

Press release
Stockholm, 21 May 2019

Notice to Annual General Meeting of shareholders in Zhoda Investments AB (publ)

The shareholders of Zhoda Investments AB (publ), corporate identity number 559030-3490 (hereinafter the “Company”) are hereby given notice to attend the Annual General Meeting to be held at 16.00 CET on 18 June 2019, at Vinkällaren Grappe, Grevgatan 5, in Stockholm.

Notification and right to participate

The right to participate at the general meeting vests in a person who: is registered as a shareholder in the share register maintained by Euroclear Sweden AB regarding circumstances pertaining on 12 June 2019 and not later than 12 June 2019 notifies the Company of their intention to participate at the general meeting.

Notice of participation may be given by post to Zhoda Investments AB (publ), Bivägen 12C, 125 58 Älvsjö or by e-mail to robert.karlsson@zhodainvestments.com. The notification should state the name, personal ID or registration number, address, daytime telephone number and shareholding of the shareholder. Authorization documents such as power of attorney and registration certificates should, where appropriate, be submitted to the Company prior to the general meeting. Shareholders who wish to be accompanied by one or two assistants may give notice thereof within the time and in the manner applicable to shareholders. A power of attorney form will be made available on www.zhodainvestments.com.

Shareholders with nominee-registered shares must, in order to be entitled to participate at the general meeting, request that the nominee effects a temporary re-registration (voting right registration) of the shares in ample time prior to 12 June 2019.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the general meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes
5. Determination whether the general meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and auditor's report as well as consolidated financial statements and auditor's report for the group
8. Resolutions regarding
 - a. adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b. allocation of the company's results in accordance with the adopted balance sheet
 - c. discharge from liability of the directors and CEO
9. Determination of the numbers of directors/alternate directors and auditors/alternate auditors
10. Determination of fees for the board of directors and the auditors
11. Information regarding appointments held in other companies by candidates for election to the Board of Directors, election of directors as well as auditor and alternate auditor
12. Resolution on an amendment of the articles of association regarding share capital limits and the limits on the number of shares

13. Resolution regarding authorization for the board of directors to resolve on issue of new shares with preferential rights for shareholders
14. Closure of the general meeting

Proposed resolutions

Item 8 b – Resolution on allocation of results

The board proposes that no dividend is paid for the financial year.

Item 9-11 - Election of members of the board of directors, chairman of the board and auditor as well as fees

Shareholders representing approximately 50 per cent of the capital propose that the board shall consist of four ordinary members. The shareholders also propose re-election of the board members Björn Bringes, Peter Geijerman, Zenon Potoczny och Katre Saard and that Björn Bringes is re-appointed as chairman of the board.

It is proposed that the company shall have one auditor and no alternate auditor and that the authorized auditing firm Ernst & Young AB shall be re-elected.

It is proposed that the general meeting resolves that board fees be paid to the chairman in the amount of SEK 100,000 (unchanged compared to previous year) and SEK 50,000 (unchanged compared to previous year) to each of the other directors with the exception of Zenon Potoczny who is employed in the group. Fees will thus total SEK 200 000. It is proposed that the auditors are paid in accordance with approved invoices.

Item 12 – Resolution on an amendment of the articles of association

It is proposed that the articles of association are amended so that the maximum and minimum capital and number of shares are amended in accordance with the table below, where the quota value is unaltered:

	Current articles	Proposed articles
Minimum share capital	3 500 000	10 500 000
Maximum share capital	14 000 000	42 000 000
Minimum number of shares	130 628 729	391 886 187
Maximum number of shares	522 514 916	1 567 544 748

Item 13 - Resolution on authorization for the board of directors to resolve on issue of new shares with preferential rights for shareholders

The board of directors proposes that the annual general meeting authorizes the board, on one or more occasions during the period until next annual general meeting, to decide on issues, with preferential rights for the shareholders, of new shares, warrants and/or convertible debentures in exchange for cash payment and/or with provisions regarding payment in kind or by set-off or otherwise with conditions. The purpose of the authorization is to facilitate the raising of capital for expansion through corporate acquisitions or acquisitions of business assets and for the Company's business. The total number of shares that may be issued pursuant to the authorization shall be a maximum of 391,886,187 shares (15,999,900 A shares och 375,886,287 B shares), which corresponds to 100% of the total number of shares in the company at the time of the annual general meeting.

Majority requirements

Under the Swedish Companies Act, the change of the articles of association in item 12 requires approval by shareholders representing at least two thirds of both the votes cast as well as the shares represented at the general meeting.

Documents

The annual report and board's complete proposed resolutions and documents pursuant to the Swedish Companies Act, will be made available no later than three weeks before the annual general meeting at the Company's office (address above) and will be sent free-of-charge to shareholders who so request and provide their mailing address. The documents will also be made available on the Company's website www.zhodainvestments.com and be available at the general meeting.

Miscellaneous

The Company currently has 391,886,187 shares registered with the Swedish Companies Registration Office (Sw. Bolagsverket), of which 15,999,900 are shares of series A (10 votes/share) and 375,886,287 are shares of series B (1 vote/share). The number of voting rights amount to 535,885,287.

If requested by a shareholder and provided that the board deems that it can take place without causing material damage to the company, the board and the CEO shall provide information about circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation, and the company's relationship with another company within the group.

Stockholm, May 2019

Zhoda Investments AB (publ)
The Board of Directors

For more information, please contact:

Robert Karlsson, CEO Zhoda Investments AB
+46 709 565 141, robert.karlsson@zhodainvestments.com
www.zhodainvestments.com

About Zhoda Investments

Zhoda Investments invests in selected unlisted European ventures and drives growth and profitability through active ownership and an entrepreneurial approach. Zhoda owns an organic winery in Dalmatia with a 47-hectare state of the art vineyard mainly producing red wine from the local Babic grape. Zhoda is also the owner of a winery on the Dalmatian island of Korcula that produces white premium wines from the indigenous Posip grape. The group also holds a 45 per cent interest in the Lelyaki oil field in Ukraine with 2P proven and probable oil reserves of 8 million barrels net to the company. Zhoda Investments is actively pursuing new investments. For more information, visit www.zhodainvestments.com.

This is an English translation of the Swedish original. In case of discrepancies, the Swedish original shall prevail.