

## **NOTICE OF EXTRAORDINARY 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 8 March 2019, at 11 am, at Best Western Plus Hus 57, Östergatan 57, 262 31 Ängelholm.

### **Notice etc.**

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

- on 2 March 2019 be registered in the share register kept by Euroclear Sweden AB (“**Euroclear**”); and
- at the latest on 2 March 2019 notify the intention to attend the general meeting by mail to Cimco Marine AB, attention Myron Mahendra, Metallgatan 17 B, 262 72 Ängelholm stating “extraordinary general meeting”, by telephone to 0431-371130 or by e-mail to 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 2 March 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 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 to amend the articles of association

7. Resolution on new issue of units with preferential rights for existing shareholders
8. Closing of the general meeting

### **Proposals for resolutions**

#### Item 6 – Resolution to amend the articles of association

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 1,375,000 and not exceed SEK 5,500,000.

##### *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 50,000,000 and not more than 200,000,000.

#### Item 7 – Resolution on new issue of units with preferential rights for existing shareholders

The board of directors proposes that the general meeting resolves to increase the Company's share capital by issuing so called units (shares and warrants) with preferential rights for existing shareholders.

The proposal means that the Company's share capital – by an issue of up to 34,423,868 units on the terms set out below – can be increased by up to SEK 4,128,746.20 of which up to SEK 3,096,559.65 in respect of new shares and up to SEK 1,032,186.55 in respect of warrants.

Each unit consists of three new shares in the Company and one new warrant in the Company. This means that up to 103,271,604 new shares and up to 34,423,868 new warrants can be issued in the proposed unit issue.

The units are issued with preferential rights for existing shareholders, whereby one existing share entitles to seven unit rights and six unit rights entitle to subscription of one unit, *i.e.* three new shares and one warrant.

In the event that not all units are subscribed for with preferential rights (*i.e.* by using unit rights), allotment of the remaining units, within the maximum amount of the rights issue, shall be made to subscribers who have subscribed for units without preferential rights. *Firstly*, such allotment shall be made to those who have subscribed for units with unit rights and, in the event of oversubscription, *pro rata* in relation to the number of unit rights used for subscription of units, and to the extent that this is not possible, by drawing of lots. *Secondly*, allotment shall be made to shareholders and others who have notified their interest to subscribe for units without subscription rights, and in the event of oversubscription, *pro rata* in relation to the number of units that each such applicant has applied to subscribe for, and to the extent that this is not possible, by drawing of lots. *Thirdly*, allotment shall be made to guarantors *pro rata* in relation to their commitment.

The record date for participation in the new issue of shares is 15 March 2019.

The subscription price per unit shall amount to SEK 3.00, which corresponds to a subscription price per new share of SEK 1.00. The warrants are issued without consideration.

Subscription of units with preferential rights shall be made through cash payment during the period from and including 20 March 2019 to and including 3 April 2019. The board of directors is entitled to extend the subscription and payment periods.

The new shares shall entitle to profit distribution for the first time on the record date for dividend distribution that occurs closest after the rights issue has been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB.

One warrant entitles to subscribe for one new share in the Company for a subscription price of SEK 1.50. Subscription of new shares by using warrants shall be made in accordance with the terms and conditions for the warrants during the period from and including 4 October 2019 to and including 17 October 2019. After 17 October 2019, the warrants will thus not entitle to subscription of shares. The warrants will additionally be subject to customary terms and conditions for share warrants in Sweden.

Shares issued by use of the warrants shall entitle to profit distribution for the first time on the record date for dividend distribution that occurs closest after the time that the new shares have been registered with the Swedish Companies Registration Office and the shares have been recorded in the share register kept by Euroclear Sweden AB.

The managing director, or any other person appointed by the board of directors, shall have the right to make any minor adjustments that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

The resolution on the rights issue requires the amendments to the articles of association proposed under item 6 above.

### **Majority requirements**

Resolution under item 6 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 17 B in Ängelholm not later than on 15 February 2019. 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 February 2019

**Cimco Marine AB (publ)**

***The board of directors***