

## **Notice of Extra Ordinary General Meeting in Cimco Marine AB (PUBL)**

The shareholders in Cimco Marine AB (publ), reg. no 556889-7226 (the “**Company**”), are hereby convened to the extraordinary general meeting on Wednesday 20 September 2017, at 2 pm, at the Company's premises on Metallgatan 19 A in Ängelholm.

### **Notice etc.**

Shareholders who wish to participate at the extraordinary general meeting must:

- on Thursday 14 September 2017 be registered in the share register kept by Euroclear Sweden AB ("**Euroclear**"); and
- at the latest on Thursday 14 September 2017 notify the intention to attend the general meeting by mail to Cimco Marine AB, attention Myron Mahendra, Metallgatan 19 A, 262 72 Ängelholm stating “extraordinary general meeting”, by telephone to 0431-371130 or by e-mail to [myron.mahendra@oxe-diesel.com](mailto:myron.mahendra@oxe-diesel.com).

Such notification shall include the shareholder's name, and should include personal identification number or corporate registration number (or similar), address and daytime telephone number, number of shares, details on advisors (no more than two), if any, and where applicable, details of representatives or proxies.

### **Nominee-registered shares**

To be entitled to participate in the general meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear. Such registration must be duly effected (registered with Euroclear) in the share register on 14 September 2017, and the shareholders must therefore advise their nominees well in advance of such date.

### **Proxy**

Shareholders represented by proxy must submit a dated proxy. If the proxy is executed by a legal person, a certified copy of the certificate of registration or equivalent must be attached. The proxy may not be valid for a period longer than five years from its issuance. The original proxy and certificate of registration should be submitted to the Company by post at the address mentioned above in due time prior to the general meeting. The Company provides a form of proxy at request and it is also available at the Company's website, [www.oxe-diesel.com](http://www.oxe-diesel.com).

### **Proposed agenda**

1. Opening of the general meeting and election of chairman of the general meeting
2. Preparation and approval of the voting list

3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Resolution on approval of the board's resolution to issue new shares with deviation from the shareholders' preferential rights
7. Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertibles
8. Closing of the general meeting

### **Proposals for resolutions**

*Item 6 – Resolution on approval of the board's resolution to issue new shares with deviation from the shareholders' preferential rights*

On 4 September 2017, the board resolved, subject to approval by the general meeting, to increase the company's share capital with not more than SEK 129,933.16 by an issue of not more than 4,333,327 shares on the terms and conditions set out below:

1. The right to subscribe for new shares shall, with deviation from the shareholders' pre-emption rights, belong to a number of investors of strategic importance to Cimco, including external investors and a few existing shareholders, in accordance with the complete resolution by the board.
2. The reason for the deviation from the shareholders pre-emption rights is to, in a time and cost efficient way, secure the company's need of additional funding and to tie strategically important investors to the company.
3. Subscription shall be made on a subscription list or through payment not later than 8 September 2017. The board of directors shall have the right to extend the subscription period.
4. The new shares are issued at a subscription price of SEK 15 per share.
5. The subscription price for the new shares has been resolved by the board after a market sounding.
6. Payment for new shares shall be made not later than 8 September 2017. The board of directors shall have the right to extend the payment period.
7. The new shares entitle to dividends for the first time on the first record date for dividend that takes place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
8. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*Item 7 - Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertibles*

The board of directors proposes that the general meeting resolves to authorise the board to, at one or several occasions during the time up until the next annual general meeting, resolve on new issues of shares, warrants and/or convertibles. The board shall have the right to resolve on new issues of shares, warrants and/or convertibles with deviation from the shareholders' pre-emption rights and/or with provisions on payment in kind, by set-off of claims or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act. The total increase of shares that may be issued based on or as a result of this authorisation cannot in aggregate exceed 20 per cent of the number of outstanding shares after registration of the share issue as per item 6 above. Issues based on the authorisation shall be made at market price, including market rate discount, if applicable.

The board shall have the right to set the terms and conditions for issues under this authorisation as well as to decide who shall have the right to subscribe for the new shares, warrants or convertibles. The reasons for the board to resolve on issues with deviation from the shareholders' pre-emption rights and/or with provisions on payment in kind, by set-off of claims or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act are to be able to carry out directed share issues to raise capital to the Company and/or to strengthen the Company's financial position.

**Majority requirements**

Resolution under items 6-7 above requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented at the general meeting support the resolution.

**Information at the Extraordinary General Meeting**

The board of directors and the managing director shall, upon request by any shareholder and where the board of directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda.

**Documentation**

The board of directors' complete resolution as well as other documents according to the Swedish Companies Act will be held available at the Company's office with address Metallgatan 19 A in Ängelholm not later than on 6 September 2017. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be held available at the extraordinary general meeting.

Ängelholm in September 2017  
**Cimco Marine AB (publ)**  
**The Board of Directors**



Endurance by Engineering

**For further information, please contact:**

Cecilia Anderberg, CEO Cimco Marine AB, +46 763-10 22 50,  
[cecilia.anderberg@oxe-diesel.com](mailto:cecilia.anderberg@oxe-diesel.com)

Andreas Blomdahl, Chairman of the Board of Cimco Marine AB, +46 706-28 01 30,  
[andreas@marinediesel.nu](mailto:andreas@marinediesel.nu)

Myron Mahendra, CFO Cimco Marine AB, +46 763-47 59 82,  
[myron.mahendra@oxe-diesel.com](mailto:myron.mahendra@oxe-diesel.com)

Lars Sjögrell, Head of Public Relations Cimco Marine AB, +46 702 69 53 00,  
[lars.sjogrell@perspective.se](mailto:lars.sjogrell@perspective.se)

[www.oxe-diesel.com](http://www.oxe-diesel.com)

**Certified Adviser**

Västra Hamnen Corporate Finance AB is Certified Adviser for Cimco Marine AB.

Cimco Marine AB (publ), is obligated to make this information public pursuant to the EU Market Abuse Regulation. The information was provided by the contacts above, to be submitted for publication on September 4<sup>th</sup>, 2017 at 8.45 PM.

**Cimco Marine AB** (publ) has, after several years of development, constructed the OXE Diesel, the world's first diesel outboard engine in the high power segment. OXE Diesel has a unique belt driven propulsion system that allows a hydraulic multi-friction gearbox to be mounted. This means that the engine can handle significantly higher loads than a traditional outboard engine. Cimco's OXE diesel has a horizontally mounted engine as opposed to a traditional outboard with a vertically mounted engine.