermuda) Ltd. provides corporate administration services for the Company in Bermuda and is paid following completion of the 2014 AGM and 2015 AGM, respectively, an amount of USD

40,000 per annum to provide two Bermuda resident Directors. Cameron E. Adderley and Timothy J. Counsell are the two Bermuda resident Directors provided by Appleby Services (Bermuda) Ltd. Both are directors and shareholders of the Company's Bermuda counsel, Appleby (Bermuda) Limited and beneficial owners of the related service company, Appleby Services (Bermuda) Ltd. Neither Cameron E. Adderley nor Timothy J. Counsell personally receive any remuneration for serving as Directors of the Company.

The Nomination Committee further proposes that the Directors (excluding the Bermuda resident Directors) be paid the fees and issued shares in the capital of the Company in respect of the services rendered by them in the period from 22 May 2014 to May 2015 (the date of the 2015 AGM) as detailed in the Report (Enclosure 2), and the Board recommend this to the shareholders for their approval.

It is further proposed remuneration to the chairman of the Audit Committee and the Governance and Compensation Committee, respectively, in respect of the services rendered by them as chairmen in the period from the date of the 2014 AGM to the 2015 AGM, to be paid following completion of the 2015 AGM.

Note 4 / Agenda items no. 8 and 9 – Election and Remuneration of the Nomination Committee

The Company established a Nomination Committee consisting of three members elected by the shareholders at the 2013 AGM, to serve until the conclusion of the 2014 AGM.

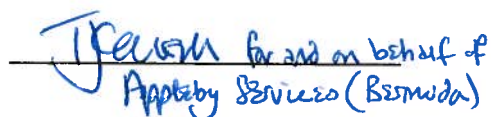
In the Report from the Nomination Committee (Enclosure 2), the following three Nomination Committee members are recommended to be elected or re-elected, as applicable, to serve until the conclusion of the 2015 AGM of the Company:

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

The Nomination Committee further proposes that the Nomination Committee members are paid for their services. It is proposed that Morten W. Høegh and Ted Roberts each be paid a remuneration of USD 5,000 for services rendered as members of the Nomination Committee for the period from the 2014 AGM to the 2015 AGM. Stephen Knudtzon is a Norwegian lawyer at the Company's Norwegian legal counsel, Thommessen, and accordingly, it is proposed that the Company pays his professional rates for services rendered as a member of the Nomination Committee as invoiced by him from time to time. The remuneration to be paid to the members of the Nomination Committee is to be paid following the 2015 AGM.

Bermuda, 30 April 2014

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


for and on behalf of
Appleby Services (Bermuda) Ltd.

Höegh LNG Holdings Ltd.
Recommendation from the Nomination Committee to the
Annual General Meeting
22 May 2014

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 candidates to be appointed as Directors and make recommendations to the Company’s general meeting on remuneration for the Directors. The Nomination Committee shall also nominate its candidates as the Chairman and Members of the Nomination Committee and propose their remuneration.

At the Annual General Meeting 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 23 October 2012 (“Code of Practice”).

The members of the Nomination Committee that were elected at the Annual General Meeting in 2013 have been Stephen Knudtson (Chairman), Morten W. Høegh and Barry Norris. The Committee has held two meetings.

The Nomination Committee has sought to identify and nominate candidates who, taking into account the shareholder composition of the Company, are likely to be approved.

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

- The Committee has sought to represent the views of the Company’s shareholders in general, and to that effect has displayed a notice on the Company’s website inviting the Company’s shareholders by e-mail to express their views and make proposals in the process towards the recommendation on the election of four board members, all the members of the Nomination Committee and the compensation to be paid to the board and the Committee members. No reactions have been received at expiry of the deadline on 10 April 2014. The Committee, however, has taken into account the reactions received last year when shareholders were actively approached.
- The Committee has ensured that its recommendations are representative of the views of the largest shareholders.
- The Committee has been in contact with the Board and the executive management, and has received feed-back, including in respect of the results of the Board’s self assessment process.
- The Committee has considered that the Board has the expertise and experience to handle both its routine operational responsibilities and the strategic challenges that the Company faces, and that it has a balance of age, while it is noted 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 of Directors as a whole is sufficiently representative of the Company’s shareholders.



