

## NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN MAHA ENERGY AB (PUBL)

The shareholders in Maha Energy AB (publ), reg. no. 559018-9543, are hereby given notice to attend the annual general meeting at 3:00 p.m. CET on Thursday 27 May 2021. The meeting will be held through postal voting only (see below).

### Special arrangements due to the risk for spread of the virus COVID-19 (coronavirus)

The board of directors has, in light of continued spread of the coronavirus and in accordance with the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, decided that the annual general meeting shall be held without physical presence of shareholders, proxies and/or external parties and that the shareholders shall have only the opportunity to vote by mail prior to the annual general meeting.

Maha welcomes all shareholders to exercise their voting rights at the annual general meeting through postal voting as described below. Information on the resolutions passed at the annual general meeting will be published on Thursday 27 May 2021, as soon as the result of the postal voting has been finally confirmed.

### Notice

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Wednesday 19 May 2021; and
- (ii) notify the company of their attendance no later than Wednesday 26 May 2021 by casting their postal vote in accordance with the instructions under the heading "Postal voting" below so that the postal voting form is received by Setterwalls Advokatbyrå AB no later than that day. Please note that a notification to attend the general meeting can only be done by a postal vote.

A shareholder represented by proxy shall issue a power of attorney. Further instructions regarding this are available below under the heading "Proxy voting".

### Nominee registered shares

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB (so-called voting rights registration) in order to be entitled to participate and vote for their shares at the meeting through postal voting. The shareholder must inform the nominee well in advance of Wednesday 19 May 2021, at which time the register entry must have been made. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than Friday 21 May 2021, will, however, be taken into account in the preparation of the share register.

### Postal voting

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting, in accordance with Section 22 of the Swedish Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form will be available on the company's website, [www.mahaenergy.ca](http://www.mahaenergy.ca). The postal voting form is considered as the notification of participation at the annual general meeting.

The completed voting form must be received by Setterwalls Advokatbyrå AB no later than Wednesday 26 May 2021. The form may be submitted by post to Setterwalls Advokatbyrå AB, attn: Magnus Melin, P.O. Box 1050, 101 39 Stockholm, Sweden or via e-mail to [magnus.melin@setterwalls.se](mailto:magnus.melin@setterwalls.se).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

The shareholders may request in the postal voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of postal voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

### Proxy voting

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If the shareholder postal votes by proxy, the power of attorney shall be enclosed to the form. If issued by a legal entity, the power of attorney shall also be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to postal vote by proxy will be available on the company's website [www.mahaenergy.ca](http://www.mahaenergy.ca).

### Proposed agenda

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one (1) or two (2) persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Submission of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the group;
7. Resolution in respect of adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and the consolidated balance sheet;
8. Resolution in respect of allocation of the company's profit or loss according to the adopted balance sheet;
9. Resolution in respect of the members of the board of directors' and the managing director's discharge from liability;

10. Determination of the number of members of the board of directors and the number of auditors and, where applicable, deputy auditors;
11. Determination of the fees payable to the members of the board of directors and the auditors;
12. Election of members of the board of directors, auditors and, where applicable, deputy auditors;
13. Resolution regarding principles for the appointment of and instructions regarding a nomination committee;
14. Resolution on a policy for remuneration to the senior executives;
15. Approval of the remuneration report;
16. Resolution on an incentive programme and issuance of warrants to the executive management (LTIP 5);
17. Resolution on an incentive programme and issuance of warrants to the executive management (LTIP 6);
18. Resolution regarding authorization for the board of directors to increase the share capital;
19. Closing of the meeting.

## Proposed resolutions

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

The nomination committee, consisting of Jonas Vestin, representing Kvalitena AB, Henrik Morén, representing Jonas Lindvall, Ron Panchuk, representing himself and Harald Pousette, the chairman of the board of directors, proposes that attorney Marcus Nivinger is appointed chairman of the annual general meeting, or if he is unable to attend the meeting, any other person proposed by the board of directors.

### Item 2. Preparation and approval of the voting list

The voting list that is proposed for approval is the voting list to be prepared by Setterwalls Advokatbyrå AB on behalf of the company, based on the shareholders' register for the general meeting kept by Euroclear Sweden AB, and postal votes received, and approved by the person appointed to approve the minutes.

