



## 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 Wednesday, 28 April 2021 at 2.00 p.m. CET at the offices of Baker & McKenzie Advokatbyrå, Vasagatan 7, 8th floor, SE-101 23 Stockholm, Sweden.

### Information with respect to the coronavirus

Due to the development of the coronavirus, the goal is that the annual general meeting shall be swift and effective to minimize spread of disease. Shareholders should carefully consider the possibility to vote in advance, please see below, as well as the possibility of participating by way of proxy. Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. The board of directors of the Company has resolved on the following measures to minimize the risk of the spread of the coronavirus at the annual general meeting:

- Possibility to vote in advance and attendance via video conference.
- Registration for the annual general meeting will commence at 1.45pm.
- External guests will not be invited.
- No food or refreshments will be served.
- The presentation by the CEO will be shortened.

The Company follows the development and the recommendations of the authorities and will, if necessary, update the information about the annual general meeting on the Company's website, [www.misenenergy.se](http://www.misenenergy.se).

### Registration etc.

Shareholders who wish to attend the annual general meeting must:

- on Tuesday 20 April 2021 be registered in the share register maintained by Euroclear Sweden AB; and
- notify the Company of their intention to attend the general meeting (either physically or remotely) no later than on Thursday 22 April 2021. 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), AGM, Kungsporsavenyen 32, SE-411 36 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 on Thursday 22 April 2021 furnish the Company with a written and dated proxy. A proxy form will be held available on the Company's website, [www.misenenergy.se](http://www.misenenergy.se).

### Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Tuesday 20 April 2021 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Thursday 22 April 2021 will be considered in preparations of the share register.

### Advance voting

The shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. The Company

encourages the shareholders to use this opportunity in order to minimize the number of participants attending the general meeting in person and thus reduce the spread of the infection.

A special form shall be used for advance voting. The form is available on [www.misenenergy.se](http://www.misenenergy.se). A shareholder who is exercising its voting right through advance voting do not need to notify the Company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be submitted to the Company no later than on Thursday 22 April 2021. The completed and signed form shall be sent to the address stated under "Registration" above. A completed form may also be submitted electronically and is to be sent to [info@misenergy.se](mailto:info@misenergy.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions is included in the form for advance voting.

### **Attendance etc. due to the recent developments of COVID-19/Corona virus**

The shareholders might attend the annual general meeting either physically, in person or by proxy, at 2.00 p.m.CET at the offices of Baker& McKenzie Advokatbyrå, Vasagatan 7, 8th floor, SE-101 23 Stockholm, Sweden or remotely (via video conference) and vote in advance. Those who are willing to attend the annual general meeting remotely will be required to log in securely from a remote location. The Company will distribute the video conference details to the shareholders that have notified the Company of their intention to attend the general meeting pursuant to the instructions above no later than on Tuesday 27 April 2021.

### **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 auditors
10. Determination of remuneration to members of the board and board committees and to auditors
11. Election of members of the board and chairman of the board and audit firm
12. Election of members of the Nomination Committee
13. Adoption of principles for the Nomination Committee
14. Resolution regarding authorisation for the board to issue shares, convertibles and/or warrants
15. Resolution to continue ICSID arbitration
16. Closing of the general meeting

### **Proposal for resolutions**

#### ***Item 1. Opening of the general meeting and election of chairman of the general meeting***

The Nomination Committee proposes Carl Svernlöv, attorney-at-law at Baker McKenzie, 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 a dividend of EUR 0.04 per share, in total EUR 5,802,728.88 EUR. The proposed record date to receive the dividend is Friday 30 April 2021. If the annual general meeting resolves in accordance with the proposal, payment of the dividend is expected to be performed through Euroclear Sweden AB on Friday 7 May 2021.

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

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

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

### ***Item 10. 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 350,000, allocated as follows: EUR 150,000 to the chairman of the board, EUR 100,000 to Dimitrios Dimitriadis, EUR 50,000 to Gediminas Vaikasas and EUR 50,000 to Iryna Demchenko.

