

## **NOTICE OF THE ANNUAL GENERAL MEETING IN MISEN ENERGY AB (publ)**

The shareholders of Misen Energy AB (publ), reg. no. 556526-3968, (the “**Company**”) are hereby invited to the annual general meeting to be held on Thursday, 23 April 2015 at 10.00 a.m. CET at the offices of Baker & McKenzie Advokatbyrå, Vasagatan 7, 8<sup>th</sup> floor, SE-101 23 Stockholm, Sweden.

### **Registration etc.**

Shareholders who wish to attend the annual general meeting must:

- i) on the record day, which is Friday, 17 April 2015, be registered in the share register maintained by Euroclear Sweden AB (“**Euroclear**”). Shareholders whose shares are registered in the name of a bank trust department or a fund must temporarily register the shares in their own name in order to be entitled to participate at the general meeting. Such temporary registration must be completed no later than 17 April 2015, which means that the shareholders must inform their nominees well in advance before this date; and
- ii) notify the Company of their intention to attend the general meeting no later than Friday, 17 April 2015. Notice of participation shall be sent by e-mail to [info@misenergy.se](mailto:info@misenergy.se) or by regular mail to Misen Energy AB (publ), Attn: AGM, Engelbretsgatan 32, SE-411 37 Gothenburg, Sweden. Upon notification, the shareholders should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, details of representatives, proxy holders and advisors. A shareholder who wishes to be represented by proxy should no later than 17 April 2015 furnish the Company with a written and dated proxy. A form proxy will be available for download on the Company’s website [www.misenergy.se](http://www.misenergy.se).

### **The proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Determination of whether the general meeting has been duly convened
6. Presentation of the operations of the Misen Group
7. Presentation of the annual report and the auditor’s report and the consolidated financial statements and the auditor’s report for the group
8. Resolutions regarding:
  - a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b) allocation of the Company’s profit or loss according to the adopted balance sheet; and
  - c) discharge from liability for the board members and the managing director
9. Determination of the number of board members and the number of auditors and deputy auditors
10. Election of members of the board and chairman of the board

11. Determination of remuneration to members of the board and board committees and to auditors
12. Election of auditors
13. Adoption of principles for the Nomination Committee
14. Election of members of the Nomination Committee
15. Resolution regarding authorisation for the board to issue shares, convertible debentures and/or warrants in an amount not exceeding ten (10) per cent of total number of shares and votes in the Company
16. Closing of the general meeting

### **Proposal for resolutions**

#### ***Item 1. Election of chairman of the general meeting***

The Nomination Committee proposes Carl Svernlöv, attorney-at-law, as chairman of the annual general meeting.

#### ***Item 8(b). Resolution regarding allocation of the Company's profit or loss according to the adopted balance sheet***

The board of directors proposes that all funds available to the Company shall be carried forward.

#### ***Item 9. Determination of the number of board members and the number of auditors and deputy auditors***

The Nomination Committee proposes that the board of directors shall consist of five ordinary board members and no deputies.

The Nomination Committee proposes that the Company shall have one auditor (audit firm) and no deputy auditors.

#### ***Item 10. Election of members of the board and chairman of the board***

The Nomination Committee proposes re-election of all current board members: Andrius Smaliukas, Dimitrios Dimitriadis, Hans Lundgren, Oleg Batyuk and Pavel Prysiazhniuk.

The Nomination Committee further proposes re-election of Andrius Smaliukas as chairman of the board.

#### ***Item 11. Determination of remuneration to members of the board and board committees and to auditors***

The Nomination Committee proposes that the aggregate remuneration to the members of the board for their work until the next annual general meeting shall be EUR 76,000, allocated as follows: EUR 30,000 to the chairman of the board, EUR 25,000 to Hans Lundgren, EUR 10,000 to each of Dimitrios Dimitriadis and Oleg Batyuk and EUR 1,000 to Pavel Prysiazhniuk. The proposal means that the remuneration to the individual board members remains unchanged compared to the last year.

The Nomination Committee further proposes that no additional remuneration shall be paid to the members of the board committees.

The Nomination Committee proposes that remuneration to the auditors shall be paid in accordance with approved invoice.

***Item 12. Election of auditors***

The Nomination Committee proposes re-election of PricewaterhouseCoopers AB as the Company auditor. Johan Palmgren will be the responsible auditor.

***Item 13. Adoption of principles for the Nomination Committee***

The Nomination Committee proposes that the principles for the Nomination Committee adopted at the annual general meeting 2014 shall be re-adopted in full, with the following addition in clause 2.1: "If any of the three largest shareholders does not want to appoint a member of the Nomination Committee, the next shareholder in turn shall be offered to appoint a member of the Nomination Committee. In case more shareholders abstain from appointing a member of the Nomination Committee, the Nomination Committee does not have to contact more than five shareholders unless it is necessary to achieve a Nomination Committee of at least three members."

***Item 14. Election of members of the Nomination Committee***

The Nomination Committee proposes:

- re-election of Sergiy Probylov, representing Blankbank Investments Limited, Dimitrios Dimitriadis, representing Nellston Holdings Limited, and Andrius Smaliukas, in his capacity as chairman of the board of directors, as members of the Nomination Committee;
- election of Aurimas Augustinavicius, representing TCT Holding AB, as new member of the Nomination Committee; and
- re-election of Sergiy Probylov as chairman of the Nomination Committee.

***Item 15. Resolution regarding authorisation for the board to issue shares, convertible debentures and/or warrants in the total amount not exceeding ten (10) per cent of total number of shares and votes in the Company***

The board of directors proposes that the annual general meeting resolves to authorise the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue shares, convertible debentures and/or warrants, with or without preferential rights for the shareholders, in the amount not exceeding ten (10) per cent of the total number of shares and votes in the Company, to be paid in cash, in kind and/or by way of set-off. The share issue price shall be as close as possible in relation to the current market value with deduction of the discount necessary to attract interest for subscription of instruments.

The annual general meeting is further proposed to authorise the board of directors or the managing director to make such minor necessary adjustments in the resolution above as may be necessary in order to file and register the resolution with the Swedish Companies Registration Office.

The resolution requires support by shareholders holding no less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

**Number of shares and votes**

The total number of shares and votes in the Company on the date of this notice is 145,068,222. Each share represents one vote. Only one class of shares exists. The Company does not hold any own shares.

**Miscellaneous**

The shareholders are reminded of their right to request information at the annual general meeting from the board of directors and the managing director in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

The annual report and the auditor's report, the proposals of the Nomination Committee and the board of directors, proxy forms as well as other documents to be presented at the annual general meeting in accordance with the Swedish Companies Act will as of 2 April 2015 be available at the Company's offices at Engelbrektsgatan 32, SE-411 37, Gothenburg, Sweden, and on the Company's website [www.misenenergy.se](http://www.misenenergy.se), and will upon request be sent to the shareholders who provide their address.

Stockholm in March 2015

**Misen Energy AB (publ)**  
The Board of Directors