

Notice to the Annual General Meeting 2019 in Crown Energy AB (publ)

PRESS RELEASE 12/04/2019

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 Tuesday 14 May 2019 at 10.00 a.m. at Baker & McKenzie’s premises on Vasagatan 7 in Stockholm, Sweden.

REGISTRATION AND NOTIFICATION

Shareholders who wish to attend the general meeting must:

- i. on the record day, which is Wednesday 8 May 2019, be registered in the share register maintained by Euroclear Sweden AB (“**Euroclear**”). Shareholders whose shares are registered in the name of a nominee must no later than on Wednesday 8 May 2019 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, and any advisors (maximum two) participation at the general meeting no later than on Wednesday 8 May 2019. Notice of participation at the general meeting shall be sent by e-mail to info@crowenergy.se, by telephone on +46 8 400 207 20, 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 must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. In order to facilitate a effective entrance to the meeting the proxy in original and the Registration Certificate, if any, should 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.crowenergy.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. Determination of the number of ordinary directors and deputy directors of the board and auditors.
10. Determination of remuneration to the board of directors and the auditor.
11. Election of ordinary directors, deputy directors, if any, chairman of the board of directors and auditors.
12. Resolution regarding guidelines for remuneration to senior executives.
13. Closing of the general meeting.

PROPOSAL FOR RESOLUTIONS

Item 1: Opening of the general meeting and election of chairman of the Annual General Meeting

The shareholders YBE Ventures and Cement Fund representing app. 85,2 percent of all the 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.

Items 9-11: Determination of the number of ordinary directors, deputy directors and auditors, determination of remuneration to the board of directors as well as election of ordinary directors and deputy directors, if any, chairman of the board of directors and auditors

The shareholders YBE Ventures and Cement Fund representing app. 85,2 percent of all the votes in the Company propose the following with regard to determination of the number of ordinary directors, deputy directors and auditors, determination of remuneration to the board of directors as well as election of ordinary directors and deputy directors, if any, chairman of the board of directors and auditors.

It is proposed that the board of directors shall comprise of four directors without deputies. The number of auditors shall be one registered audit firm.

It is proposed that the remuneration to each director elected by the meeting and who is not employed by the company shall be SEK 75,000 (SEK 75,000) and the chairman of the board of directors is to receive SEK 150,000 (SEK 150,000), in total SEK 300,000 (SEK 300,000).

Remuneration to the auditor is to be paid according to approved invoice.

It is proposed to re-elect the directors Jean Benaim, Alan Simonian, Yoav Ben-Eli and Pierre-Emmanuel Weil. Furthermore, Pierre-Emmanuel Weil is proposed to be re-elected as chairman of the board of directors.

It is further proposed to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the Annual General Meeting 2020. Öhrlings PricewaterhouseCoopers AB has announced its appointment of Bo Lagerström as main responsible auditor.

Information regarding the for re-election proposed directors is available at the Company website and in the annual accounts for 2018.

Item 12: 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 are mainly the same as last year.

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 consist 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 consist of a defined contribution which means that accrual is made through the parent Company's yearly premium payments. The managing director's pension contributions shall amount to 30 percent 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.

The total amount of remuneration granted or to be granted directly or indirectly by the Company to the senior executives is fully described in the consolidated financial accounts of the Company, as disclosed in its annual accounts for 2018 which is available at the Company's website, www.crownenergy.se.

NUMBER OF SHARES AND VOTES

The total numbers of shares and votes in the Company on the date of this notice amount to 477 315 350 The Company does not hold any own shares.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed, see the privacy notice available on Euroclear's webpage
www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf

MISCELLANEOUS

The complete proposals of the resolutions are included in the notice. Copies of the accounting documentation, the auditor's report and auditor statement regarding guidelines for remuneration to senior executives and will be available at the Company and at the Company's website, www.crownenergy.se, at least three weeks in advance of the 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 2019

Crown Energy AB (publ)
The board of directors

MORE INFORMATION

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ABOUT CROWN ENERGY

Crown Energy is an international group providing customised solutions for housing, offices and associated services, as well as oil and gas exploration in Africa and the Middle East. For more information please visit www.crownenergy.se