

## Annual general meeting in EnergyO Solutions Russia AB (publ)

The shareholders in EnergyO Solutions Russia AB (publ) (the “**Company**”) are hereby summoned to the annual general meeting on Thursday 28 April 2016 at 11.00 a.m. at the conference centre 7A on Strandvägen 7A in Stockholm.

### Notification of attendance

Shareholders who wish to attend the meeting must be registered in the shareholders’ register maintained by Euroclear Sweden AB on 22 April 2016. Shareholders with nominee-registered shares must temporarily register the shares in their own names at Euroclear Sweden AB. Such registration must be effected by 22 April 2016, at latest. Shareholders should contact their nominee with a request for re-registration well in advance of said date.

Furthermore, shareholders who wish to attend the annual general meeting must notify the Company not later than 22 April 2016 of their attendance. Notification of attendance shall be made

- by mail: EOS Russia AB, Brahegatan 29, 114 37 Stockholm,
- by telephone: 08-407 31 50,
- by fax: 08-407 31 59, or
- by e-mail: [ir@eos-russia.com](mailto:ir@eos-russia.com)

The notification of attendance must state name, personal identification number or corporate registration number, address, a daytime telephone number, shareholding and, where appropriate, information about any proxy or shareholder assistants. Shareholders may bring a maximum of two assistants, provided that their attendance is notified as above.

Shareholders represented by proxy must issue a written, signed and dated power of attorney for the proxy. The power of attorney must not have been issued more than one year before the date of the annual general meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as certificate of incorporation and other relevant documents, evidencing the authorised representative, should reach the Company at the above address not later than 22 April 2016.

A proxy form is available on the Company’s website, [www.eos-russia.com](http://www.eos-russia.com).

### Proposed agenda

- 1 Opening of the annual general meeting
- 2 Election of chairman of the annual general meeting
- 3 Preparation and approval of the voting list
- 4 Approval of the agenda
- 5 Election of one or two persons who shall attest the minutes of the meeting
- 6 Determination of whether the annual general meeting was duly convened
- 7 Submission of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report for the group
- 8 Resolution regarding adoption of the income statement and the balance sheet, as well as of the consolidated income statement and the consolidated balance sheet
- 9 Resolution regarding appropriation of the Company's profit or loss in accordance with the approved balance sheet
- 10 Resolution regarding discharge of the members of the board of directors and for the managing director from liability

- 11 Determination of the number of directors and deputy directors of the board of directors as well as the number of auditors and deputy auditors
- 12 Determination of fees for the members of the board of directors and the auditors
- 13 Election of the directors and deputy directors of the board, as well as auditors and deputy auditors
- 14 Submission of documents pursuant to Chapter 20 Section 8 as well as Chapter 20 Sections 13 and 14 of the Swedish Companies Act
- 15 Resolution to redeem shares repurchased under the synthetic buyback programme and increase of the share capital by way of a bonus issue
- 16 Resolution on authorisation for the board of directors to resolve on synthetic buybacks of own shares
- 17 Closing of the annual general meeting

## Proposals to resolution

### Item 2 – Election of chairman of the annual general meeting

The nomination committee proposes Viktor Magnell, member of the Swedish Bar Association, to be elected chairman of the annual general meeting.

### Item 9- Resolution regarding appropriation of the Company's profit or loss in accordance with the approved balance sheet

The board of directors proposes that the loss shall be carried forward and that no dividends be declared.

### Item 11 – Determination of the number of directors and deputy directors of the board as well as the number of auditors and deputy auditors

The nomination committee proposes that the number of directors shall be four, without deputy directors, and that the Company shall have one auditor without a deputy.

### Item 12 – Determination of fees for the members of the board of directors and the auditors

The nomination committee proposes that the remuneration to the board of directors shall be SEK 600,000 and be allocated as follows: SEK 200,000 to each of Christopher Granville, Peregrine Moncreiffe and Lars Bergström. No remuneration shall be paid to Seppo Remes. The auditor's fee shall be paid on the basis of an approved invoice.

### Item 13 – Election of the directors and deputy directors of the board, as well as auditors and deputy auditors

The nomination committee proposes re-election of Seppo Remes, Christopher Granville, Peregrine Moncreiffe and Lars Bergström as board of directors, up to and including the next annual general meeting. Seppo Remes shall be elected chairman of the board of directors.

