



Alliance Oil Company Ltd.

Notice of Annual General Meeting in Alliance Oil Company Ltd. (the company) on 27 May 2009 at 4 p.m. at Stockholm Concert Hall, Grünwald room, Stockholm, Sweden

Notice to holders of Swedish depository receipts

Notice to attend etc.

In order to attend the Annual General Meeting, a holder of a Swedish depository receipt shall

- Be listed in the register of directly registered holders of Swedish depository receipts kept by Euroclear Sweden AB on 21 May, 2010.

- Notify Skandinaviska Enskilda Banken AB (publ) ("SEB") of their intention to attend the Meeting no later than 21 May 2010 at 5.00 pm.

Only holders of Swedish depository receipts registered in their own name with Euroclear seden AB on the 21st of May 2010 and have notified SEB are entitled to attend and vote at the meeting. Holders of Swedish depository receipts who have their depository receipts registered with a nominee must temporarily have them re-registered in their own name in order to be entitled to attend and vote at the Meeting. Thus, the holder of a Swedish depository receipt must notify the nominee of his/her wish for temporary re-registration in ample time before 21 May 2010.

Notification to attend the Meeting shall be made by phone +46 8 639 2777, fax, +46 8 763 6250 or by e-mail to: goissuedepartment@seb.se or in writing to the address; SEB Issuer Agent Department, RB6, SE-106 40 Stockholm. On the notification to attend the holder shall state name, person/organization number, address and telephone number as well as their depository receipts holdings.

The total number of shares and votes in the company is 171 528 414

Proposed agenda

1. The meeting is opened.
2. Election of chairman for the meeting.
3. Preparation and approval of voting list.
4. Election of one or two persons to check and verify the minutes.
5. Verification that the meeting has been duly convened.
6. Approval of the agenda.
7. Presentation by the Managing Director.
8. Presentation of annual report and audit report for the company and the group of companies.
9. Resolution to adopt
 - a. Profit and loss account and balance sheet as well as consolidated profit and loss account and consolidated balanced sheet

- b. Allocation of the company's profit and losses set forth in the adopted balance sheet
 - c. Discharge from liability for the Board of Directors and Managing Director
10. Resolution on the number of directors and alternate directors.
 11. Resolution on remuneration to directors and committee members.
 12. Election of directors, chairman of the Board of Directors and alternate directors, if any.
 13. Resolution on remuneration to auditors.
 14. Election of auditors.
 15. Resolution on the procedure for appointing the nomination committee as well as resolution on remuneration to the nominating committee's members.
 16. Resolution to increase the authorized share capital.
 17. Resolution to authorize the Board of Directors to resolve to issue new shares etc.
 18. Resolution to adopt new Bye-Laws.
 19. Any other matters.
 20. Closure of the meeting.

Proposals by the nominating committee

In accordance with a resolution at the Annual General Meeting in May 2009, the then four largest shareholders in the company appointed a nominating committee in November 2009. The nominating committee for the Annual General Meeting 2010 has consisted of Mr Carl Svernlöv, chairman of the nominating committee representing Alliance Capital OJSC, Mr. Andrei Sletov, representing Alliance Group OJSC, Mr. Fred Boling, representing Daumier Investments Ltd, Mr. David Haverkamp representing Repsol Exploracion S.A. and Mr Eric Forss, chairman of the Board of Directors of Alliance Oil Company Ltd.

The nominating committee shall propose directors to be appointed.

The Nominating Committee will present proposals relating to the following items on the agenda for the Annual Shareholders' Meeting to be held on May 27, 2010:

2. Mr. Bo Lindqvist is proposed as chairman of the meeting.
10. It is proposed that the Board of Directors consists of seven members and no alternate director.
11. It is proposed that the remuneration to the Board of Directors be the following fees for their work until the next annual general meeting. To the chairman, USD 180,000. To each other member of the board USD 120,000. To each member of the audit committee and remuneration committee a sum of USD 10,000 is proposed. In addition the committee notes that directors are eligible to participate in the company's incentive program.
12. It is proposed that Mr. Fred Boling, Mr. Arsen Idrisov, Mr. Raymond Liefoghe, Mr. Claes Levin, Mr. Fernando Martinez-Fresned, Mr. Isa Bazhaev and Mr. Eric Forss, be re-elected as directors. It is proposed that Mr. Eric Forss is appointed chairman of the board.
13. The nominating committee proposes that remuneration to the auditors shall be paid in accordance with approved invoice.
14. The nominating committee proposes election of Deloitte AB with Mr. Svante Forsberg as responsible and ZAO Deloitte & Touche CIS with Ms. Natalia Golovkina as responsible.

15. The nominating committee proposes that the principles adopted at the 2009 AGM shall continue to apply in general. This means that the chairman of the board contacts the four largest shareholders in terms of votes who are asked to appoint one member each to the nominating committee in which the chairman shall be the fifth member.

