



RiPASSO ENERGY

Västra Frölunda, Gothenburg, March 26, 2018

Notice of Annual General Meeting in Ripasso Energy

The shareholders in Ripasso Energy AB (publ), reg.no. 556760-6602 (the "Company"), are hereby summoned to the Annual General Meeting on Friday 27 April 2018 at 10:00 at Centralhuset Conference, Nils Ericsonsplatsen 4, Gothenburg.

Right to attend the meeting

Shareholders who wish to attend the Annual General Meeting must be registered in the share register maintained by Euroclear Sweden AB on 21 April 2018 (since the record day is on a Saturday, shareholders must be registered in the share register maintained by Euroclear Sweden AB on Friday 20 April 2018). Shareholders with nominee-registered shares must temporarily register the shares in their own names at Euroclear Sweden AB. Such registration must be effected in the share register on 21 April 2018 (since the record day is on a Saturday, shareholders must be registered in the share register maintained by Euroclear Sweden AB on Friday 20 April 2018). Shareholders should contact their nominee with a request for re-registration well in advance of said date.

Notice of attendance

Furthermore, shareholders should notify his or her intention to attend the Annual General Meeting on 23 April 2018 at the latest. Notification of attendance can be made:

- by mail to: Ripasso Energy AB (publ), Gruvgatan 35 B, 421 30 Västra Frölunda,
- by telephone to: +46 722 323 901, or
- by e-mail to: ir@ripassoenergy.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 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 23 April 2018.



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A proxy form is available at the Company's website, www.ripassoenergy.com.

Proposed agenda

1. Opening of the Annual General Meeting
2. Election of Chairman of the 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. Consideration if the Annual General Meeting has been duly convened.
7. Presentation of the annual accounts and the audit report.
8. Resolution regarding the adoption of the profit and loss account and the balance sheet.
9. Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet.
10. Resolution regarding discharge from liability towards the company in respect of the members of the Board of Directors and the Managing Director.
11. Resolution regarding the number of members of the Board of Directors, deputy Board member and the number of auditors.
12. Election of members of the Board of Directors and auditor.
13. Resolution regarding remuneration to the members of the Board of Directors and the auditor.
14. Resolution regarding instructions to the Nomination Committee.
15. Resolution regarding authorisation for the Board of Directors to resolve on new share issues.
16. Closing of the meeting.



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Proposals subject to resolution

Item 2 – Election of Chairman of the Annual General Meeting

The Nomination Committee proposes the lawyer Aleksander Ivarsson to be elected as Chairman of the Annual General Meeting.

Item 9 – Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet

The Board of Directors propose that no dividend is distributed and that the retained profits shall be carried forward to the new accounts.

Item 11 – Resolution regarding the number of members of the Board of Directors, deputy Board member and the number of auditors

The Nomination Committee proposes that the number of Board members shall be six, without deputies. It is proposed that a registered audit firm is elected as auditor of the Company.

Item 12 – Election of members of the Board of Directors and auditor

The Nomination Committee proposes re-election of the Board members Sven Sahle, Johan Ekesiöö, Ulf Gundemark, Andreas Ahlström, Benedict Morgan and Dr Gerd Jacob. All the proposed Board members shall serve until the end of the next Annual General Meeting. It is proposed that Sven Sahle is elected as the Chairman of the Board.

Information about all Board members proposed for re-election is available on the Company's website, www.ripassoenergy.com.

Further, the Nomination Committee proposes re-election of the registered audit firm KPMG AB as auditor in the Company until the next Annual General Meeting. KPMG has informed that Eva Melzig will be the main responsible auditor if the Annual General Meeting resolves to elect KPMG AB as auditor in the Company,

Item 13 – Resolution regarding remuneration to the members of the Board of Directors and the auditor

The Nomination Committee proposes that remuneration is unchanged from previous year and that the remuneration to the Board members Johan Ekesiöö, Ulf Gundemark, Benedict Morgan and Dr Gerd Jacob shall be SEK 200,000 each per year. The auditor's fee shall be paid according to approved invoice.

