

## **Notice to the Annual General Meeting of Concordia Maritime AB (publ)**

The shareholders of Concordia Maritime AB (publ), 556068-5819, are hereby invited to attend the Annual General Meeting to be held on Wednesday, 29 April 2020, at 1 p.m., at Elite Park Avenue, in Gothenburg. Entrance to the venue opens at 12:15 p.m.

### **Right to attend and notice of attendance**

Shareholders who wish to attend the Annual General Meeting must:

- **be registered as shareholders** in the share register kept by Euroclear Sweden AB on Thursday, 23 April 2020;
- **notify the company of their intention to participate** and the number of assistants (max. two) who will accompany the shareholder at the following address: Computershare AB “Concordia Maritime Aktiebolag’s Annual General Meeting”, P.O. Box 5267, SE-102 46 Stockholm, Sweden, by telephone +46 771-24 64 00 or by the company’s website, [www.concordiamaritime.com](http://www.concordiamaritime.com), no later than Thursday, 23 April 2020.

At notification, name, the name of the assistants, personal identification number/registration number, address and telephone number must be stated.

### **Nominee-registered shares**

Shareholders whose shares have been registered in the name of a nominee must temporarily re-register their shares in their own name to be entitled to vote at the Annual General Meeting. Such registration must be effected at Euroclear Sweden AB no later than 23 April 2020. This means that shareholders must inform the nominee to effect such registration well before 23 April 2020.

### **Nominee**

Shareholders who are represented by proxy shall issue a power of attorney for the representative. A copy of the certificate of registration (and should such certificate not exist, a corresponding document of authority) of the legal entity shall be attached to a power of attorney issued by a legal entity. In order to facilitate the registration at the Meeting, powers of attorney in original, certificates of registration and other documents of authority should be sent to the company so as to be available by 23 April 2020. A form for proxy is available at the company’s head office and on the company’s website, [www.concordiamaritime.com](http://www.concordiamaritime.com).

### **Information about measures due to the new coronavirus**

As a precautionary measure to decrease any risk of spreading of the new coronavirus in connection with the meeting, the company has decided that no beverages and food will be offered after the meeting, that presentations will be minimized and that some restrictions will be made as to the attendance of non-shareholders. In light of the recent government instructions, Concordia Maritime would like to encourage all shareholders to carefully consider whether to attend the meeting in person, but instead use its right to vote via proxy. Concordia Maritime is carefully monitoring the development and will if necessary update the information on which measures that are taken on the company’s website, [www.concordiamaritime.com](http://www.concordiamaritime.com).

---

## **Agenda**

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of persons to verify the minutes.
5. Consideration if the Annual General Meeting has been duly convened.
6. Presentation of the Board of Directors and statement by the Chairman of the Board.
7. Statement by the CEO.
8. Presentation of
  - a) the annual accounts and the consolidated annual accounts;
  - b) the audit report and the audit report for the group;
  - c) the auditor's statement regarding the company's compliance with the guidelines for remuneration to members of the executive management in effect since the previous Annual General Meeting.
9. Resolutions regarding
  - a) adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b) the allocation of the company's profit according to the adopted balance sheet;
  - c) the discharge from liability towards the company in respect of the Board of Directors and the CEO.
10. The Nomination Committee's report on its work and the Nomination Committee's motivated statement concerning its proposals regarding the Board of Directors.
11. Resolution regarding the number of members and deputy members of the Board of Directors to be elected by the Annual General Meeting and the number of auditors and deputy auditors.
12. Resolution regarding the remuneration to the Board of Directors and the auditors.
13. Election of members of the Board of Directors and the Chairman of the Board.
14. Election of auditor.
15. Resolution regarding the establishment of an Nomination Committee for the next Annual General Meeting.
16. Resolution regarding guidelines for remuneration to the executive management.
17. Resolution regarding amendment of the Articles of Association.

### **Election of a Chairman for the meeting (item 1)**

The Nomination Committee proposes that the Chairman of the Board of Directors Carl-Johan Hagman is elected as Chairman of the meeting.

### **Proposal of profit allocation (item 9 b)**

The Board of Directors does not propose any distribution of dividend.

---

**Resolution regarding the number of members and deputy members of the Board of Directors and the number of auditors and deputy auditors (item 11)**

The Nomination Committee proposes that the number of Board members elected by the shareholders shall be six and that no deputies should be appointed. The number of auditors is proposed to be one.

