

Press release  
Stockholm, 15 May 2017

## Notice to Annual General Meeting of shareholders in Zhoda Investments AB (publ)

**The shareholders of Zhoda Investments AB (publ), corporate identity number 559030-3490 (hereinafter the “Company”) are hereby given notice to attend the Annual General Meeting to be held at 10.00 a.m. CET on 14 June 2017, at Summit, Hitechbuilding Sveavägen 9, in Stockholm.**

### Notification and right to participate

The right to participate at the general meeting vests in a person who: is registered as a shareholder in the share register maintained by Euroclear Sweden AB regarding circumstances pertaining on 8 June 2017 and not later than 8 June 2017 notifies the Company of their intention to participate at the general meeting.

Notice of participation may be given by post to Zhoda Investments AB (publ), Hovslagargatan 5B, 111 48 Stockholm or by e-mail to [robert.karlsson@zhodainvestments.com](mailto:robert.karlsson@zhodainvestments.com). The notification should state the name, personal ID or registration number, address, daytime telephone number and shareholding of the shareholder. Authorization documents such as power of attorney and registration certificates should, where appropriate, be submitted to the Company prior to the general meeting. Shareholders who wish to be accompanied by one or two assistants may give notice thereof within the time and in the manner applicable to shareholders. A power of attorney form will be made available on [www.zhodainvestments.com](http://www.zhodainvestments.com).

Shareholders with nominee-registered shares must, in order to be entitled to participate at the general meeting, request that the nominee effects a temporary re-registration (voting right registration) of the shares in ample time prior to 8 June 2017.

### Proposed agenda

1. Opening of the meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes
5. Determination of whether the general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and auditor's report as well as consolidated financial statements and auditor's report for the group
8. Resolutions regarding
  - a. adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b. allocation of the company's results in accordance with the adopted balance sheet
  - c. discharge from liability of the directors and CEO
9. Determination of the numbers of directors/alternate directors and auditors/alternate auditors
10. Determination of fees for the board of directors and the auditors
11. Information regarding appointments held in other companies by candidates for election to the Board of Directors, election of directors as well as auditor and alternate auditor
12. Resolution on an amendment of the articles of association regarding share capital limits and the limits on the number of shares

13. Resolution regarding authorization for the board of directors to resolve on issue of new shares with preferential rights for shareholders
14. Closure of the general meeting

### Proposed resolutions

#### *Item 8 b – Resolution on allocation of results*

The board proposes that no dividend is paid for the financial year.

#### *Item 9-11 - Election of members of the board of directors, chairman of the board and auditor as well as fees*

Shareholders representing approximately 30 per cent of the capital propose that the board shall consist of five ordinary members. The shareholders also propose re-election of the board members Björn Lindström, Simon Escott, Peter Geijerman, Zenon Potoczny och Katre Saard and that Björn Lindström is re-appointed as chairman of the board.

It is proposed that the company shall have one auditor and no alternate auditor and that the authorized auditing firm Ernst & Young AB shall be re-elected.

It is proposed that the general meeting resolves that board fees be paid to the chairman in the amount of SEK 100,000 (unchanged compared to previous year) and SEK 50,000 (unchanged compared to previous year) to each of the other directors with the exception of Zenon Potoczny who is employed in the group. Fees will thus total SEK 250 000. It is proposed that the auditors are paid in accordance with approved invoices.

#### *Item 12 – Resolution on an amendment of the articles of association*

It is proposed that the articles of association are amended so that the maximum and minimum capital and number of shares are amended in accordance with the table below, where the quota value is unaltered:

	<b>Current articles</b>	<b>Proposed articles</b>
Minimum share capital	1 554 023	3 500 000
Maximum share capital	6 216 092	14 000 000
Minimum number of shares	58 000 000	130 628 729
Maximum number of shares	232 000 000	522 514 916

#### *Item 13 - Resolution on authorization for the board of directors to resolve on issue of new shares with preferential rights for shareholders*

The board of directors proposes that the annual general meeting authorizes the board, on one or more occasions during the period until next annual general meeting, to decide on issues, with preferential rights for the shareholders, of new shares, warrants and/or convertible debentures in exchange for cash payment and/or with provisions regarding payment in kind or by set-off or otherwise with conditions. The purpose of the authorization is to facilitate the raising of capital for expansion through corporate acquisitions or acquisitions of business assets and for the Company's business. The total number of shares that may be issued pursuant to the authorization shall be a maximum of 261,257,458 shares (10,666,600 A shares and 250,590,858 B shares), which corresponds to 200% of the total number of shares in the company at the time of the annual general meeting. The shareholders shall have preferential rights to subscribe for A shares and B shares in accordance with

their ownership of A and B shares. Shares of series A are subject to a conversion clause in accordance with the articles of association.

### **Majority requirements**

Under the Swedish Companies Act, the change of the articles of association in item 12 requires approval by shareholders representing at least two thirds of both the votes cast as well as the shares represented at the general meeting.

### **Documents**

The annual report and board's complete proposed resolutions and documents pursuant to the Swedish Companies Act, will be made available no later than 24 May 2017 at the Company's office (addresses above) and will be sent free-of-charge to shareholders who so request and provide their mailing address. The documents will also be made available no later than three weeks before the general meeting on the Company's website ([www.zhodainvestments.com](http://www.zhodainvestments.com)). The documents will also be available at the general meeting.

### **Miscellaneous**

The Company currently has 130,628,729 shares registered with the Swedish Companies Registration Office (Sw. Bolagsverket), of which 5,333,300 are shares of series A (10 votes/share) and 125,295,429 are shares of series B (1 vote/share). The number of voting rights amount to 178,628,429.

If requested by a shareholder and provided that the board deems that it can take place without causing material damage to the company, the board and the CEO shall provide information about circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation, and the company's relationship with another company within the Group.

Stockholm, May 2017

Zhoda Investments AB (publ)  
*The Board of Directors*

*For more information, please contact:*

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### **About Zhoda Investments**

Zhoda Investments invests in selected unlisted European ventures and drives growth and profitability through active ownership and an entrepreneurial approach. The group holds a 45 per cent in the Lelyaki oil field in Ukraine with 2P proven and probable oil reserves of 8 million barrels net to the company. Zhoda also holds 80 per cent in a Dalmatian organic winery with a 47 hectare state of the art vineyard with local grapes. Zhoda Investments is actively pursuing new investments. The company's shares are traded on Pareto Securities OTC. For more information, visit [www.zhodainvestments.com](http://www.zhodainvestments.com).

*This is an English translation of the Swedish original. In case of discrepancies, the Swedish original shall prevail.*