



**RiPASSO ENERGY**

*Västra Frölunda, Göteborg, November 28, 2017*

## **Notice of extraordinary general meeting in Ripasso Energy AB (publ)**

**The shareholders in Ripasso Energy AB (publ), org.nr. 556760-6602 (the "Company"), are hereby summoned to the extraordinary general meeting on Monday 18 December 2017 at 11:00 at Advokatfirman Törngren Magnell's office on Västra Trädgårdsgatan 8, 111 53 Stockholm.**



### **Notification and registration**

Shareholders who wish to attend the extraordinary general meeting must be registered in the share register maintained by Euroclear Sweden AB on 12 December 2017. 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 12 December 2017. Shareholders should contact their nominee with a request for re-registration well in advance of said date.

Furthermore, shareholders should notify his or her intention to attend the extraordinary general meeting by 12 December 2017 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](mailto: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



## **RiPASSO ENERGY**

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 12 December 2017.

A proxy form is available at the Company's website, [www.ripassoenergy.com](http://www.ripassoenergy.com).

### **Proposed agenda**

1. Opening of the 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. Determination of whether the meeting has been duly convened.
7. Determination of the number of directors of the board of directors.
8. Determination of fees for the members of the board of directors.
9. Election of the directors of the board.
10. Closing of the general meeting.

### **Proposals to resolution**

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

The nomination committee proposes Sten Hedbäck to be elected as chairman of the general meeting.

#### **Item 7 – Determination of the number of directors of the board of directors**

The Nomination Committee proposes that the number of directors shall be six.



## **RiPASSO ENERGY**

The decision is conditional upon the general meeting resolving in accordance with the proposal in item 9.

### **Item 8 – Determination of the number of directors of the board of directors**

The nomination committee proposes that the remuneration to the board of directors remains in accordance with the decision of the annual general meeting of 27 April 2017. For new directors, an annual remuneration of SEK 200,000 will be paid, but adjusted for the time they have not served as members since the annual general meeting.

The decision is conditional upon the general meeting resolving in accordance with the proposal in item 9.

### **Item 9 – Election of the directors of the board**

The Nomination Committee proposes the election of Ben Morgan and Gerd Jacob as directors until the end of the next annual general meeting. Directors Sven Sahle, Johan Ekesiöö, Ulf Gundemark and Andreas Ahlström shall remain as directors, with Sven Sahle as chairman of the board.

Benedict Morgan was born in 1960 and has a bachelor's degree in Modern History and Economics from Oxford University. Benedict Morgan is Managing Director & Head of European Energy in TD Securities, London. Benedict Morgan has long experience from the energy industry and has worked for Deutsche Bank, United Financial Group and Kleinwort Benson Ltd.

Dr Gerd Jacob was born in 1957 and holds a Master's degree in Shipping, Trade & Finance from City University, London, and a Bachelor's degree and Ph.D. in Philosophy from the University of Marburg, Bochum and Canterbury. Dr Gerd Jacob has held senior positions at, among others, Questax Holding AG, Panoval Global (Cyprus) Limited and Conet Technologies AG.

### **Nomination Committee composition**

The Nomination Committee consists of chairman Pär Ceder (appointed by Miura Holding Limited), ordinary member Jacob af Forselles (appointed by AC Cleantech Growth Fund I Holding AB) and ordinary member Sven Sahle (appointed by Dagny OÜ and chairman of the board).



**RiPASSO ENERGY**

### **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 61,157,709. 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).

### **Available documents**

The nomination committee's proposal is available to shareholders and copies can be obtained free of charge. The documents will also be available on the Company's website, [www.ripassoenergy.com](http://www.ripassoenergy.com).

**Ripasso Energy AB (publ)**

November 2017

*The Board of Directors*