



## Notice of the annual general meeting 2016 in Crown Energy (publ)

The shareholders of Crown Energy AB (publ), reg. no. 556804-8598, (the “**Company**”) are hereby invited to the annual general meeting to be held on Wednesday 4 May 2016 at 10.00 at the Company’s office at Norrlandsgatan 18 in Stockholm, Sweden.

### **Registration and notification**

Shareholders who wish to attend the general meeting must:

- i. on the record day, which is Thursday 28 April 2016, be registered in the share register maintained by Euroclear Sweden AB. Shareholders whose shares are registered in the name of a nominee must no later than on Thursday 28 April 2016 temporarily register the shares in their own name in order to be entitled to participate at the general meeting; and
- ii. notify the Company of their participation at the general meeting no later than Thursday 28 April 2016. Notice of participation at the general meeting shall be sent by e-mail to [info@crownergy.se](mailto:info@crownergy.se), by telephone on +46 8 400 207 20, by facsimile to +46 8 400 207 25 or by regular mail to Crown Energy AB (publ), Norrlandsgatan 18, SE-111 43 Stockholm, 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 representative, proxy holder and advisor. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the certificate of registration or corresponding document (“**Registration Certificate**”) shall be enclosed. The proxy in original and the Registration Certificate, if any, shall well before the meeting be sent to the Company by post (at the address above). A proxy form will be available on the Company’s website [www.crownergy.se](http://www.crownergy.se).

### **The proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting.
2. Appointment of keeper of the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to certify the minutes.
6. Determination of whether the general meeting has been duly convened.
7. Presentation of the annual report and the audit report and the consolidated financial statements and the audit 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. Resolution regarding issue of so called units consisting of new shares and warrants.
  10. Determination of the number of ordinary directors and deputy directors of the board.
  11. Determination of remuneration to the board of directors and the auditor.
  12. Election of ordinary directors, deputy directors, if any, chairman of the board of directors.
  13. Resolution regarding guidelines for remuneration to senior executives.
  14. Closing of the general meeting.

#### **Proposal for resolutions**

##### ***Item 1: Election of chairman of the annual general meeting***

Shareholders representing more than app. 58.3 % of all the shares and votes in the Company propose that Joakim Falkner, attorney at law, at Baker & McKenzie Advokatbyrå is appointed as chairman of the annual general meeting.

##### ***Item 8(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 to the Company shall be carried forward.

##### ***Item 9: Resolution regarding issue of so called units consisting of new shares and warrants***

The board of directors proposes that the annual general meeting resolves to issue a maximum of 31,500,000 shares and 31,500,000 warrants, in accordance with the following.

- The new shares and warrants shall be issued in units, where each unit shall consist of one (1) share and one (1) warrant.
- The subscription price for the new shares is SEK 2 per unit (equivalent to SEK 2 per share), in total SEK 63,000,000 if all units are subscribed for. The warrants are issued at no consideration. The subscription price is based on an agreement.
- Each warrant entitles to subscription of one (1) new share in the Company at a subscription price of SEK 2. Subscription of a new share by exercise of warrant shall take place during the period from 24 May 2016 up to and including 24 May 2018.
- Through the issuance of shares the Company's share capital will increase with a maximum of SEK 926,086.357212 and the number of shares with a maximum of 31,500,000 shares. At subscription of shares through the warrants the Company's share capital may increase with an additional maximum of SEK 926,086.357212 and

the number of shares with an additional maximum of 31,500,000 shares.

- The right to subscribe for the units shall, with deviation from the shareholders' priority right, be attributed to Cement Fund (Société en Commandite Spéciale) up to a total of 31,500,000 units.
- Subscription for the units shall be made on a subscription list no later than 13 May 2016. The board of directors has the right to extend the subscription period.
- Payment for subscribed units shall be made in cash no later than on 17 May 2016 in accordance with instructions on the issued transfer note, however no later than two banking days following receipt of the transfer note. The board of directors has the right to extend the period for payment.
- The new shares, and new shares issued through exercise of warrants, will entitle to dividend for the first time on the record date for dividend that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.
- The reason for the deviation from the shareholders' priority right is that the shares shall be offered to a certain strategic investor with a long term interest in the Company.
- Subscription shall be made only in units and not for shares or warrants separately. Allotment shall be made in units only. However, after the issuance the shares and warrants will be separated.
- 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 Companies Registration Office and Euroclear Sweden AB.

