

This is a translation of the Swedish version. In case of any discrepancy between the English and the Swedish version, the Swedish version shall take precedence.

## **NOTICE OF EXTRA GENERAL MEETING IN PETROGRAND AB (PUBL)**

The shareholders in Petrogrand AB (publ), reg. no. 556615-2350 ("the Company") are hereby convened to the extra general meeting on Friday 23 August, 2013 at 10.00 a.m., at Hotell Scandic Anglais, Humlegårdsgatan 23, Stockholm. Entry to the meeting begins 9.30 a.m.

### **Right to Participate**

Shareholders who wish to participate in the extra general meeting must:

- be recorded in the shareholders' register which is kept by Euroclear Sweden AB (the Swedish Central Securities Depository), not later than Saturday 17 August 2013 (however, since the record date is a Saturday the shareholders must be recorded in the shareholders' register not later than Friday 16 August 2013); and
- notify the Company of their attendance and any attending assistants no later than 4.00 p.m. on Monday 19 August 2013, either in writing to Petrogrand AB (publ), Birger Jarlsgatan 41A, 111 45 Stockholm, or via e-mail [agm@petrogrand.se](mailto:agm@petrogrand.se) stating the full name, and preferably personal registration number or corporate registration number, address, telephone, number of shares and when applicable, information of legal representative, proxy and assistant. The number of assistants may at the most be two (2). In order to facilitate entry to the meeting, the notice shall, when applicable, be accompanied by power of attorney, registration certificates and other authorization documents.

Shareholders having trustee-registered shares with a bank or other trustee must temporarily re-register the shares in their own names with Euroclear Sweden AB to be entitled to participate in the meeting. Such registration must be completed no later than Friday 16 August 2013, meaning that shareholders must request their trustees (banks or brokers) for such re-registration in ample time prior to this date.

### **Proxy**

A shareholder that is to participate through one or more proxies must ensure that such proxy brings to the meeting a signed and dated power of attorney executed by the shareholder. A proxy for a legal entity should also present a certificate of registration (or any other relevant documentation) evidencing the signatory rights of the individuals executing the power of attorney on behalf of the legal entity. The power of attorney and the registration certificate (or the relevant documentation) must not have been issued earlier than five years prior to the meeting.

### **Proxy Forms**

Proxy forms are available on the company website [www.petrogrand.se](http://www.petrogrand.se), and will be sent without charge to the shareholders that request the form and thereby indicate their addresses.

### **Number of Shares and Votes**

As of the date when the notice is issued, the total number of shares and votes in the Company amounts to 40 265 898.

### **The deal with Shelton Petroleum AB**

Shelton Petroleum AB ("Shelton") and Petrogrand AB ("Petrogrand") announced July 10, 2013 that, subject to the Extra General Meeting's approval of both companies, signed an agreement to include two convertible issues of Shelton to Petrogrand totaling approximately 215 million. The agreement is presented now for shareholder approval. The deal and conditions are described in Petrogrand's press release dated July 10, 2013 which is available on [www.petrogrand.se](http://www.petrogrand.se).

## Proposed Agenda

1. Opening of the EGM and election of chairman of the EGM
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to approve the minutes
5. Determination as to whether the EGM has been duly convened
6. Presentation of the transaction with Shelton Petroleum
7. Resolutions regarding:
  - a) Purchase of convertible SEK 30 000 000 issued by Shelton
  - b) Purchase of convertible SEK 185 249 280 issued by Shelton
8. Closing of the EGM

## PROPOSALS FOR DECISIONS

Subject to Shelton at the EGM 22 August 2013 decided to issue convertible debentures in accordance with the above, the Board submits the following proposals.

*Decision on purchase of convertible debentures issued by Shelton:*

7a)

The Board proposes that the Meeting resolves that Petrogrand will subscribe to convertible debentures of 30 000 000 SEK issued by Shelton. Subscription and payment shall be made no later than 27 August 2013. Payment shall be made in cash or, if appropriate, by offset. The convertible bonds carry no interest. The bonds are convertible into Class B shares in Shelton during the period 1 September to 31 December 2013. Conversion may take place at the request of Shelton or Petrogrand. The conversion price is 20 SEK per share. Assuming full conversion, Shelton will issue 1 500 000 Class B shares.

7b)

The Board proposes that the Meeting resolves to Petrogrand will subscribe to convertible debentures 185 249 280 SEK. Bonds will be issued at par value, total 185 249 280 SEK. Subscription and cash payments shall be made no later than 27 August 2013. Bonds are due 31 January 2014 if not converted by 31 December 2013. The interest rate on the convertible bonds shall correspond deposit rate on Shelton's account for the proceeds. The balance in the account is pledged for Petrogrand. The convertible bonds can be converted to Class B shares from the registration of the convertible bonds of the Issue until 31 December 2013. Conversion may take place at the request of Petrogrand. The right of Petrogrand to request conversion is subject to specific conditions by agreement. The conversion price is 20 SEK per share. Assuming full conversion, Shelton will issue 9 262 464 Class B shares. Conversion shall, if the conditions are met, be made to such number of shares (minimum 9 140 589) which, together with shares from the conversion of the convertible as specified in 7 (a), allows Petrogrand to distribute the shares of Shelton according to Lex Asea.

## Miscellaneous

The shareholders may request the Board of Directors and the Managing Director to provide information in respect of any circumstances which may affect the assessment of a matter on the agenda of the extra general meeting and any circumstances which may affect the assessment of the company's financial position. The Board of Directors and the Managing Director shall provide such information at the extra general meeting if the Board of Directors believes that such may take place without significant harm to the Company.

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Stockholm in July 2013  
**Petrogrand AB (publ)**  
*The Board of Directors*