

## **NOTICE ON ANNUAL GENERAL MEETING IN SELENA OIL & GAS HOLDING AB**

The shareholders of Selena Oil & Gas Holding AB (publ), 556643-6613 (the "Company"), are hereby convened to AGM to be held at 15.00 a.m. (CET), on Wednesday September 20<sup>th</sup>, 2017.

The location is Helio Works GT30, room "Sound", Grev Turegatan 30, in Stockholm City.

### **Registration**

Shareholders who wish to participate in the Annual General Meeting (AGM) must:

Primo be entered in the share register maintained by Euroclear Sweden AB no later than Thursday September 14<sup>st</sup>, 2017

Second give notice of their intention to participate in the AGM no later than 16.00 on Friday September 15<sup>th</sup>, 2017, via mail to the address: Selena Oil & Gas Holding AB, P.O. Box 7614, 103 94 Stockholm, or via [info@selenaoil.com](mailto:info@selenaoil.com). Name, address, civic registration /company identification number and telephone as well as number of shares represented should be included in the notice to participate and, if applicable the legal representative, agent or advisor. The notification shall be accompanied by powers of attorney, registration certificates or other documents.

### **Nominee registered shares**

Shareholders whose shares are registered in the name of a nominee must arrange for those shares to temporarily be re-registered in their own names in order to be entitled to participate in the general meeting. Such registration must be completed by Euroclear Sweden AB on Thursday, September 14<sup>th</sup>, 2017. This means that the shareholder must, well in advance of this date, inform the concerned nominee hereof.

### **Representative**

A shareholder represented through a representative shall issue a proxy for the representative. The proxy should be sent to the Company well in advance of the general meeting to the above address. If the proxy is issued by a legal entity, a certified copy of the certificate of registration of the legal entity shall be attached. The Company provides the shareholders with proxy forms on the Company's website, [www.selenaoil.com](http://www.selenaoil.com).

### **MATTERS AND PROPOSED AGENDA**

1. Opening of the general meeting and election of the chairman of the general meeting
2. Preparation and approval of the voting list
3. Approval of the Agenda
4. Election of one or two persons to verify the Minutes
5. Determination of whether the general meeting has been duly convened
6. Presentation of the annual report on accounts and auditor's report and the consolidated report on accounts and auditor's corporate audit report,
7. Resolutions on
  - a) adoption of the income statement and balance sheet and the consolidated income statement and balance sheet,
  - b) disposition of the Company's earnings according to the adopted balance sheet; and
  - c) discharge of the directors and the CEO,
8. Determination of the number of Directors and the number of Auditors and Deputy Auditors,;
9. Determination of remuneration to the Board of Directors and the Auditors,
10. Election of Board Members , Auditors and Deputy Auditors,
11. Confirm of issued Owners Directives from the Board of Directors in Selena Oil & Gas Holding AB to the Board of Directors in Selena Oil & Gas AB.
12. Resolution of Owners Directives to Board of Directors in Selena Oil & Gas AB.
13. Resolution to mandate the Board of Directors to decide on issue new shares,
14. Closing of the general meeting

## **Proposed Resolutions**

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

Mr Stefan Mårtensson is proposed as the chairman for the AGM

### **Item 7b. Disposition of the Company's earnings according to the adopted balance sheet**

It is proposed that the Company's earnings are appropriated as proposed in the Annual Report for 2016.

### **Item 8. Determination on number of Directors, Auditors and Deputy Auditors**

The Board of Directors proposes that the Board shall consist of three (3) members, the number of Auditors shall be one (1) and that no deputy auditor shall be appointed.

### **Item 9. Determination of remuneration to the Board of Directors and the auditors,**

The Directors' fees are proposed to be SEK 50 000 per year to members, and SEK 60 000 per year to the Chairman. The Auditor's fee is proposed to be in accordance with invoiced amount.

### **Item 10. Election of board members, auditors and deputy auditors,**

Proposals for the election of board members, auditors and deputy auditors will be published on the Company's website as of September 12th, 2017.

### **Item 12. Confirm of issued Owners Directives from the Board of Directors in Selena Oil & Gas Holding AB to the Board of Directors in Selena Oil & Gas AB.**

The Board's complete proposal for a decision is contained in Appendix A.

### **Item 12. Resolution of Owners Directives to Board of Directors in Selena Oil & Gas AB.**

The Board's complete proposal for a decision is contained in Appendix B.

### **Item 13. Resolution on authorizing the Board to issue new shares**

The Board proposes the AGM to authorize the Board, until the next AGM, on one or more occasions, with or without pre-emptive rights, to decide to issue new shares, convertible bonds or warrants representing a share capital increase of maximum of 10 000 000, taking into account upper limits of the share capital in the Company's articles of association. New shares may be issued with or without provision of contribution, or other terms referred to in Chapter 13, § 5, first paragraph 6 of the Companies Act.

New issue of shares under this authorization shall be made to an estimated market value, less a necessary discount, to achieve sufficient interest from subscribers to an emission. The purpose of the authorization and deviating from shareholders preferential rights is to provide the Board with flexibility in their work to ensure that the Company, in an appropriate way, can be capitalized for the purpose of financing activities or acquisitions, and to enable a broadening of the shareholder base of the Company.

The Executive Directors, or whom the Executive Directors appoint thereto, should be entitled to make minor adjustments to the resolution as may be required in connection with the registration thereof with the Companies Registration Office and Euroclear Sweden AB.

A valid resolution requires that this proposal achieves support from shareholders representing at least two thirds of both votes cast and shares represented at the annual general meeting.

## **Documentation**

The Annual Report and the Auditor's Report, together with the complete proposal on resolutions will be made available to shareholders as of Wednesday, September 6th, 2017 through the Company. Shareholder will receive documents by post if they notify the Company indicating their name and address via: [info@selenaoil.com](mailto:info@selenaoil.com). These documents, together with a power of attorney format for creation of proxy form will be available on the Company's website [www.selenaoil.com](http://www.selenaoil.com) and distributed to registered participants at the AGM.

**Statement on the number of issued shares and votes**

The total number of issued shares and votes in the Company at the date of this Notice, amount to a total number of 54 498 477. The Company holds no shares of its own equity.

Stockholm in August 2017  
Selena Oil & Gas Holding AB (publ)

*The Board of Directors*