### Item 4. Election of one or two persons who shall approve the minutes of the meeting

The board of directors' proposes that Lars Carnestedt is to be appointed as person verifying the minutes together with the chairman of the general meeting, or in the event he is prevented from doing so, the person the board of directors appoints instead. The person appointed to verify the minutes shall, apart from approving the minutes of the general meeting together with the chairman of the general meeting, check the voting list and that the result of received votes are correctly reflected in the minutes of the general meeting.

### Item 8. Allocation of the company's profit or loss according to the adopted balance sheet

The board of directors proposes that the company's available funds shall be carried forward in new account and that no dividend shall be paid for the last financial year.

Item 10. Determination of the number of members of the board of directors and the number of auditors and deputy auditors

The nomination committee proposes that six board members are elected.

Further, the nomination committee proposes that a registered public auditor is appointed as auditor.

Item 11. Determination of the fees payable to the members of the board of directors and auditors

The nomination committee proposes that the fees payable to the board of directors for the period until the end of the next annual general meeting shall remain the same and amount to a total of SEK 1,915,000 (remuneration for committee work not included) out of which SEK 415,000 shall be paid to the chairman and SEK 300,000 to each of the other ordinary members. The managing director shall not receive a fee as an ordinary member of the board of directors.

Board members shall also be entitled to invoice the company in so far as they perform services outside the board assignment.

Furthermore, it is proposed, as remuneration for the committee work, the chairman of the audit committee is to receive SEK 60,000, the chairman of the remuneration committee SEK 60,000, the chairman of the reserves and health, safety and environmental committee SEK 60,000, members of the audit committee (the chairman excluded) SEK 40,000 each, members of the remuneration committee (the chairman excluded) SEK 40,000 each and members of the reserves and health, safety and environmental committee (the chairman excluded) SEK 40,000 each. The managing director shall not receive remuneration as a member of a committee.

It is proposed that the company's auditor shall be paid in accordance with approved invoices.

Item 12. Election of members of the board of directors and auditors

The nomination committee proposes re-election of Jonas Lindvall, Anders Ehrenblad, Harald Pousette, Nicholas Walker, Fredrik Cappelen and Seth Lieberman as ordinary board members. The nomination committee proposes re-election of Harald Pousette as chairman of the board of directors.

The nomination committee further proposes re-election of the accounting firm Deloitte AB as auditor. Deloitte AB has informed that Fredrik Jonsson will continue to be appointed as the auditor-in-charge.

Item 13. Resolution regarding principles for the appointment of and instructions regarding a nomination committee

The nomination committee does not propose any changes to the principles adopted at the annual general meeting in 2020 (applicable until the general meeting decides otherwise). The principles are kept available on the company's website at [www.mahaenergy.ca](http://www.mahaenergy.ca).

*Item 14. Resolution on a policy for remuneration to the senior executives*

The board of directors of Maha Energy AB (publ) (the “Company”) propose that the general meeting resolves on the adoption of a policy for remuneration and other employment conditions for the Executive Management (Executive Management being; CEO, CFO, COO and VP level), as set forth below, which shall apply for the time being, but at the latest until the annual general meeting to be held in 2025. The guidelines are applicable on agreements entered into after the annual general meeting held in 2021, and as far as changes are made to existing agreements, thereafter.

**Remuneration Policy for Maha Energy AB (publ)**

**Introduction**

*Purpose*

This remuneration policy encompass the Company’s CEO and board members (in so far as they receive remuneration for services provided to the group outside of the scope of the board assignment), any deputy CEO appointed in the Company and other Executive Managers that the Company regards as Executives. To the extent it should follow from good practice on the Swedish stock market, the guidelines shall also be applicable in relation to additional persons. The guidelines do not include remuneration decided by the general meeting. The board of directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the Company’s long-term interests, including its sustainability, or to ensure the Company’s financial viability. If such deviation occurs, this shall be disclosed for the next annual general meeting. Terms of employments governed by rules other than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

*Principles, promotion of the Company’s business strategy, long-term interests and sustainability*

The board of directors assesses that the successful implementation of the Company’s business strategy and safeguarding of its long-term interests, including its sustainability, builds on the Company being able to recruit and retain highly qualified and capable management to achieve set goals. In order to achieve this, the Company must be able to offer competitive total remuneration which these guidelines enable.

