

*This is a non-official translation of the Swedish original wording.*

## **NOTICE OF GENERAL MEETING OF SHAREHOLDERS IN FERRONORDIC MACHINES AB (publ)**

Ferronordic Machines AB (publ) hereby gives notice to attend the extraordinary general meeting of shareholders in Stockholm at the company's head office at Hovslagargatan 5B, Stockholm, on Friday 2 October 2015 at 2 p.m.

### **Proposed agenda**

Matters:

1. Opening of the meeting
2. Election of chairman of the meeting
3. Verification of the voting list
4. Approval of the agenda
5. Election of controllers
6. Determination whether the meeting has been duly convened
7. Resolution on disposition to be made of the company's profits
8. Closing of the meeting

### **Motions**

**Point 2:** The board proposes the company's general counsel, Henrik Carlborg, as chairman of the meeting.

**Point 7:** The board proposes that the meeting resolves to pay dividends on the company's preference shares in an amount of SEK 50 per preference share, corresponding to a total dividend payment of SEK 25,000,000. As record date for the dividend payment the board proposes 23 October 2015. If the meeting resolves in accordance with the proposal, it is expected that the dividend would be paid through Euroclear Sweden AB on 28 October 2015. No dividend shall be paid with regard to ordinary shares.

Remaining distributable profits available for distribution by the meeting amount to SEK 421,730,016.

Given the weak market and the continuously uncertain economic situation in Russia the board is still of the opinion that it would not be prudent to make a resolution now with regard to the payment of dividends on the preference shares in April 2016. If the board later concludes that an additional payment of dividends on the preference shares will be possible, the board will convene another extraordinary general meeting in March/April 2016 in order to pass the required resolutions.

### **Provision of documents**

The detailed proposal regarding point 7, the board's statement pursuant to Chapter 16 Section 4 of the Swedish Companies Act and documents prepared pursuant to Chapter 16 Section 6 of the Swedish Companies Act will be available on the company's website, [www.ferronordic.com](http://www.ferronordic.com), and at Ferronordic Machines AB's headquarter, Hovslagargatan 5B, Stockholm, from 10 September 2015. The described documents will also be sent to those shareholders who so request and provide their addresses. The documents will also be available at the general meeting.

### **Number of shares and votes**

The total number of shares in the company amounts to 10,500,000 of which 10,000,000 are ordinary shares (1 vote per ordinary share) and 500,000 are class A-preference shares (1/10 share per class A-preference shares). The total number of votes amounts to 10,050,000.

### **Information at the general meeting**

If a shareholder so requests and the board believes that such may take place without significant harm to the company, the board and the CEO shall provide information at the general meeting in respect of any circumstance which may affect the assessment of a matter on the agenda, and any circumstances which may affect the assessment of the company's or a subsidiary's financial position and as regards the company's relationship to other group companies.

**Right to participate in the general meeting**

Participation in Ferronordic Machines AB's extraordinary general meeting is limited to those who are recorded as shareholders in the share register on 25 September 2015 and who give notice of their intention to participate in the general meeting to Ferronordic Machines AB no later than 5 p.m. on 25 September 2015.

**Registration in the share register**

Ferronordic Machines AB's share register is maintained by Euroclear Sweden AB. Only owner-registered shares are listed in the names of the shareholders in the share register. To be entitled to participate in the general meeting owners of shares registered in the name of a trustee must have their shares registered in their own names. Shareholders who have trustee-registered shares should, in due time before 25 September 2015, request owner-registration, which may be temporary, at the bank or broker holding the shares. Trustees normally charge a fee for this.

**Notice to Ferronordic Machines AB**

Notice of intention to participate in the general meeting can be given:

- by telephone: +46 8 509 072 80
- by mail to Ferronordic Machines AB (publ), "AGM", Hovslagargatan 5B, 111 48 Stockholm
- by email to [henrik.carlborg@ferronordic.ru](mailto:henrik.carlborg@ferronordic.ru)

In providing such notice, the shareholder should state:

- name
- personal identity number/corporate registration number
- address and telephone number
- name and personal identity number of the proxy, if any
- name(s) of any accompanying assistant

Shareholders who wish to participate in the general meeting must submit notice thereof prior to the expiration of the notice period at 5 p.m. on 25 September 2015. Shareholders who are represented by proxy must issue a written, dated proxy for the representative. Such proxy forms are available on the company's website [www.ferronordic.com](http://www.ferronordic.com). The proxy in original should be sent to the company at the above address in good time prior to the general meeting. The proxy must not be older than one year unless it states that it is valid for a longer period, although not more than five years. If the proxy is issued by a legal entity, a certified copy of the registration certificate or an equivalent certificate of authority must be submitted to the company. Note that shareholders who are represented by proxy must notify the company of their participation according to the above instructions and be registered as shareholders in the share register on 25 September 2015.

Stockholm in September 2015

Ferronordic Machines AB (publ)

The Board of Directors