

## Notice of Annual General Meeting in EnergyO Solutions Russia AB

The shareholders in EnergyO Solutions Russia AB, Reg. No. 556694-7684, (the “company”) are hereby summoned to the Annual General Meeting on Wednesday, 26 May 2021 at 1:00 pm at Törngren Magnell & Partners Advokatfirma KB’s premises, Jakobs Torg 3, 111 52 Stockholm.

### Notice of participation and registration

Shareholders who wish to participate in the Annual General Meeting must be registered in the shareholders’ register maintained by Euroclear Sweden AB as of 18 May 2021. Furthermore, shareholders who wish to participate in the Annual General Meeting must notify the company no later than 20 May 2021 of their participation. Notice of participation shall be made:

- by mail: EnergyO Solutions AB, Styckjunkargatan 1, 114 35 Stockholm, Sweden, marked “AGM”,
- by e-mail: [ir@eos-russia.com](mailto:ir@eos-russia.com),
- by telephone: 08-407 31 50, or
- by fax: 08-407 31 59

The notice of participation must state name, personal identification number or corporate registration number, postal 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.

### Nominee-registered shares

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are nominee-registered with a bank or other nominee must, in addition to giving notice of participation in the Annual General Meeting, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 18 May 2021. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee’s routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 18 May 2021 are taken into account in the presentation of the share register.

### Authorised representatives and proxy forms

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 Annual 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 registration certificate and other authorization documents, evidencing the authorised representative, should reach the company at the above address no later than 25 May 2021.

A proxy form is available on the company’s website, [www.eos-russia.com](http://www.eos-russia.com).

### Postal voting

The Board of Directors has resolved that the shareholders may exercise their voting rights by post before the Annual General Meeting as an alternative to physical attendance. Shareholders who wish to use the opportunity to vote by post shall use the postal voting form available on the company’s website, [www.eos-russia.com](http://www.eos-russia.com). The shareholder may not provide the postal vote

with any special instructions other than checking one of the given alternatives in each proposal. The shareholder may also abstain from voting in any given proposal. If the shareholder has provided the postal vote with special instructions or conditions, or made adjustments or additions to the printed text, the vote (i.e. the postal vote in its entirety) is invalid.

The completed and signed postal voting form and, where applicable, relevant authorization documents, must be sent to the company by post to Styckjunkargatan 1, 114 35 Stockholm, Sweden, marked "AGM", or by e-mail to [ir@eos-russia.com](mailto:ir@eos-russia.com). The documents must be received by the company no later than 25 May 2021. Further instructions and conditions can be found in the postal voting form.

## **Proposed agenda**

- 1 Opening of the Annual General Meeting
- 2 Election of Chairman of the Annual General 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 Annual General Meeting has been duly convened
- 7 Submission of the annual report and the auditor's report, as well as the consolidated financial statements and the consolidated auditor's report
- 8 Resolution on adoption of the income statement and the balance sheet, as well as of the consolidated income statement and the consolidated balance sheet
- 9 Resolution on appropriation of the company's results according to the adopted balance sheet
- 10 Resolution on discharge from liability for the members of the Board of Directors and for the Managing Director
- 11 Determination of the number of Board members and deputy Board members as well as the number of auditors and deputy auditors
- 12 Determination of fees to the members of the Board of Directors and the auditors
- 13 Election of Board members and deputy Board members, as well as auditors and deputy auditors
- 14 Resolution on redemption of shares repurchased under the synthetic buyback programme and increase of the share capital by way of a bonus issue
- 15 Resolution on authorization for the Board of Directors to resolve upon synthetic buybacks of own shares
- 16 Closing of the Annual General Meeting

## **Proposals to resolution**

### **Item 2 – Election of chairman of the Annual General Meeting**

The Nominating Committee proposes advokat Johan Wigh to be elected Chairman of the Annual General Meeting.

### **Item 3 – Preparation and approval of the voting list**

The voting list proposed for approval is the voting list prepared based on shareholders that are present and entitled to vote and on the General Meeting share register and received postal votes.

**Item 9 – Resolution on appropriation of the company's results in accordance with the approved balance sheet**

The Board of Directors proposes that no dividend is paid and that available profits are carried forward.

**Item 11 – Determination of the number of Board members and deputy Board members as well as the number of auditors and deputy auditors**

The Nominating Committee proposes that the number of Board members shall be three, without deputy Board members, and that the company shall have one auditor without deputies.