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 11. Election of members of the board and chairman of the board and audit firm***

The Nomination Committee proposes re-election of Andrius Smaliukas and Dimitrios Dimitriadis as board members. The Nomination Committee further proposes election of Iryna Demchenko and Gediminas Vaikasas as new board members.

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

The Nomination Committee proposes re-election of Frejs Revisorer AB as Company auditor. Frejs Revisorer AB has announced that Ulf Johansson continues as main responsible auditor.

### ***Item 12. Election of members of the Nomination Committee***

The Nomination Committee proposes:

- re-election of Sergiy Probylov, proposed by Blankbank Investments Limited, Dimitrios Dimitriadis in his capacity as a shareholder of Misen Energy AB (publ), Aurimas Augustinavicius, proposed by TCT Holding AB, and Andrius Smaliukas, in his capacity as chairman of the board of directors, as members of the Nomination Committee; and
- re-election of Sergiy Probylov as chairman of the Nomination Committee.

### ***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 2020 shall be re-adopted in full.

### ***Item 14. Resolution regarding authorisation for the board to issue shares, convertibles and/or warrants***

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, convertibles 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 shares.

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.

### **Item 15. Resolution to continue ICSID arbitration**

On 24 March 2021, Misen Energy AB (publ) and Misen Enterprises AB filed a request for arbitration under the Washington Convention and the Rules of the International Centre for Settlement of Investment Disputes ("ICSID Convention").

The board of directors of the Company proposes that the annual general meeting consents to the continued arbitration under the ICSID Convention.

### **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 and the board of directors full proposal, 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 30 March 2021 be available at the Company's offices at Kungssportsavenyen 32, SE-411 36, Gothenburg, Sweden, on the Company's website [www.misenenergy.se](http://www.misenenergy.se) and at the offices of Baker & McKenzie Advokatbyrå at Vasagatan 7, SE-101 23 Stockholm, Sweden, and will upon request be sent to the shareholders who provide their address. The proposals of the Nomination Committee will be available as of the date of this notice in the same manner as set out above.

### **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, 30 March 2021

### **Misen Energy AB (publ)**

The Board of Directors

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Misen Energy AB (publ) (formerly Svenska Capital Oil AB (publ)) is a Swedish upstream oil and gas company with operations in Ukraine. The company was founded in 2004 and its shares are traded on Nasdaq First North Growth Market since 12 June 2007. In 2011, Misen Energy AB (publ) acquired Misen Enterprises AB and its Ukrainian subsidiary, LLC Karpatygaz, including the rights to 50.01% of the revenue and profit from a gas production project in Ukraine. Under IFRS rules, this transaction is classified as a reverse takeover. In consideration of the acquisition, a new share issue was carried out. The gas producing assets were acquired by production cooperation via a joint activity project governed by a Joint Activity Agreement between at that time the wholly-owned direct and indirect subsidiaries of Misen Energy AB (publ), i.e. Misen Enterprises AB and LLC Karpatygaz (together 50.01%) and JSC Ukrgasvydobuvannya (49.99%), a subsidiary of the National Joint Stock Company Naftogaz of Ukraine. JSC Ukrgasvydobuvannya is the largest producer of natural gas in Ukraine. The purpose of the Joint Activity Agreement is to significantly increase production of gas and oil by providing modern technologies via a large-scale investment program for the purposes of attainment of profits. In June 2016 and in July 2017 Misen Energy AB (publ) sold respectively 37.5% and 10% of Misen Enterprises AB shares to the Hong Kong based company Powerful United Limited. In March 2018, Misen Energy AB (publ) sold 2% of Misen Enterprises AB shares to Mr. Konstantin Guenevski. Owning (the remaining) 50.5% of Misen Enterprises AB shares, Misen Energy AB (publ) maintains full control of the company and preserves a right to obtain 50.5% of the future dividends from the operations in Ukraine. The registered office of Misen Energy AB (publ) is in Stockholm and the shares are traded on First North Growth Market

under identification ticker MISE. The Certified Adviser of the company at Nasdaq First North Growth Market is Erik Penser Bank AB, tel.: +46 8 463 80 00, e-mail: [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se).  
For further information, please visit our website [www.misenenergy.se](http://www.misenenergy.se).