- The Committee is also of the view that the candidates have sufficient time in relation to their other appointments and employment to carry out their duties as a member of the Board.

The Nomination Committee makes its own nominations for candidates to be elected as new members of the Nomination Committee. In this connection the following has been observed:

- 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 situation.
- The Committee has noted that no suggestions are made in response to the abovementioned invitation to the shareholders to make proposals within 10 April 2014.

The Committee proposes replacement of one of the members of the Committee as contemplated in the Guidelines. Barry Norris has advised he is not available for re-election and consequently he will be replaced. As Morten W. Høegh is the Chairman of the Board and he is representing the largest shareholder of the Company, it is not proposed as recommended by the Code of Practice that because of his dual role as both a member of the Committee and the Board, he should not offer himself for re-election as a Board member.

2 The Recommendation in respect of the Board of Directors

The Board of Höegh LNG has the following composition:

Director	Class	Period
Morten W. Høegh, Chairman of the Board	II	May 2013 – May 2015
Leif O. Høegh, Deputy Chairman	I	May 2012 - May 2014
Guy D. Lafferty, Director	I	May 2012 - May 2014
Jon Erik Reinhardsen, Director	II	May 2013 – May 2015
Ditlev Wedell-Wedellsborg, Director	II	May 2013 – May 2015
Andrew Jamieson, Director	I	May 2012 - May 2014
Cameron Adderley, Director	II	May 2013 – May 2015
Timothy J. Counsell, Director	I	May 2012 - May 2014

Based on the above, the following Directors will resign at the 2014 Annual meeting, but are eligible for re-election:

Leif O. Høegh
Guy D. Lafferty
Andrew Jamieson
Timothy J. Counsell

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

The number of Directors shall be eight and recommends that each of Leif O. Høegh, Guy D. Lafferty, Andrew Jamieson and Timothy J. Counsell are re-elected as Directors until the conclusion of the 2016 Annual General Meeting.

All the nominees have accepted the nominations.



HÖEGH LNG

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

Leif O. Høegh (born 1963) serves as Deputy Chairman of Höegh LNG and is the Chairman of Höegh Autoliners Holdings AS. Mr Høegh has worked for McKinsey & Company and the Royal Bank of Canada Group. He holds an MA in Economics from the University of Cambridge and MBA from Harvard Business School. Leif O. Høegh is a Norwegian citizen, he resides in Norway and he is controlling one of two major shareholders in Leif Høegh & Co. Ltd., which owns in approximately 44,39% of the Shares in the Company. In addition, he holds 2,640 Shares in the Company.

Guy D. Lafferty (born 1954) has advised Höegh Capital Partners on its oil, gas and other direct investments since 1990. Previously Guy Lafferty worked at the investment banking arm of The Royal Bank of Canada and for the National Westminster Bank in London and New York. Guy D. Lafferty is a British national and resides in the United Kingdom. He holds 2,640 Shares in the Company. In addition, Interstellar Enterprises Limited, a trust where Guy D. Lafferty is the principal beneficiary, owns 67,060 shares in the Company.

Andrew Jamieson (born 1947) serves as a Director of Höegh LNG. He has extensive experience in the energy industry, in general, and LNG, in particular. From 1974 to 2009, Mr. Jamieson held various positions with Royal Dutch Shell plc in the United Kingdom, The Netherlands, Denmark, Australia and Nigeria. Specifically, from 2005 to 2009, he has served as Executive Vice President Gas & Projects and Member Gas & Power Executive Committee. From 1999 to 2004, he was Managing Director in Nigeria LNG Limited and Vice President in Bonny Gas Transport Limited. While at Royal Dutch Shell plc, Mr. Jamieson was also in charge of the North West shelf project in Australia and served as a director on various Royal Dutch Shell plc companies. Since 2005, 2010 and 2012, Mr. Jamieson has served as a director, director and chairman of Woodside Petroleum Ltd, Velocys PLC and Seven Energy International, respectively. Mr. Jamieson holds a Ph.D. degree from Glasgow University and is a Fellow of the Institute of Chemical Engineers and the Royal Academy of Engineering. Andrew Jamieson is a citizen of the United Kingdom and resides in the United Kingdom and Australia. He holds 2,640 Shares in the Company

