

NOTIFICATION OF THE ANNUAL GENERAL MEETING

Shareholders of Rederi AB TransAtlantic (publ) are hereby invited to the Annual General Meeting on Wednesday, April 24, 2013 at 4:00 p.m. at Quality Hotel 11, Eriksberg, Gothenburg, Sweden.

Registration, etc.

Shareholders who wish to participate in the Annual General Meeting must:

Be recorded in the share register maintained by Euroclear Sweden AB on Thursday April 18^{th,} 2013 and notify the company of their intention to participate in the Annual General Meeting not later than 4:00 p.m. on Thursday, April 18th, 2013:

- at Rederi AB TransAtlantic, c/o Computershare AB, Box 610, SE-182 16 Danderyd, Sweden
- by telephone: +46 (0)771- 24 64 00, or
- on Rederi AB TransAtlantic's website <u>www.rabt.se</u>

When registering, shareholders must state their name (or company name), civil registration number or corporate registration number, address, telephone number (daytime), information on any accompanying assistants (no more than two), and where applicable, information on representatives or proxy.

Shareholders represented by proxy must submit a power of attorney. If the power of attorney is issued by a legal entity, certified proof of registration or corresponding identity documents for the legal entity must be submitted. The original power of attorney, along with any authorization documents, should be sent with the notification to the company at the above address. A power of attorney may be valid for up to five years from issuance. The company will provide forms for the power of attorney upon request and these are also available on the company's website, <u>www.rabt.se</u>.

Shareholders, who have trustee-registered shares with a bank or other trustee, must temporarily reregister the shares in their own name with Euroclear Sweden AB to be entitled to participate in the Meeting. This registration must be completed on Thursday, April 18th, 2013. This means that shareholders must inform the trustee (bank or broker) of this request in ample time prior to this date.

As per the date of this notice, the company has a total of 110,902,700 shares distributed as 7,271,842 Series A shares and 103,630,858 Series B shares. The total number of votes amounts to 176,349,278, of which 72,718,420 of the votes are represented by Series A shares and 103,630,858 are represented by Series B shares.

Items

Proposal for the agenda at the Annual General Meeting:

- 1) Election of the Chairman of the Meeting.
- 2) Preparation and approval of the voting list.
- 3) Election of one or two persons to check the minutes.
- 4) Determination that the Meeting has been duly convened.
- 5) Approval of the agenda.

6) Presentation of the Annual Report and the Auditors' Report for the Parent Company and the Group. Following this, addresses by the Chairman of the Board and the CEO.



- 7) Resolution on:
 - a) Adoption of the income statements and the balance sheets for the Parent Company and the Group.
 - b) Disposition pertaining to profits for the year according to the adopted balance sheet.
 - c) Discharge of the Board of Directors and the CEO from liability.
- 8) Determination of the number of Board members and auditors.
- 9) Determination of fees to the Board of Directors and auditors.
- 10) Election of Board members and Chairman of the Board.
- 11) Election of auditors.
- 12) Resolution on the Nomination Committee for the next Annual General Meeting.
- 13) Resolution on principles for remuneration of senior executives.
- 14) Conclusion of the Meeting.

Proposals for resolution

Item 1 – Election of Chairman of the Meeting

The company's Nomination Committee, consisting of Christen Sveaas, Chairman of the Board and representative of Kistefos AS, Henning E. Jensen, representative of Kistefos AS, Jenny Lindén Urnes, representative of Lindéngruppen AB and Lena Patriksson Keller, representative of Enneff Rederi AB and Enneff Fastigheter AB, who jointly represent slightly more than 81.8 per cent of the votes of all shares in the company, proposes that the Annual General Meeting elects attorney Johan Ljungberg at Mannheimer Swartling as Chairman of the Meeting.

Item 7b – Proposed dividend

The Board of Directors proposes that no dividend should be paid for the fiscal year 2012.

Items 8, 9, 10 and 11 – Proposal for the election of the Board of Directors and auditor as well as fees

The Nomination Committee proposes the following:

Item 8 – Determination of the number of Board members and auditors

It is proposed that five Board members are elected by the Meeting. For the auditing of the company's accounting and management are proposed a certified auditor's company.

Item 9 - Determination of fees to Board of Directors and auditors

It is proposed that fees to the Chairman should be SEK 400,000 and fees to each of the remaining four elected Board members should be SEK 200,000. The total remuneration for the Board of Directors is thus suggested to SEK 1,200,000 in total. Fees to the auditors shall be paid on account.

