



## **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, 28 April 2022.

### **Information with respect to the coronavirus**

The Company is mindful of the health and well-being of its shareholders and employees. It's important for the Company to take a social responsibility and contribute to reduce the risk of transmission of the coronavirus (Covid-19). Consequently, the annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. Thus, it will not be possible to attend in person or through proxy at the annual general meeting.

Information on the decisions of the annual general meeting will be published as soon as the outcome of the postal voting is finally compiled on 28 April 2022.

### **Right to attend the general meeting**

Shareholders who wish to participate through advance voting in the general meeting must:

- i. on the record date, which is Wednesday 20 April 2022, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. no later than on Wednesday 27 April 2022 notify the Company of their intention to participate in the general meeting by casting their advance votes in accordance with the instructions under the heading "Advance voting" below so that the advance voting form is received by the Company no later than on Wednesday 27 April 2022.

### **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 Wednesday 20 April 2022 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 Friday 22 April 2022 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should be submitted to the Company by mail at the address set forth below and at the Company's disposal no later than on 27 April 2022. A proxy form will be available on the Company's website, [www.misenenergy.se](http://www.misenenergy.se), and will also be sent to shareholders who so request and inform the Company of their postal address.

### **Advance voting**

Due to the continuing risk of the spread of the coronavirus (Covid-19), the Company has taken certain precautionary measures in relation to the annual general meeting. The shareholders may exercise their voting rights at the meeting only by voting in advance, so-called postal voting in accordance with section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form must be used for advance voting. The form is available at [www.misenenergy.se](http://www.misenenergy.se). The advance voting form is valid as a notification to the general meeting.

In the advanced voting form, the shareholders may request that resolution in one or more of the matters raised in the proposed agenda be postponed to a so-called continued general meeting, which may not be held solely by advanced voting. Such a continued meeting for a decision in a specific matter shall take place if the meeting decides on it or if the owners of at least one tenth of all shares in the Company so requests.

The completed voting form must be submitted to the Company no later than on Wednesday 27 April 2022. The completed and signed form shall be sent to address: Misen Energy AB (publ), AGM, Kungsportsavenyen 32, 411 36 Gothenburg, Sweden. The completed form may alternatively be submitted electronically and is then to be sent to [info@misenenergy.se](mailto:info@misenenergy.se). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (in its entirety) is invalid.

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

### **Draft agenda**

1. Opening of the general meeting and election of chairman of the meeting and appointment of the keeper of the minutes
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one person to certify the minutes
5. Determination of whether the general meeting has been duly convened
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report for the group
7. 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
8. Determination of the number of board members and auditors
9. Determination of remuneration to the board of directors and the auditors
10. Election of members of the board and chairman of the board and audit firm
11. Election of members of the nomination committee
12. Adoption of principles for the nomination committee
13. Closing of the general meeting

### **Proposed resolutions**

#### ***Item 1: Opening of the general meeting and election of chairman of the meeting and appointment of the keeper of the minutes***

The nomination committee proposes Carl Svernlöv, attorney-at-law at Baker McKenzie Advokatbyrå, as chairman of the annual general meeting and keeper of the minutes or, in his absence, the person appointed by him.

#### ***Item 2: Preparation and approval of voting list***

The voting list proposed for approval by the general meeting is the voting list prepared by the Company, based on the Company's share register received by Euroclear Sweden AB and the advance votes received, and as verified by the person elected to approve the minutes.

#### ***Item 3: Approval of the agenda***

The board of directors proposes that the general meeting approves the proposed agenda as set forth above.

#### ***Item 4: Election of one person to certify the minutes***

The board of directors proposes that Elsa Sefastsson, LL.M., at Baker & McKenzie Advokatbyrå or, in her absence, the person or persons instead appointed by her, to be elected to certify the minutes of the general meeting. The task of certifying the minutes of the general meeting also includes verifying the voting list and that the advance votes received are correctly reflected in the minutes of the

general meeting.

**Item 7(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 for the annual general meeting shall be carried forward.

**Item 8: 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 9: Determination of remuneration to the board of directors and the 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 remuneration is thus the same as the previous 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 10: Election of members of the board and chairman of the board and audit firm**

The nomination committee proposes re-election of Andrius Smaliukas, Dimitrios Dimitriadis, Gediminas Vaikasas and Iryna Demchenko as 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 11: 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 12: Adoption of principles for the nomination committee**

The nomination committee proposes that the principles for the nomination committee adopted at the annual general meeting 2021 shall be re-adopted in full.

**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.

**Other**

Copies of accounts, auditor statement and proxy form are available at least three weeks in advance of the annual general meeting. The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the

meeting. All documents are available at the Company and at the Company's website [www.misenenergy.se](http://www.misenenergy.se), and will be sent to shareholders who request it and provide their e-mail or postal address.

The board of directors and the managing director shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the Company, provide information at the general meeting on matters that may affect the assessment of an item on the agenda or the Company's financial information. Such duty to provide information applies also to the Company's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries as specified in the foregoing sentence. A request for such information shall be received by the Company in writing no later than ten calendar days prior to the meeting, i.e., Monday 18 April 2022 by post to the Company's address Kungsportsavenyen 32, 411 36 Gothenburg, Sweden, or by e-mail to info@misenenergy.se. The information will be made available at the Company's website, [www.misenenergy.se](http://www.misenenergy.se), and at the head office no later than on Saturday 23 April 2022. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its e-mail or postal address.

### **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, 29 March 2022

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

The Board of Directors

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The company was founded in 2004 and its shares have been traded on Nasdaq First North Growth Market since 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. Misen Energy AB (publ) acquired the rights to produce hydrocarbons under Joint Activity Agreement No.3 ("JAA No.3") between Misen Enterprises AB and LLC Karpatygaz (together 50.01%) and JSC Ukrgasvydobuvannya (49.99%), a subsidiary of the NJSC Naftogaz of Ukraine. The purpose of the JAA No.3 was to significantly increase production of hydrocarbons by providing modern technologies via a large-scale investment program for the purposes of attainment of profits.

The JAA No.3 (as amended and restated) was terminated in June 2018. As a result, Misen Energy AB (publ) received compensation that reflected its share of the replacement costs of the equipment subject to the joint ownership under the JAA No.3. In March 2021, Misen Energy AB (publ) and Misen Enterprises AB initiated an investment arbitration against Ukraine (ICSID Case No. ARB/21/15) concerning Ukraine's breaches of the investor's rights resulting from the imposition of a 70% subsoil use charge.

The registered office of Misen Energy AB (publ) is in Stockholm. Misen Energy AB (publ) is listed on Nasdaq First North Growth Market and the Company adheres to the rules and regulations for First North. The Certified Adviser of the Company is Erik Penser Bank AB, tel.: +46 8 463 80 00, email: [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se).  
For further information, please visit our website [www.misenenergy.se](http://www.misenenergy.se).