**Resolution regarding the remuneration to the Board of Directors and the auditors (item 12)**

The Nomination Committee proposes that remuneration to the Board members shall remain unchanged at SEK 400,000 to the Chairman and SEK 225,000 to each of the other Board members elected by the shareholders. The proposed Board remuneration accordingly remains unchanged at SEK 1,525,000.

The remuneration to the auditors shall be paid according to invoice approved by the company.

**Election of members of the Board of Directors and the Chairman of the Board (item 13)**

The Nomination Committee proposes that Carl-Johan Hagman, Stefan Brocker, Henrik Hallin, Mats Jansson, Michael G:son Löw and Helena Levander shall be re-elected as Board members. Carl-Johan Hagman is proposed to be re-elected as Chairman of the Board of Directors.

**Election of auditor (item 14)**

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes that KPMG is re-elected as auditor of the company. If the Annual General Meeting resolves to elect KPMG as auditor, KPMG has informed that the current authorised public accountant in the company, Jan Malm, will continue as the main responsible auditor at KPMG.

**Resolution regarding the establishment of Nomination Committee for the next Annual General Meeting (item 15)**

The Nomination Committee proposes that the Annual General Meeting resolves to adopt the following procedure for establishment of a Nomination Committee.

The nomination process for the election of Board members includes the appointment of a Nomination Committee consisting of three members. The members shall comprise one representative from each of the two largest shareholders (in terms of voting power), provided they desire representation on the committee, and the company's Chairman of the Board. The largest shareholder in terms of voting power appoints the Chairman of the Nomination Committee.

The largest shareholders will be contacted by the Chairman of the Board on the basis of the company's list of registered shareholders provided by Euroclear Sweden AB, or other reliable shareholder information, as on the last business day of August in the year prior to the meeting. After the shareholders have been contacted, they shall give notice as to whether they wish to serve on the committee or not within fourteen days. If no response is received from the shareholder, contact is made with the next largest shareholder. The names of the members of the

---

Nomination Committee shall be announced on the website immediately after their appointment, but no later than six months before the Annual General Meeting.

If the structure of major shareholders changes during the nomination process the composition of the Nomination Committee may, if the Nomination Committee so decide, be changed to reflect this. The Nomination Committee may also increase its number of members by one person.

The term of office for the Nomination Committee lasts until a new committee is appointed.

The guidelines regarding nomination of Board members are that the individual in question must have knowledge and experience relevant to the company. The rules on the independence of Board members contained in the Swedish Corporate Governance Code shall be observed.

The Nomination Committee's tasks include submitting proposals to the Annual General Meeting concerning the following areas:

- Chairman of the meeting;
- Board members and deputy Board members;
- Chairman of the Board;
- Remuneration to the Board members and the Chairman;
- Auditor and deputy auditor and their fees;
- Proposals for procedures for appointing the Nomination Committee.

The Nomination Committee may charge the company for recruitment consultancy and other advisory services necessary to enable the committee to fulfil its duties. As far as other work is concerned, the Nomination Committee shall carry out the duties specified for Nomination Committees in the Swedish Corporate Governance Code.

#### **Resolution regarding guidelines for remuneration to the executive management (item 16)**

The Board of Directors proposes that the Annual General Meeting resolves to adopt guidelines for remuneration to the executive management in accordance with below.

*Scope of the guidelines, etc.*

Members of the executive management of Concordia Maritime fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting.

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

---

*The guidelines' promotion of the company's business strategy, long-term interests and sustainability*

The company's vision is to always be the preferred carrier and business partner within tanker transportation, and in order to achieve the purpose, the company has a business strategy that, in short, is to provide safe, sustainable and reliable tanker transportation based on innovation and performance for its customer, and to make timely investments in vessels and gain financially from fluctuations in their values. A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers attractive and competitive remuneration. The absolute level depends on the scope and complexity of the position in question and on the individual employee's annual performance. These guidelines enable the company to offer the executive management an attractive and competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

*Types of remuneration, etc.*

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 50 per cent of the fixed annual cash salary. The variable cash remuneration shall be linked to annually predetermined and measurable criteria, e.g. commercial, operational and financial criteria, that shall be determined by the Board of Directors. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. Currently, these criteria include, inter alia, avoidance of work-related personal injuries (LTIF), number of vetting observations at vessel inspections, fleet utilization and profit before tax. Applicable criteria and the relative size of the criteria is determined individually.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The Board of Directors is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on established financial data for the relevant period. Should the group's profit before tax be negative for the relevant period, the payment of variable cash remuneration be limited to 50 per cent of the actual result.