Item 14 – Resolution regarding instructions to the Nomination Committee

The Nomination Committee proposes the annual general meeting 2018 to approve the Nomination Committee's proposed principles for appointment of Nomination Committee in the Company and the proposed instructions to apply until further notice.



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Instructions for the Nomination Committee

The nomination committee shall consist of representatives of the three largest registered shareholders (by votes) appearing in the share register maintained by Euroclear Sweden AB as of the last banking day of August each year. The Chairman of the Board shall convene the first meeting of the nomination committee. The member representing the third-largest shareholder (by votes) shall be appointed to serve as chairman of the nomination committee, unless the members of the nomination committee have agreed otherwise. The Chairman of the Board shall not chair the nomination committee.

In the event that a member should leave the nomination committee before its work is complete, a substitute representing the same shareholder may take his place if the nomination committee deems it necessary. In the event that a shareholder no longer ranks among the three largest shareholders (by votes) during the nomination committee's mandate period, the member appointed by such shareholder must give up his position, and the shareholder who joined the ranks of the three largest shareholders, by votes, shall be entitled to appoint his representative. Absent any particular reasons for so doing, however, no changes shall be made to the composition of the nomination committee if only marginal changes in the number of votes held have taken place, or if the change occurs fewer than three months before the annual general meeting. Any change in the composition of a nomination committee shall be published immediately.

The composition of the nomination committee and the names of the shareholders who appointed its members shall be published no later than six months prior to the annual general meeting. No remuneration shall be payable to members of the nomination committee. Any necessary expenses incurred for the work done by the nomination committee shall be borne by the Company, and the Company shall be obliged, at the nomination committee's request, to provide human resources for use by the nomination committee, such as a secretary, in order to facilitate the committee's work. The nomination committee's mandate shall run until such time as the composition of the next nomination committee has been published.

The tasks to be carried out by the nomination committee include submitting proposals regarding the meeting chairman, the Board of Directors, the chairman of the Board, the auditor, remuneration to the Board broken down between the chairman and each of the other Board members, and regarding remuneration for committee work, the fee to be paid to the Company's auditor and, the extent deemed necessary, proposed amendments to this instruction.

This instruction shall apply until further notice.



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Item 15 – Resolution regarding authorisation for the Board of Directors to resolve on new share issues

The Board proposes the Annual General Meeting resolves to authorise the Board to, within the scope set up by the articles of association, on one or several occasions, during the period until the next Annual General Meeting resolve on new share issues, with or without deviation from the shareholders' preferential rights. Such resolution on new share issues can be made by contribution in kind, by set-off or against cash payment. New shares issued based on the authorisation may correspond to maximum ten per cent of the Company's share capital.

In order to be valid, the resolution requires approval of at least two thirds of the votes cast and the shares represented at the meeting.

Composition of the Nomination Committee

The Nomination Committee in respect of the 2018 Annual General Meeting has comprised the Chairman Pär Ceder (appointed by Miura Holding Limited), the ordinary member Jacob af Forselles (appointed by AC Cleantech Growth Fund I Holding AB) and the ordinary member Sven Sahle (appointed by Dagny OÜ and the Chairman of the Board).

The number of shares and votes in the Company

At the time of the issue of this notice, the total number of shares in the Company, as well as the total number of votes, is 79,505,021. The Company does not hold any own 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 (Chapter 7 Section 32 of the Swedish Companies Act).



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Available documents

Accounting material and the auditor's statement as well as full proposals will be available at the Company at least three weeks prior the Annual General Meeting. Copies of above mentioned documents will be sent to those shareholders who request to receive such information and who have provided their address. The documents will also be available on the Company's website, www.ripassoenergy.com.

Ripasso Energy AB (publ)

Gothenburg, March 2018

The Board of Directors

Ripasso Energy is a Swedish cleantech company founded in 2008 to further develop the Stirling technology's outstanding ability to convert heat energy into electricity. The company offers different solutions for power generation at record low prices, compared to other climate-smart and sustainable alternatives. Ripasso Energy's Stirling engine has unofficial world record in converting solar energy to electricity with close to twice as high efficiency as competitive technologies. The company is listed in Sweden (NGM Nordic MTF), and can also be traded at Börse Stuttgart in Germany. Read more at www.ripassoenergy.com.