The Chairman of the nominating committee shall be the member representing the largest shareholder, save that the Chairman of the board or other board member may not be appointed Chairman of the nominating committee.

The names of the nominating committee members and the names of the shareholders they represent shall be made public no later than six months before the Shareholders' Meeting 2011 and shall be based on the number of votes then held. Should any of these shareholders wish not to appoint a member of the nominating committee the right to appoint that member shall be transferred to the shareholder who after these shareholders represent the highest number of votes.

The nominating committee members shall not be remunerated.

The nominating committee's complete proposal will be made available to the shareholders during not less than two weeks before the AGM.

Proposal by the Board of Directors

16. The Board of Directors proposes that the authorized share capital shall be increased to MUSD 220 in order for the company to meet its obligations to holders of warrants, options and convertible bonds and for purposes of board authorization as described below in p. 17.
17. The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors, until the company's next Annual General Meeting, to resolve to issue new shares, options, convertible bonds or bonds with or without an option to subscribe for new shares, the maximum of which is the amount of shares allowed within the maximum authorized share capital. The Board of Directors' resolution of a share issue should be permitted to be made with deviation from existing shareholders' pre-emption rights. The meeting's authorization shall include a right for the Board of Directors to resolve on a non-cash issue or that shares shall be subscribed for with a right to offset debt. The purpose of the authorization is to secure that shares can be issued in order to meet the company's obligations in relation to already issued warrants, stock options and convertible bonds but also to increase the financial flexibility of the company, to allow the board to grant stock options under the company's current option plan with a right to future exercise on favorable terms to key members of the staff as well as to allow for a new issue to function as consideration in connection with potential future acquisitions. The subscription price shall, unless already determined, be determined on the basis of the fair market value of the share at the occasion of each share issue or option grant as the case may be. For purposes of this proposal it should be noted that already outstanding options and warrants, in case they be fully exercised, would lead to a share capital of more than MUSD 196.

The resolution under p.17 requires 2/3 majority of votes cast in order to be binding

18. The Board of Directors proposes that the company adopts new Bye-Laws. The amendments are not of a material nature with the exception that it is proposed that the shareholders shall not vote on the issue of discharge of liability for the Board of Directors and the Managing Director (Bye-Laws p.3.2.2. iv), the reason being that the audit is not an audit of management's administration and further that a resolution would not have any legal ramifications as Bermuda law does not recognize the concept of discharge of liability. The other amended paragraphs have the following new wording:

3.1.1 A person shall be entitled to participate in a general meeting, provided that he is listed as a Shareholder in the Register five weekdays (including Saturday) prior to the general meeting. A

Shareholder is entitled to bring one or two advisors to a general meeting, provided that the Company is notified thereof in advance.

In order to attend a general meeting, a Shareholder shall give the Company notice of his intention to attend, including the name of any accompanying advisor, not later than on the day specified in the notice convening the meeting. This day may not be a Sunday, any other Swedish or Bermudan public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not be earlier than the fifth weekday (including Saturday) before the meeting.

3.3.3 The notice convening a general meeting shall contain information regarding the time and place of the meeting as well as information regarding the conditions, pursuant to Bye-Law 3.3.1, for a Shareholder's right to participate at the meeting. The proposed agenda for the general meeting shall be included in the notice, specifying the items to be dealt with at the meeting. Where the meeting shall deal with an amendment of the Bye-Laws or the Memorandum of Association, the notice shall contain the essential contents of the proposed amendment.

3.5.2 The following resolutions shall be passed by a general meeting with the support of Shareholders holding not less than two-thirds of both the votes cast and the Shares represented at the general meeting:

- (i) amendments of the Memorandum of Association;*
- (ii) amendments of these Bye-Laws;*
- (iii) deviation from the Shareholders' preferential right to subscribe for new Shares or other securities, as set out in Bye-Law 2.3.2; and*
- (iv) amendments of the rights attached to issued Shares.*

4.2.2 One of the directors shall be the chairman of the Board. Unless otherwise provided by the general meeting. If the chairman resigns during the mandate period, the board shall elect a chairman from among the directors to serve until the end of the next annual general meeting. In the event of parity of votes the election shall be affected by the drawing of lots. The managing director may not be the chairman.

4.6 A director may not vote in relation to or otherwise deal with matters relating to agreements or court actions or other legal actions between himself and the Company, nor with matters relating to agreements or court actions or other legal actions between the Company and a third party, if the director has a considerable interest in the matter contrary to that of the Company, nor with matters relating to agreements between the Company and a legal person which the director is entitled to represent, whether alone or together with another person, except where the party contracting with the Company belongs to the same group as the Company.

6.2 Those who are recorded as Shareholders in the Register on the record date specified in the resolution declaring the dividend shall be deemed to be entitled to receive such dividends. The record date shall occur within one month from the date of the resolution. The dividends shall be paid out immediately following the record date.

Stockholm May 2010
Board of Directors

www.allianceoilco.com