***Items 10-12: Determination of the number of ordinary directors, deputy directors, determination of remuneration to the board of directors and the auditor as well as election of ordinary directors and deputy directors, if any, chairman of the board of directors***

Proposals regarding items 10 and 12 will be presented no later than at the annual general meeting.

Shareholders representing more than app. 58.3 % of all the shares and votes in the Company propose the following with regard to item 11:

- remuneration to the board of directors shall, for each of the non-employed directors, comprise to an amount of SEK 150,000 to the chairman of the board and to an amount of SEK 75,000 to the other directors; and
- remuneration to the auditor shall be paid in accordance with approved invoices.

It can be noted that the Company's auditor is, in accordance with § 7 in the Company's articles of association, elected for a period of four financial

years. Since the current auditor, Öhrlings PricewaterhouseCoopers AB, was elected in 2015, no election of auditor will be made at this year's annual general meeting. The matter of election of auditor is scheduled to be resolved at the annual general meeting 2019.

***Item 13: Resolution regarding guidelines for remuneration to senior executives***

The board of directors proposes that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives. The guidelines have not been amended since last year, except for the Pension paragraph.

The board of directors shall be entitled to deviate from the guidelines in an individual case if there are special reasons for it. In such event information regarding this and the reason for the deviation shall be presented at the next annual general meeting.

Salary and other benefits:

Remuneration to the managing director and other senior executives shall comprise of a base salary in line with current market practice. Benefits, if any, shall only be a limited part of the remuneration.

Pension:

Pensions to the managing director and other senior executives shall be fee determined which means that the earnings are made through the parent Company's yearly premium payments. The managing director's pension contributions shall amount to 25 % of the salary each year. Pension to other senior executives shall follow the ITP plan.

Severance payment:

Upon termination by the Company, severance pay shall be paid to senior executives with an amount corresponding to a maximum of 24 months' salary, including base salary during the notice period.

Incentive programs:

Resolutions on share and share-price related incentive programs for senior executives should be resolved by the general meeting. Share and share-price related incentive programs should be designed with the aim of achieving greater community of interest between the participating senior executive and the Company's shareholders. Programs that involve the acquisition of shares shall be designed so that one's own shareholding in the Company is promoted. The vesting period, or the time from the conclusion of the contract until the shares may be acquired, shall not be less than three years. Directors, who are not employed by the Company, shall not participate in programs aimed at management or other employees. Stock options shall not be included in programs directed to the board of directors.

Work carried out by a director in addition to the board work:

The members of the board of directors may in special cases be remunerated for services carried out within their specific area of expertise, which do not constitute board work. For such services, market compensation shall be paid, which is subject to approval by the board and to information at the annual general meeting.

### **Number of shares and votes**

The total numbers of shares and votes in the Company on the date of this notice are 61,047,373. Each share represents one vote. Only one class of shares exists. The Company does not hold any own shares.

### **Majority rules**

The resolution in accordance with item 9 is only valid if supported by shareholders holding not less than two thirds of both the shares voted and of the shares represented at the general meeting

### **Miscellaneous**

Copies of the accounting documentation, the auditor's report, proxy form and complete proposals of resolutions will be available at the Company and at the Company's website, [www.crownenergy.se](http://www.crownenergy.se), at least three weeks in advance of the postponed annual general meeting. The documents will also be sent to shareholders upon request provided that the shareholders state their postal address.

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 Ch. 7 Section 32 of the Swedish Companies Act.

Stockholm in April 2016

Crown Energy AB (publ)  
The board of directors

*Crown Energy AB (publ) discloses above information pursuant to the Swedish Securities Market Act and/or the Swedish Financial Instruments Trading Act. The information was released for publication on 4 April 2016, 10:00 AM.*

#### **MORE INFORMATION**

Please contact Andreas Forssell, CEO, Crown Energy AB  
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#### **ABOUT CROWN ENERGY**

Crown Energy is an international oil and gas company engaged in exploration in Africa and Middle East. Growth is created by developing assets in early stages and then maximising value by introducing appropriate industry partners in the development and production stages. For more information please visit [www.crownenergy.se](http://www.crownenergy.se).