Timothy J. Counsell (born 1958) is a partner of Appleby, Höegh LNG's Bermuda counsel, and is Head of Appleby's Transport & Logistics practice sector in the firm's Bermuda office. He has a practice area including ship and aviation finance, asset secured lending and has extensive experience with corporate governance issues as well as provision of structural advice in relation to such transactions. He graduated from the University of Western Ontario in London, Ontario, Canada, with a Bachelor of Laws in 1988 and also possesses Master of Science and Bachelor of Science (Honours) degrees. He was called to the Bermuda Bar in 1992, is a British and a Canadian Citizen and resides in Bermuda. He holds no Shares in the Company.

3 The recommendation in respect of the Nomination Committee

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

Stephen Knudtzon, Chairman (2014)

Morten W. Høegh (2014)

Barry Norris (2014)

All the members are up for election this year.



Barry Norris had advised that he is not available for re-election.

Ted Roberts from Mandatum Life Insurance Company Limited, Helsinki, Finland is proposed as the new member of the Nomination Committee. Mandatum Fund Management is among the 20 largest shareholders in the Company.

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

Stephen Knudtzon (Chairman), and Morten W. Høegh are re-elected in their positions and Ted Roberts is elected as new member of the Nomination Committee for the period until the conclusion of the 2015 Annual General Meeting.

All the nominees have accepted the nominations.

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

Stephen Knudtzon (born 1952) is independent of the Board and the executive personnel of the Company (as considered by the Board in accordance with the current Guidelines). Mr. Knudtzon has been practicing since 1986 as a partner in what is now the Norwegian law firm Advokatfirmaet Thommessen AS. Over the years he has held several directorships in various shipping and offshore entities, which currently include Buksér og Berging AS (chairman) and Fred. Olsen Energy ASA (deputy). Mr. Knudtzon is also chairman of the Oslo Chamber of Commerce Institute for Arbitration and ADR. Mr. Knudtzon and other lawyers in Thommessen assist the Company in legal matters on a regular basis. He also participates in Board meetings of the Company as a legal advisor to the Board. Mr. Knudtzon 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) and has prepared a study about a possible international ships register and a shipping tax system in Åland. Stephen Knudtzon owns, directly and through related parties, 10,914 shares in the Company.

Morten W. Høegh (born 1973) has served as Chairman of Höegh LNG since 2006. Since 2003, he has been a director of Höegh Autoliners Holdings AS (and its predecessors Leif Høegh & Co. ASA, Leif Høegh & Co. Ltd. and Höegh Autoliners Ltd.). Mr. Høegh is a director of Höegh Eiendom AS and Hector Rail AB and a director and member of the Executive Committee of Gard P&I (Bermuda) Ltd. He also serves as the Chairman of the UK committee of DNV GL. From 1998 to 2000 he worked as an investment banker with Morgan Stanley in London. Morten W. Høegh holds a Master of Business Administration with High Distinction (Baker Scholar) from Harvard Business School and a Master of Science in Ocean Systems Management and a Bachelor of Science in Ocean Engineering from the Massachusetts Institute of Technology. He is a graduate of the Military Russian Program at the Norwegian Defence Intelligence and Security School. Mr. Høegh is a Norwegian citizen and resides in the United Kingdom. Morten W. Høegh is the primary beneficiary under a family trust which, together with Leif O. Høegh, are controlling companies that are the majority shareholder of Leif Høegh & Co. Ltd., which owns 44.4 % of Höegh LNG. In addition, Morten W. Høegh owns 2,640 shares in the Company.

Ted Kristofer Roberts (born 1974) has since 2009 worked as a Portfolio Manager, and been part of the executive group, at Mandatum Life. Over the years Mr Roberts has worked for various companies within Investment Banking and Investment Management. Ted K. Roberts



holds a Master of Science from Helsinki University of Technology, and has studied finance at the Swedish School of Economics & Business Administration. Mr Roberts is a Finish citizen and resides in Finland. Mandatum Life currently owns 1.8% of the shares in the Company.