Further, the nomination committee proposes election of PricewaterhouseCoopers AB as auditor up to and including the next annual general meeting. Principal auditor is Magnus Svensson Henryson.

### Item 15 – Resolution to redeem shares repurchased under the synthetic buyback programme and increase of the share capital by way of a bonus issue

The board of directors proposes that the annual general meeting resolves to redeem shares held by Skandinaviska Enskilda Banken (publ) (“SEB”) pursuant to the Company's synthetic buyback programme in accordance with the proposals set out below. The proposals to reduce the share capital and to increase the share capital by way of a bonus issue, respectively,

constitute one aggregate proposal, which is subject to the resolution by the annual general meeting.

Resolution to reduce the share capital by redemption of shares repurchased under the synthetic buyback programme

The board of directors proposes that the annual general meeting resolves to reduce the share capital by redemption of shares held by SEB as part of the synthetic buyback programme. The purpose of the reduction is repayment to SEB in order to settle the dealings between the parties under the buyback programme. Only SEB shall be entitled to request redemption of shares. The part of the redemption consideration for the shares which exceeds the quota value shall be taken from the Company's unrestricted equity according to the latest adopted balance sheet. Payment of the redemption consideration shall be made once the Companies Registration Office has registered the resolution to reduce the share capital in accordance with the above and the increase of the share capital by way of a bonus issue in accordance with the below. The exact number of shares for redemption and related data will be presented in the complete proposal to the meeting which will be available no later than two weeks before the meeting.

Resolution to increase the share capital by way of a bonus issue

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the board of directors proposes that the Company's share capital is restored to its original amount by way of a bonus issue. The bonus issue shall be carried out by a transfer from the Company's unrestricted equity to the Company's share capital and without the issuance of any new shares. The exact amount to be transferred depends on the number of shares to be redeemed and will be presented in the complete proposal to the meeting which will be available no later than two weeks before the meeting.

The managing director shall be authorised to make such minor adjustments to the resolutions of the general meeting as may be required in connection with their registration with the Companies Registration Office.

#### **Item 16 – Resolution on authorisation for the board of directors to resolve on synthetic buybacks of own shares**

The board of directors proposes that the general meeting authorizes the board of directors, on one or several occasions prior to the annual general meeting 2017, to resolve on synthetic buybacks of own shares to a maximum of 29.9 per cent of all shares in the Company. The Company shall for this purpose enter into a so-called swap agreement for a swap of the return on fixed-income funds against the return on the Company's shares. The counterparty to the swap agreement can be offered to have underlying shares redeemed by the Company.

#### **Qualified majority requirements**

A resolution in accordance with the proposal of the board of directors under item 15 requires that the resolution be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

#### **Number of shares and votes in the Company**

At the time of issue of this notice, the total number of shares in the Company, as well as the total number of votes, is 42,360,290. The Company holds no treasury shares.

## Shareholders' rights to receive information

The board of directors and the managing director shall, if any shareholder so requests and the board of directors believe that it can be done without material harm to the Company, provide information at the meeting about circumstances that may affect the evaluation of an item on the agenda or the evaluation of the financial situation of the Company (Chapter 7 Section 32 of the Swedish Companies Act).

## Miscellaneous

Accounting documents and auditor's reports for the financial year 2015 will be available no later than three weeks before the annual general meeting from the Company. The Board of Director's complete proposals as well as documentation under Chapter 20 Section 8 and Chapter 20 Sections 13 and 14 of the Swedish Companies Act will be available from the Company during two weeks prior to the annual general meeting. Copies of the documents will also be sent to those shareholders who request so and who provide their postal address. The documents will also be available on the Company's website [www.eos-russia.com](http://www.eos-russia.com).

The reasoned statement from the nominating committee as well as information regarding the directors of the board proposed by the nominating committee is available on the Company's website.

This notice is a translation of a Swedish notice, and in case of any conflict between the two language versions, the Swedish version shall prevail.

Remium Nordic AB is the Company's certified adviser.

**EnergyO Solutions Russia AB (publ)**

Stockholm in March 2016

*The board of directors*