Remuneration shall not discriminate on grounds of gender, ethnic background, national origin, age, disability or other irrelevant factors.

**Types of remuneration etc.**

The main principle is that remuneration and other employment conditions for members of the Executive Management shall be based on market terms and be competitive in order to ensure that the group can attract and retain competent members of the Executive Management at a reasonable cost for the Company. The total remuneration to the Executive Management may consist of fixed cash remuneration, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share or share price-related remuneration.

*Fixed cash remuneration*

Each member of the Executive Management shall be offered a fixed remuneration to be paid in cash and on market terms commensurate with the international oil and gas sector, based on responsibilities, sector and time experience and performances. The fixed remuneration shall be adjusted annually. In order to avoid that the Executive Management is encouraged to take inappropriate risks, there shall be a fundamental balance between fixed and variable remuneration. The fixed remuneration shall thus be large enough in relation to the total remuneration paid to the Executive Management in order to render it possible to reduce the variable remuneration to zero.

*Variable cash remuneration*

In addition to the fixed remuneration, the members of the group's Executive Management may be offered variable remuneration to be paid in cash and based on the result in relation to performance goals within the respective area of responsibility and in line with the shareholders' interests. Variable remuneration shall be tied to annual performance related objectives and shall amount to a maximum of one hundred per cent of the fixed remuneration. Should variable remuneration paid have been based on information that later shows to have been evidently incorrect, the Company shall have the possibility to request repayment. Variable remuneration shall not be pension qualifying.

Variable remuneration shall be based on clear, predetermined and measurable criteria and predefined individual and operational goals, which can be financial, such as budget control, or non-financial, such as non-productive time measurements or production volume related goals. By setting criteria for variable remuneration for the Executive Management linked to the Company's earnings as well as sustainability, the Company's business strategy, long-term interests and competitiveness are promoted. The fulfillment of these criteria shall be measured over a period of one year, and shall be determined based on the Company's performance and the criteria agreed with the individual member of the Executive Management.

Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executive management, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to fifty per cent of the fixed annual cash remuneration and may not be paid more than once each year per individual.

The Company's remuneration committee shall propose and evaluate goals for variable remuneration for the group's Executive Management each year. The evaluation made by the remuneration committee shall be reported to the board of directors.

*Long-term share or share-price related incentive programmes*

Long-term share-related incentive programmes in the form of warrants giving right to subscribe for new shares have been implemented in the Company. Such programmes have been resolved by the general meeting and are therefore excluded from these guidelines. Warrants entitling the holder to subscribe for new shares in the Company have been issued and allocated to participants under three different incentive programmes for employees and senior management in the Company and its subsidiaries. The first incentive programme was adopted at the annual general meeting held on 30 May 2018, the second was adopted at the annual general meeting held on 23 May 2019, and the third was adopted at the annual general meeting held on 27 May 2020. The warrants issued under the three incentive programmes entitle the holder to subscribe for shares in the Company from 1 May 2021 until and including

30 November 2021, from 1 June 2022 until and including 28 February 2023, and from 1 June 2023 until and including 29 February 2024, respectively. Allocation in the programmes is depending on salary level and time of employment and maximum allocation is conditional upon continued employment during a vesting period of three years.

The share related incentive program is designed to retain and attract long term qualified and committed personnel in a global oil and gas market setting. The program is available to select employees and is meant to re-occur annually.

The remuneration committee and the board of directors shall annually evaluate whether to propose share related incentive programs at the annual general meeting.

#### *Pension*

Pension benefits, including health insurance, shall be premium defined unless the individual concerned is subject to defined benefit pension under mandatory collective bargaining agreement provisions. The pension premiums for premium defined pension shall amount to not more than ten percent of the pension qualifying income.

The Company will, at the minimum, follow statutory requirements for pension contributions in each applicable jurisdiction it operates.

#### *Other benefits*

Other benefits may include, inter alia, life insurance, health insurance, medical benefits and a company car, and shall be limited in value in relation to other remuneration and shall be paid only in so far as it is considered to be in accordance with the market for other members of executive managements holding corresponding positions on the employment market where the member in question is operating. Premiums and other costs relating to such benefits may amount to not more than ten per cent of the fixed remuneration.