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

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

The 2013 Annual General Meeting resolved that each of the Directors except Cameron E. Adderley and Timothy J. Counsell, should receive a payment of USD 20,000 in cash plus the issue of a number of common shares at par value USD 0.01 each in the capital of the Company equal to the number which could be purchased on Oslo Børs for USD 10,000 on close of business on 22 May 2013 (rounded down to the nearest whole share) as remuneration for services rendered by them as Directors of the Company for the period from **1 January 2012 to 22 May 2013**.

Appleby Services (Bermuda) Ltd. provides corporate administration services for the Company in Bermuda and is paid an amount of USD 40,000 per annum to provide two Bermuda resident Directors. Cameron E. Adderley and Timothy J. Counsell are the two Bermuda resident Directors provided by Appleby Services (Bermuda) Ltd. Both are directors and shareholders of the Company's Bermuda counsel, Appleby (Bermuda) Limited and beneficial owners of the related service company, Appleby Services (Bermuda) Ltd. Neither Cameron E. Adderley nor Timothy J. Counsell personally receive any remuneration for serving as Directors of the Company.

The Nomination Committee recommends that the current compensation is continued as follows in respect of the period from the 2013 Annual General Meeting until the 2014 Annual Meeting:

The Nomination Committee proposes that the following Directors: Morten W. Høegh, Leif O. Høegh, Jon Erik Reinhardsen, Andrew Jamieson, Guy D. Lafferty and Ditlev Wedell-Wedellsborg each receive payment of USD 20,000 in cash for the period from 23 May 2013 to 22 May 2014 (the 2014 Annual General Meeting), 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 10,000 at the close of business on 22 May 2014 (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 for 22 May 2014 listed on the official website of Norges Bank. The shares will be issued and the cash payment will be made following the 2014 AGM.

Approve that following completion of the 2014 AGM an amount of USD 40,000 per annum is paid to Appleby Services (Bermuda) Ltd. for the provision of two Bermuda resident Directors, such Bermuda resident Directors being Cameron E. Adderley and Timothy J. Counsell.



In respect of the period from the 2014 Annual General Meeting until the 2015 Annual Meeting the Nomination Committee recommends to continue the same compensation, but with an additional compensation to the chairman of the “Audit Committee” and the “Governance and Compensation Committee” as follows:

The Nomination Committee further proposes that following Directors: Morten W. Høegh, Leif O. Høegh, Jon Erik Reinhardsen, Andrew Jamieson, Guy D. Lafferty and Ditlev Wedell-Wedellsborg each receive payment of USD 20,000 in cash for the period from 22 May 2014 to May 2015 (the date of the 2015 Annual General Meeting), 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 10,000 at the close of business on the date of the 2015 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 that date listed on the official website of Norges Bank. The shares will be issued and the cash payment will be made following the 2015 AGM.

Approve that following completion of the 2015 AGM an amount of USD 40,000 per annum is paid to Appleby Services (Bermuda) Ltd. for the provision of two Bermuda resident Directors, such Bermuda resident Directors being Cameron E. Adderley and Timothy J. Counsell.

Approve that the chairman of the Audit Committee and the Governance 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 from the date of the 2014 AGM to the 2015 AGM, to be paid following completion of the 2015 AGM.

The 2013 Annual General Meeting resolved that each member of the Nomination Committee should receive USD 5,000 per annum as remuneration for their services until the 2014 Annual General Meeting.

Stephen Knudtzon, being a Norwegian lawyer, will invoice his fees for services rendered as member of the Nomination Committee at his normal rates.

The Nomination Committee recommends that the current compensation is continued as follows in respect of the period from the 2014 Annual General Meeting until the 2015 Annual Meeting:

The Nomination Committee proposes that Morten Høegh and Ted Roberts are paid the same amount of USD 5,000 and that Stephen Knudtzon is paid based on his invoices for their respective services as members of the Nomination Committee rendered in the period between the 2014 AGM and the 2015 AGM, to be paid following the 2015 AGM.