For the CEO, pension benefits, including health insurance (*Sw: sjukförsäkring*), shall be premium defined. Variable cash remuneration shall qualify for pension benefits. The pension

---

premiums for premium defined pension shall amount to not more than 35 per cent of the annual cash remuneration. For other executives, pension benefits, including health insurance, shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits only to the extent required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, e.g., medical insurance (*Sw: sjukvårdsförsäkring*) and company cars. Such benefits may amount to not more than 10 per cent of the fixed annual cash salary.

Executives who are expatriates to or from Sweden may receive additional remuneration and other benefits to the extent reasonable in light of the special circumstances associated with the expat arrangement, taking into account, to the extent possible, the overall purpose of these guidelines. Such benefits may not in total exceed 15 per cent of the fixed annual cash salary.

#### *Termination of employment*

The notice period may not exceed two years for the CEO and six months for other executives, if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the CEO's fixed cash salary for two years, and six months for other executives. When termination is made by the executive, the period of notice may not to exceed twelve months for the CEO and six months for other executives, without any right to severance pay.

#### *Salary and employment conditions for employees*

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees will be disclosed in the remuneration report.

#### *The decision-making process to determine, review and implement the guidelines*

The Board of Directors has not established a remuneration committee, since the Board of Directors found it more appropriate for the entire Board to fulfil the duties of a remuneration committee. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Board of Directors shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### *Derogation from the guidelines*

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. The Board of Directors resolves on any resolutions to derogate from the guidelines.

### **Resolution regarding amendment of the Articles of Association (item 17)**

The Board of Directors proposes that § 10 subparagraph 2 of the Articles of Association shall be amended in accordance with below, in order to prevent contradiction between the provision and the expected amended wording of the Swedish Companies Act (2005:551).

<b>Current wording § 10 subparagraph 2</b>	<b>Proposed wording § 10 subparagraph 2</b>
To be entitled to participate in a general meeting, shareholders must be recorded in a print-out or other presentation of the complete share register relating to the circumstances as of five business days before the meeting, and give notice to the company no later than the day stipulated in the notice of the meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not fall earlier than the fifth business day prior to the meeting.	<i>To be entitled to participate in a general meeting, shareholders must give notice to the company no later than the day stipulated in the notice of the meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not fall earlier than the fifth business day prior to the meeting.</i>

Further, the Board of Directors proposes that § 1 item 14 of the Articles of Association shall be amended in accordance with below, due to certain earlier changes of statutory law.

<b>Current wording § 1</b>	<b>Proposed wording § 1</b>
§1. Operating name The operating name of the Company is Concordia Maritime Aktiebolag (publ).	<i>§1. Company name The name of the Company is Concordia Maritime Aktiebolag (publ).</i>
<b>Current wording § 14</b>	<b>Proposed wording § 14</b>
§ 14. Record date provision The Company's shares shall be registered in a central securities depository register pursuant to the Financial Instruments Accounts Act (1998:1479).	<i>§ 14. CSD Company The Company's shares shall be registered in a central securities depository register pursuant to the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).</i>

The Board of Directors proposes that the CEO, or the one appointed in its place, shall have the

---

right to make such minor adjustments of the above resolution as may be required in connection with the registration with the Swedish Companies Registration Office.

In order to be valid, a resolution regarding amendment of the Articles of Association requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

#### **Available documentation**

The Annual Report in Swedish, the audit report, the auditor's opinion in item 8 c), and complete proposals and motivated statements regarding items 10-17 are available at the company's headquarters and the company's website, [www.concordiamaritime.com](http://www.concordiamaritime.com), in connection to the issue of the summons. The above documents will also be sent to shareholders upon request, provided that such shareholder states a postal address. Such a request may be made in the same manner as notice of attendance must be made as described above. The documentation will also be available at the Annual General Meeting.

#### **Shares and votes**

The total number of shares in the company amounts to 47,729,798 shares, whereof 4,000,000 Series A shares and 43,729,798 Series B shares, representing a total of 83,729,798 votes. The company does not own any of its own shares.

#### **Information at the Annual General Meeting**

The Board of Directors and the CEO shall, if requested by a shareholder and if the Board considers that it will not cause significant damage to the company, provide information on circumstances that could affect the assessment of a matter on the agenda, circumstances that could affect the assessment of the company's or a subsidiary's economic situation and the company's relations with another group company.

#### **Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Gothenburg in March, 2020

**Concordia Maritime AB (publ)**

*Board of Directors*