



## **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 Tuesday, 28 March 2023 at 1 p.m. at Baker McKenzie's office at Vasagatan 7 in Stockholm.

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

Shareholders who wish to participate in the general meeting must:

- i. on the record date, which is Monday 20 March 2023, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. no later than on Wednesday 22 March 2023 notify the Company of their and any counsel's participation at the general meeting, by email to [info@misenergy.se](mailto:info@misenergy.se). Notice of attendance shall contain name, personal/corporate identity number, address and telephone number.

### **Electronic participation**

The board has decided that shareholders who cannot attend the meeting should be able to take part in the meeting via a link. Further instructions regarding electronic participation will be sent no later than 27 March 2023 to the shareholders who have registered their participation no later than 22 March 2023. Note that it is not possible to vote via link, but a shareholder who does not physically attend the meeting must vote via proxy form, see further information below under the heading "Proxy etc."

### **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 Monday 20 March 2023 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 Wednesday 22 March 2023 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders who are represented by proxy must issue a written and dated power of attorney for the proxy. If the power of attorney was issued by a legal entity, a certified copy of the registration certificate, or equivalent authorization document, showing that the persons who have signed the power of attorney are authorized signatories for the legal entity, must be attached to the power of attorney. The power of attorney must not be older than one year, however, the power of attorney may be older than one year if it appears that it is valid for a longer period, five years at most. A copy of the power of attorney and any proof of registration should, to facilitate entry at the meeting, be received by the Company by being sent well before the meeting to the Company by e-mail to the address stated above. The original power of attorney and proof of registration must also be presented at the meeting. A proxy form will be available on the Company's website, [www.misenergy.se](http://www.misenergy.se), and will also be sent to shareholders who so request and inform the Company of their e-mail or postal address.

### **Draft agenda**

1. Opening of the general meeting and election of chairman of the 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 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. Resolution regarding authorization for the board of directors to resolve on issuances
14. Closing of the general meeting

## **Proposed resolutions**

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

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

### ***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 2022 shall be re-adopted in full, to apply until further notice.

#### ***Item 13: Resolution regarding authorization for the board of directors to resolve on issuances***

The board of directors of the Company proposes that the meeting resolves to authorize the board of directors until the next annual general meeting, on one or more occasions, with or without preferential rights for the shareholders, to issue shares, warrants and/or convertibles, with the right to subscribe for and convert into shares in the Company, respectively, corresponding to a maximum of 10 percent of the Company's share capital after dilution based on the number of shares in the Company at the time of the annual general meeting, to be paid in cash, through set-off or in kind.

Issuance of new shares, pursuant of the authorization, shall be carried out in accordance with acquisition agreements or customary terms and conditions under prevailing market conditions. The allocation of shares can, if the board of directors finds it appropriate, be with a subscription price corresponding to the share's quota value.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Swedish Companies Registration Office.

#### **Majority requirements**

Resolution in accordance with item 13 is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the 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. 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 shareholders hereby notified regarding the right to, at the annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

### **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:

<http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm, 24 February 2023

### **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 Karpatygas, 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 Karpatygas (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.misenergy.se](http://www.misenergy.se).