Item 10 – Election of Board members and Chairman of the Board

It is proposed that the Meeting should re-elect Christen Sveaas, Folke Patriksson, Henning E. Jensen, Håkan Larsson and Magnus Sonnorp as Board members. It is proposed that Christen Sveaas is reelected as Chairman of the Board and Folke Patriksson is re-elected Vice-Chairman of the Board.

Item 11 – Election of auditors

It is proposed that the audit firm Ernst & Young AB is elected as auditors, with a mandate period ending with the 2014 Annual General Meeting.



Item 12 – Proposal for resolution regarding the Nomination Committee

The Nomination Committee proposes that the Annual General Meeting resolves that the election of the Nomination Committee for the 2014 Annual General Meeting shall be made according to the following model. The Chairman of the Board will be assigned the task of contacting the three largest shareholders or owner groups at the end of the third quarter 2013 and ask them to appoint one member each to the Nomination Committee, which will consist of four members, including the Chairman of the Board. If such a shareholder declines to elect a member, the fourth largest owner or owner group will be asked, and so on. The members that are elected in this manner, along with the Chairman of the Board as convener, will form the Nomination Committee. The Nomination Committee will appoint its Chairman within the Committee. The names of the Nomination Committee members and the shareholders they represent will be announced as soon as possible after that, but not later than six months prior to the 2014 Annual General Meeting. The mandate period for the appointed Nomination Committee shall extend until a new Nomination Committee is appointed. In the event that one of the Nomination Committee members resigns or no longer represents one of the largest owners in the company according to the above model, the Nomination Committee is entitled to appoint another representative for the larger shareholders to replace such a member. The Nomination Committee shall submit proposals on the following issues for resolution by the 2014 Annual General Meeting:

- a) Proposal for Chairman of the Annual General Meeting
- b) Proposal for Board of Directors
- c) Proposal for Chairman of the Board
- d) Proposal for auditors
- e) Proposal for Board fees, with distributions between the Chairman and other Board members
- f) Proposal for fees to company auditors
- g) Proposal for regulations for the Nomination Committee for the 2015 Annual General Meeting.

Item 13 – Principles for remuneration of senior executives

The Board of Directors proposes that the Annual General Meeting resolves to adopt principles for remuneration of senior executives according to essentially the following:

Senior executives in the company are those who, for the duration of the principles, are members of the Group Management.

Remunerations to senior executives shall attract, motivate and create excellent prerequisites for retaining competent employees and managers. In order to achieve this, it is important to maintain fair and internally-balanced conditions that are also competitive in market terms regarding structure, scope and level. Employment terms and conditions for senior executives shall contain a well-balanced combination of fixed salary, pension benefits and other benefits and special conditions for remuneration in the event of employment termination. Variable compensation may be paid if the Board of Directors specifically approves this. Any variable compensation shall be based on extraordinary efforts in relation to defined and measurable objectives and be maximized in relation to the fixed salary and must always be especially justified in a joint discussion within the Board of Directors.

Notice of termination for senior executives will be six months and if termination is on the part of the company, six to twelve months. For the CEO, notice of termination will be up to six months if termination is on the part of the company. In such case, the CEO is entitled to severance pay corresponding to 18 months' salary.



The Board of Directors shall be entitled to deviate from the principles if warranted by a particular case.

Information at the Annual General Meeting

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the company, the Board of Directors and the CEO will provide information of circumstances which may affect the assessment of a matter on the agenda, and circumstances which may affect the assessment of the company's or a subsidiary's financial position and the company's relationship to other group company. Anyone wishing to submit questions in advance can do so to Rederi AB TransAtlantic, Box 8809, SE-402 71 Gothenburg, att: Annual General Meeting 2013.

Documents

Accounting documentation and the Auditors' Report, as well as the Auditors' statement pertaining to the application of principles for remuneration of senior executives will be available on April 3rd 2013 at the latest, and other documents according to the Swedish Companies Act are currently available at the company's website <u>www.rabt.se</u>. The documents will also be sent to shareholders who request this and have provided their address.

Coffee is served at the premises of Quality Hotel 11 from 3:00 p.m.

Gothenburg in March 2013 Rederi AB TransAtlantic (publ) Board of Directors