#### *Termination and severance payment*

The notice period upon notice given by the Company shall be no longer than six months for all members of the Executive Management, with a right to redundancy payment after the expiration of the notice period corresponding to not more than 100 per cent of the fixed cash remuneration for a maximum of twelve months, meaning that the fixed remuneration and redundancy payment shall together not exceed eighteen months' fixed salary. Any right to redundancy payment shall, as a main rule, decrease in situations where remuneration is received from another employer. Upon notice given by a member of the Executive Management, the notice period shall generally be six months for the CEO and three months for other members of the Executive Management.

### **Consideration given to existing salaries and employment conditions for employees**

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

### **The decision-making process to determine, review and implement the guidelines**

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for Executive remuneration. The board of directors shall prepare a proposal for new guidelines when there is need for significant changes and at least every fourth year, and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The committee shall also monitor and evaluate programs for variable remuneration for the Executive Management, the application of the guidelines for Executive remuneration as well as the current remuneration structures and compensation levels in the Company. The members of the committee are independent of the Company and its Executive Management. The CEO and other members of the Executive Management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### **Information in regards to previously decided remuneration**

Except for recurring commitments, there are no remuneration commitments in relation to members of the Executive Management that have not become due.

#### *Item 15. Approval of the remuneration report*

The board of directors proposes that the general meeting resolves to approve the board's remuneration report in accordance with Chapter 8, Section 53a of the Swedish Companies Act.

#### *Item 16. Resolution on an incentive programme and issuance of warrants to the executive management (LTIP 5)*

The board of directors in Maha Energy AB (publ) (the "**Company**") (excluding Jonas Lindvall) proposes that the annual general meeting resolves on an incentive programme for the executive management through issuance of warrants entitling to subscription of new shares of class A in the Company ("**Shares**") as set forth below.

#### *Background*

The proposal to launch an incentive programme by the issuance of warrants is presented by the board of directors of the Company (excluding Jonas Lindvall) in order to strengthen the retention of senior executives with the company group and to motivate the senior executives to create shareholder value. The board of directors assess that these objectives are in line with all shareholders' interests.

The programme encompasses senior executives employed by the Company and subsidiaries of the Company (together, the "**Group**"). Board members not employed by the Group are not allowed to participate. Those entitled to participate in the incentive programme are hereinafter referred to as "**Participants**".

#### *Terms and conditions for the issue of warrants*

1. The Company shall issue not more than 1,048,286 warrants. Each warrant entitles to subscription of one (1) new Share, each with a quotient value of SEK 0.011.

2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by Maha Energy Inc (the "**Subsidiary**"), a subsidiary of the Company, after which the Subsidiary is to transfer the warrants to the Participants in accordance with the resolution adopted by the general meeting and instructions from the board of directors of the Company.
3. Subscription of warrants shall be made by the Subsidiary on a subscription list following the general meeting's issue resolution, but no later than 1 June 2021. The board of directors of the Company shall be entitled to prolong the subscription period.
4. The warrants shall be issued without consideration (i.e. free of charge) to the Subsidiary.
5. If all issued warrants are subscribed for by the Subsidiary, transferred to and exercised by the Participants for subscription of new Shares, the Company's share capital will increase with SEK 11,531.146 (subject to potential recalculations in accordance with standard terms and conditions applicable to the warrants).
6. The warrants may be exercised for subscription of new Shares during the period from and including 1 June 2024 until and including 28 February 2025. Warrants that have not been exercised for subscription of new Shares by 28 February 2025 shall lapse.
7. Each warrant shall entitle the warrant holder to subscribe for one (1) new Share in the Company at a subscription price per Share (the "**Exercise Price**") corresponding to 100% of the volume weighted average last closing price for the Company's share on Nasdaq Stockholm during the period from and including 21 May 2021 until and including 27 May 2021. Any amount that exceeds the quotient value shall be transferred to the nonrestricted share premium account. The Exercise Price thus calculated shall be rounded off to the nearest whole SEK 0.10, whereupon SEK 0.5 shall be rounded upwards. The Exercise Price may never be below the quotient value of the shares.
8. The warrants are subject to customary recalculation conditions.

*Allocation principles to be applied in relation to Participants*

Warrants subscribed for by the Subsidiary shall be transferred to the Participants in accordance with instructions from the board of directors of the Company and the principles set forth below. Any resolution to transfer warrants to the Participants shall be made by the board of directors unanimously. Jonas Lindvall will not participate in any resolution to transfer warrants to himself.