Barry Norris has not participated in the preparation of this final recommendation to the 2014 AGM, but he has been kept informed of the process.



HÖEGH LNG

All recommendations are unanimously adopted by the remaining members of the Nomination Committee and the chairman has been authorized to sign this recommendation.

* * *

London/Oslo, 28 April 2014

The Nomination Committee

Stephen Knudtzon
Chairman

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

Höegh LNG Holdings Ltd.
Annual General Meeting 2014
Attendance Slip

Attendance Slip – 2014 Annual General Meeting

The undersigned will attend the 2014 Annual General Meeting of Höegh LNG Holdings Ltd. on 22 May 2014 at 15:30 hours (London time) at the premises of Höegh Capital Partners, 5 Young Street, W8 5EH, London, UK 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 **20 May 2014** at 08:00 hours (CEST).

**Høegh LNG Holdings Ltd. (the “Company”)
Form of Proxy for use at the Annual General Meeting of the Company to be held on 22 May 2014**

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 Monday 19 May 2014 (the “**Record Date**”), am/are entitled to attend, speak at and vote at the Annual General Meeting for the year 2014 (the “**2014 AGM**”) of the Company to be held at the premises of Høegh Capital Partners, 5 Young Street, W8 5EH, London, UK, on 22 May 2014 at 15.30 hours London time.

I/We hereby appoint (name of proxy), failing whom, the Chairman of the Company, Morten W. Høegh, or in his absence, the Deputy Chairman of the Company, Leif O. Høegh, to act as my/our proxy at the 2014 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 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
5.	Election of External Auditor			
	- Ernst & Young			
	- Authority to the Directors to determine Auditor’s remuneration			
6.	Election of Directors			
	6.1 Re-election of Leif O. Høegh until 2016 AGM			
	6.2 Re-election of Andrew Jamieson until 2016 AGM			
	6.3 Re-election of Guy D. Lafferty until 2016 AGM			
	6.4 Re-election of Timothy J. Counsell until 2016 AGM			
	6.5 Re-confirm the number of Directors shall be eight			
7.	Determination of remuneration for the Directors			
	7.1 Remuneration of USD 20,000 in cash for the period 23 May 2013 to 22 May 2014 (the 2014 AGM) plus the issue of common shares in the amount of USD 10,000 to each of Morten W. Høegh, Leif O. Høegh, Jon Erik Reinhardsen, Andrew Jamieson, Guy D. Lafferty and Ditlev Wedell-Wedellsborg			
	7.2 Remuneration of USD 40,000 to Appleby Services (Bermuda) Ltd. for the provision of two Bermuda resident Directors, payment following 2014 AGM			
	7.3 Remuneration of USD 20,000 in cash for the period 22 May 2014 to May 2015 (the date of the 2015 AGM) plus the issue of common shares in the amount of USD 10,000 to each of Morten W. Høegh, Leif O. Høegh, Jon Erik Reinhardsen, Andrew Jamieson, Guy D. Lafferty and Ditlev Wedell-Wedellsborg			
	7.4 Remuneration of USD 40,000 to Appleby Services (Bermuda) Ltd. for the provision of two Bermuda resident Directors, payment following 2015 AGM			
	7.5 Remuneration of USD 10,000 in cash to the chairman of the Audit Committee and the Governance and Compensation Committee, payment following completion of 2015 AGM			

8.	Election of members to the Nomination Committee			
	8.1 Re-election of Stephen Knudtzon as Chairman until 2015 AGM			
	8.2 Re-election of Morten W. Høegh as member until 2015 AGM			
	8.3 Election of Ted Roberts as member until 2015 AGM			
9.	Determination of remuneration payable to the members of the Nomination Committee			
	9.1 Remuneration of USD 5,000 to each of Morten W. Høegh and Ted Roberts and that Stephen Knudtzon is paid his professional rates set out in his invoices			

Executed at (Place) on2014 (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 20 May 2014 at 08:00 hours (CEST).