**Item 12 – Determination of fees to the members of the Board of Directors and the auditors**

The Nominating Committee proposes that the fees to the Board of Directors shall be SEK 840,000 to be distributed with SEK 280,000 to each of the board members. The auditor's fees are proposed to be paid as per approved invoice.

**Item 13 – Election of Board members and deputy Board members, as well as auditors and deputy auditors**

The Nominating Committee proposes re-election of the Board members Seppo Remes, Christopher Granville and Johan Elmquist for the period until the end of the next Annual General Meeting. Seppo Remes is proposed to be re-elected Chairman of the Board.

Furthermore, the Nomination Committee proposes re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting. The Authorized Public Accountant Magnus Svensson Henryson will be the auditor in charge.

**Item 14 – Resolution on redemption of shares repurchased under the synthetic buyback programme and increase of the share capital by way of a bonus issue**

The Board of Directors proposes that the Annual General Meeting resolves to redeem shares held by Pareto Securities AB ("**Pareto**") pursuant to the company's synthetic buyback programme in accordance with the proposals set out below. The proposals to reduce the share capital and to increase the share capital by way of a bonus issue, respectively, constitute one aggregate proposal, which is subject to the resolution by the Annual General Meeting.

**Resolution to reduce the share capital by redemption of shares repurchased under the synthetic buyback programme**

The Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by redemption of shares held by Pareto as part of the synthetic buyback programme. The purpose of the reduction is repayment to Pareto in order to settle the dealings between the parties under the buyback programme. Only Pareto shall be entitled to request redemption of shares. The part of the redemption consideration for the shares which exceeds the quota value shall be taken from the company's unrestricted equity according to the latest adopted balance sheet. Payment of the redemption consideration shall be made once the Swedish Companies Registration Office has registered the resolution to reduce the share capital in accordance with the above and the increase of the share capital by way of a bonus issue in accordance with the below. The exact number of shares for redemption will be presented in the complete proposal to the meeting which will be available no later than two weeks before the meeting.

**Resolution to increase the share capital by way of a bonus issue**

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of

Directors proposes that the company's share capital is restored to its original amount by way of a bonus issue. The bonus issue shall be carried out by a transfer from the company's unrestricted equity to the company's share capital and without the issuance of any new shares. The exact amount to be transferred depends on the number of shares to be redeemed and will be presented in the complete proposal to the meeting which will be available no later than two weeks before the meeting.

The Managing Director shall be authorised to make the minor adjustments to the resolution by the Annual General Meeting that may prove necessary in connection with registration with the Swedish Companies Registration Office.

#### **Item 15 – Resolution on authorization for the Board of Directors to resolve upon synthetic buybacks of own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, on one or several occasions prior to the next Annual General Meeting, to resolve on synthetic buybacks of own shares to a maximum of 29.9 percent of all shares in the company. The company shall for this purpose enter into a so-called swap agreement for a swap of the return on fixed-income funds against the return on the company's shares. The counterparty to the swap agreement may be offered to have the underlying shares redeemed by the company.

#### **Majority requirements**

Resolutions in accordance with the proposals of the Board of Directors under items 14 and 15 above require that the resolutions be supported by shareholders representing no less than two-thirds of the votes cast and the shares represented at the Annual General Meeting.

#### **Number of shares and votes**

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of votes, is 34,354,325. The company holds no treasury shares.

#### **Shareholders' rights to receive information**

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors believes 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, circumstances that may affect the evaluation of the company's or subsidiary's financial position and the company's relationship to other group companies.

#### **Available documents**

Accounting documents and auditor's reports for the financial year 2020 will be available from the company no later than three weeks prior to the Annual General Meeting. The Board of Director's complete proposals as well as documentation under the Swedish Companies Act will be available from the company no later than two weeks prior to the Annual General Meeting. Copies of the documents will also be sent to those shareholders who request so and who provide their postal address. The documents will also be available on the company's website, [www.eos-russia.com](http://www.eos-russia.com).

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

For information regarding the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

*N.B. This notice is a translation of a Swedish notice, and in case of any conflict between the two language versions, the Swedish version shall prevail.*

**EnergyO Solutions Russia AB (publ)**

Stockholm in April 2021

*The Board of Directors*