

**NOMINATION COMMITTEE'S PROPOSALS FOR DECISIONS, INCLUDING REASONED OPINION
REGARDING THE BOARD COMPOSITION, TO THE ANNUAL GENERAL MEETING IN MISEN
ENERGY AB (publ) ON 4 JUNE 2020**

Background

A Nomination Committee of Misen Energy AB (publ) was established by decision of the annual general meeting in 2014. For the annual general meeting 2020, the Nomination Committee has consisted of Sergiy Probylov, chairman of the Nomination Committee, proposed by Blankbank Investments Limited, Dimitrios Dimitriadis, proposed by Nellston Holdings Limited, Aurimas Augustinavicius, proposed by TCT Holding AB, and Andrius Smaliukas, chairman of the board.

Proposals to the annual general meeting

Chairman of the general meeting

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

Number of board members and deputies

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

Number of auditors and deputy auditors

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

Remuneration to members of the board and board committees

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 37,000 to the chairman of the board, EUR 16,000 to each of Dimitrios Dimitriadis and Oleg Batyuk and EUR 7,000 to Pavel Prysiazniuk. The remuneration is the same as for the previous year.

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

Remuneration to auditors

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

Election of members of the board of directors and chairman of the board

The Nomination Committee proposes re-election of the following board members: Andrius Smaliukas, Dimitrios Dimitriadis, Oleg Batyuk and Pavel Prysiazniuk.

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

The board members are presented in the 2019 annual report and on the website of Misen Energy AB (publ).

The Nomination Committee's reasoned opinion regarding the board composition proposal

The Nomination Committee has discussed and assessed the size and composition of the board with regard to, among other things, experience and competence of the board members as well as their commitment. It was concluded that the current board worked efficiently. It was further concluded that the board members are well suited for the task both individually and as a group, and that they are able to devote sufficient time for the assignment. Against this background the Nomination Committee proposes that the current composition of the board of directors remains unchanged. Further, the Nomination Committee has particularly discussed equal gender distribution and strive to improve the equal gender distribution on the board. The Nomination Committee will evaluate and address this question closely also during the coming years.

Election of auditors

The Company's current auditor, PricewaterhouseCoopers AB steps down as the auditor of Misen Group (Mr Johan Palmgren was appointed as the main responsible auditor). The Nomination Committee proposes election of Frejs Revisorer AB as Company auditor. Frejs Revisorer AB has announced its appointment of Ulf Johansson as main responsible auditor.

Adoption of principles for the Nomination Committee

The Nomination Committee proposes that the principles for the Nomination Committee adopted at the annual general meeting 2019 shall be re-adopted in full.

Election of members of the Nomination Committee

According to the current principles for the Nomination Committee, the annual general meeting shall elect four members of the following year's Nomination Committee (2020), of whom three shall be representatives of the company's largest shareholders and the fourth shall be the chairman of the board.

In accordance with the abovementioned principles, the Nomination Committee proposes:

- re-election of Sergiy Probylov, proposed by Blankbank Investments Limited, Dimitrios Dimitriadis, proposed by Nellston Holdings Limited, 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.

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For the Nomination Committee in Misen Energy AB (publ)

Sergiy Probylov, Chairman of the Nomination Committee