

## 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 29 April 2014 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 Wednesday 23 April 2014, 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 23 April 2014, which means that the shareholders must inform their nominees well in advance before this date;
- ii) notify the Company of their intention to attend the general meeting no later than Wednesday 23 April 2014. 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, Engelbrektsgatan 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 23 April 2014 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 to be elected at the general meeting and the number of auditors and deputy auditors.
10. Determination of remuneration to the board of directors and the auditors.
11. Election of members of the board and chairman of the board.
12. Election of auditors.
13. Decision on establishment of the nomination committee.
14. Resolution regarding authorisation for the board of directors 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.
15. Closing of the general meeting.

## Proposal for resolutions

### **Proposals from the Nominating Committee (items 1 and 9-13)**

The three largest shareholders jointly representing 79.04 per cent of the votes in the Company have appointed a committee (the “**Nominating Committee**”) to prepare and propose decisions to the annual general meeting on electoral and remuneration issues (normally, a responsibility of a formal nomination committee). The Nominating Committee for the annual general meeting 2014 consisted of Tore Sandvold, chairman of the board, Dimitrios Dimitriadis, representing Nellston Holdings Limited, Sergiy Petukhov, representing Norchamo Limited, and Sergiy Probylov, representing Blankbank Investments Limited.

The Nominating Committee proposes that the following resolutions are taken by the annual general meeting:

**Chairman of the annual general meeting:** Carl Svernlöv, attorney-at-law, shall be appointed chairman of the annual general meeting.

### **Number of board members/determination of remuneration to the board of directors/election of members of the board and chairman of the board:**

Proposed number of the board members and proposed members of the board and their remuneration will be presented at the annual general meeting at the latest.

**Number of auditors and deputy auditors:** The number of auditors (audit firm) shall be one (1). No deputy auditors shall be appointed.

**Determination of remuneration to the auditors:** The auditors shall be paid in accordance with approved invoice.

**Election of auditors:** PricewaterhouseCoopers AB shall be re-appointed as company auditor for the period until the end of the next annual general meeting. Johan Palmgren will be the responsible auditor.

**Establishment of the nomination committee:** A nomination committee shall be established for the annual general meeting 2015 comprising Tore Sandvold, chairman of the board, Dimitrios Dimitriadis, representing Nellston Holdings Limited, Sergiy Petukhov, representing Norchamo Limited, and Sergiy Probylov, representing Blankbank Investments Limited. Sergiy Probylov shall be chairman of the nomination committee. The term of the nomination committee shall run until a new nomination committee has been established.

It is further proposed that the annual general meeting adopts guidelines for the nomination committee.

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

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

### **Resolution regarding authorisation for the board of directors 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 (item 14)**

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 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.

#### **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.

Proxy forms, the annual report and the auditor's report, the proposal of the Nominating Committee as well as other documents to be presented at the annual general meeting in accordance with the Swedish Companies Act will as of 8 April 2014 be available at the Company's offices at Engelbrektsgränd 32, SE-411 37, Gothenburg, Sweden, and at 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 April 2014

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