

## **CIMCO MARINE AB (PUBL) PUBLISHES CONVENING NOTICE FOR ANNUAL GENERAL MEETING AND PROPOSES ISSUE AUTHORISATION FOR THE BOARD**

The board of directors of Cimco Marine AB (publ), reg. no 556889-7226 (the “Company”) publishes convening notice for annual general meeting to be held on Tuesday 14 May 2019, at 2 pm, at Best Western Plus Hus 57, Östergatan 57 in Ängelholm. The board proposes, among other things, that the general meeting authorises the board issue new shares, warrants and/or convertibles.

The shareholders in the Company are hereby convened to the annual general meeting on Tuesday 14 May 2019, at 2 pm, at Best Western Plus Hus 57, Östergatan 57 in Ängelholm.

### **Notice etc.**

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

- on Wednesday 8 May 2019, be registered in the share register kept by Euroclear Sweden AB (“Euroclear”); and
- at the latest on Wednesday 8 May 2019 notify the intention to attend the general meeting by e-mail to alexandra.niemela.ingvarsson@lindahl.se or by post to Advokatfirman Lindahl KB, att. Alexandra Niemelä Ingvarsson, Box 11911, 404 39 Göteborg.

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 Wednesday 8 May 2019, 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 copy of the registration certificate 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 Advokatfirman Lindahl KB by mail 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 several persons to verify the minutes of the meeting

4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Submission of the annual report and the auditor's report
7. Resolutions on
  - a) the adoption of the income statement and the balance sheet;
  - b) allocation of the Company's result according to the adopted balance sheet; and
  - c) discharge from liability for each of the members of the board of directors and the managing director
8. Determination of remuneration to the board of directors and the auditor
9. Election of board of directors
10. Election of auditor
11. Resolution on principles for appointment of nomination committee
12. Resolution to amend the articles of association
13. Resolution on authorisation for the board of directors to issue new shares, warrants and/or convertibles
14. Resolution on introduction of incentive plan for employees
15. Close of the general meeting

### **Proposals to resolutions**

#### *Item 1 – Election of chairman of the general meeting*

The nomination committee, consisting of Anders Berg in his capacity as chairman of the board and shareholders Per Lindberg, Tedde Jeansson and Jonas Wikström, proposes that Mikael Mellberg, Advokatfirman Lindahl KB, is elected as chairman of the general meeting.

#### *Item 7b) – Allocation of the Company's result according to the adopted balance sheet*

The board does not propose any dividends for the financial year 2018.

#### *Item 8–11 – Determination of remuneration to the board of directors and the auditor, election of board of directors and auditor and resolution on principles for appointment of nomination committee*

The nomination committee will well in advance of the general meeting present its proposals for remuneration to the board of directors and the auditor, election of members of the board of directors and auditor, and principles for appointment of nomination committee for the annual general meeting 2020. The proposals will be held available at the Company's office with address Metallgatan 17 B in Ängelholm and on the Company's website.

#### *Item 12 – Resolution to amend the articles of association*

In order to enable new issues of shares in accordance with the authorisations proposed under items 13 and 14, the board of directors proposes that the articles of association are amended as follows.

#### *Adjustment of limits for share capital*

The limits for the Company's share capital in Section 4 of the articles of association are proposed to be amended as follows.

The share capital shall not be less than SEK 2,000,000 and not exceed SEK 8,000,000.

#### *Adjustment of limits for number of shares*

The limits for the Company's number of shares in Section 5 of the articles of association are proposed to be amended as follows.

The number of shares shall not be less than 75,000,000 and not more than 300,000,000.

#### *Item 13 – 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 in the Company at the time of the resolution on the issue. 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.

#### *Item 14 – Resolution on introduction of incentive plan for employees*

Some of the Company's largest shareholders propose that the general meeting resolves to introduce a share-related incentive plan for the Company's employees. The terms and conditions for the incentive plan is currently under preparation. The complete proposal will be held available at Company's office with address Metallgatan 17 B in Ängelholm and on the Company's website not later than three weeks before the general meeting, *i.e.* not later than 23 April 2019.

#### **Majority requirements**

Resolution under items 12 and 13 above requires, for its validity, that a minimum of two thirds of the votes cast and the shares represented support the resolution.

#### **Documentation**

The annual report, the auditor's report, the board of directors' and some of the largest shareholders of the Company's complete proposals, as well as other documents according to the Swedish Companies Act will be held available at the Company's office with address Metallgatan 17 B in Ängelholm and on the Company's website not later than three weeks before the general meeting, *i.e.* not later than 23 April 2019. The nomination

committee's complete proposals under items 8–11 will be held available at the Company's office and the Company's website well in advance of the general meeting. 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 available and presented at the general meeting.

### **Processing of personal data**

For information on the Company's processing of personal data in connection with the annual general meeting, please refer to <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Ängelholm in April 2019

***Cimco Marine AB (publ)***

***The board of directors***

### **Certified Adviser**

Västra Hamnen Corporate Finance AB is Certified Adviser for Cimco. Contact details to Västra Hamnen Corporate Finance AB: tel. +46 40 20 02 50, e-mail [ca@vhcorp.se](mailto:ca@vhcorp.se).

### **For further information, please contact:**

Anders Berg, Chairman, [anders.berg@oxe-diesel.com](mailto:anders.berg@oxe-diesel.com), +46 70 358 91 55

Andreas Blomdahl, CEO, [andreas.blomdahl@oxe-diesel.com](mailto:andreas.blomdahl@oxe-diesel.com), +46 431 44 98 99

Myron Mahendra, CFO and EvP in charge of Administration and HR, [myron.mahendra@oxe-diesel.com](mailto:myron.mahendra@oxe-diesel.com), +46 76 347 59 82

Cimco Marine AB (publ) is obligated to make this information public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, on 12 April 2019 at 10:35 AM.

*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. Cimco's unique patented engine-to-propulsion power transmission solutions have led to high demand for the Company's engines worldwide.*