The transfers of warrants from the Subsidiary to the Participants are to be made without consideration (i.e. free of charge).

Warrants are granted under the incentive programme to senior executives of the Group, and are intended to align such individual's and shareholder interests by attempting to create a direct relation between compensation and shareholder return. Participation in the incentive programme rewards overall corporate performance, as measured through the price of the shares in the Company. In addition, the incentive programme enables senior executives to develop and maintain a significant ownership position in the Company. No Participant may be offered more than 366,900 warrants.

Allocated warrants may be exercised for subscription of new Shares in the Company during the period from and including 1 June 2024 until and including 28 February 2025. Subscription of new Shares may however not take place during so-called closed periods according to the EU Market Abuse Regulation, or otherwise in breach of relevant insider rules and regulations (including the Company's internal guidelines in this respect).

#### *Warrant agreement*

All warrants will be governed by warrant agreements to be entered into between each Participant and the Subsidiary in connection with the transfer of warrants from the Subsidiary. The warrant agreement will include a so-called vesting structure, certain transfer restrictions and other terms and conditions customary for such agreements. The vesting period until a share may be acquired may not be less than three years.

#### *Reasons for the deviation from the shareholders' preferential rights*

The reasons for the deviation from the shareholders' preferential rights is that the Company wishes to offer warrants to the executive management of the Group in order to strengthen the retention of senior executives and to motivate them to contribute to the creation of shareholder value.

#### *Dilution, costs, etc.*

Upon full subscription, transfer and exercise of all 1,048,286 issued warrants; a total of 1,048,286 new Shares will be issued in the Company (subject to potential recalculations in accordance with standard terms and conditions applicable to the warrants). This would lead to a dilution corresponding to approx. 1 per cent of the total share capital and number of votes in the Company (based on the share capital and number of shares in the Company registered as of the date of this proposal and calculated as the maximum amount of share capital and number of shares that may be issued, divided by the total share capital and the total number of shares in the Company after the proposed warrants to be issued have been exercised).

The incentive programme is expected to have a marginal effect on the Company's earnings per share. A preliminary estimate of the market value of the warrants is SEK 5.64 per warrant for the call period (as at 26 April 2021), assuming an underlying market value and exercise price of SEK 12.64 per share (as at 26 April 2021). The Black Scholes valuation model has been used for valuing the warrants and assumes a risk free interest of -0.27 percent and a volatility of 61.6 percent.

Costs related to the issuance of warrants under the incentive programme will be accounted for in accordance with IFRS 2 and recognized as an expense in the income statement during the vesting period. The preliminary estimate of total cost to be recorded during the term of the programme is SEK 5,912,222. Ongoing administration costs and other costs of the programme are minimal.

#### *Outstanding incentive programmes*

In addition, 1,710,000 warrants are outstanding under three (3) Long Term Incentive Programs for employees and senior management of the Group, of which the first program comprises of 750,000 warrants (“**Program Two**”), the second program comprises of 500,000 warrants (“**Program Three**”), and the third program comprises of 460,000 warrants (“**Program Four**”). Each warrant under the respective program entitles to subscribe for one new share in the Company. The exercise price of the warrants corresponds to 100 per cent of the volume weighted average last closing price for the Company’s share on Nasdaq First North Growth Market during the period from and including (i) 24 May 2018 until and including 29 May 2018 for Program Two, (ii) 17 May 2019 until and including 23 May 2019 for Program Three, and (iii) 20 May 2020 until and including 27 May 2020 for Program Four. The warrants may be exercised from and including (i) 1 May 2021 until and including 30 November 2021 for Program Two, (ii) 1 June 2022 until and including 28 February 2023 for Program Three, and (iii) 1 June 2023 until and including 29 February 2024 for Program Four.

#### *Approval of transfer of warrants from the Subsidiary to Participants*

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfers of warrants from the Subsidiary to the Participants.

#### *Preparation of the proposal*

This proposal has been prepared by the board of directors (excluding Jonas Lindvall) together with external consultants. The final proposal has been presented by the board of directors (excluding Jonas Lindvall).

#### *Majority requirements*

This proposal to adopt the incentive programme and to issue warrants, as well as the approval of the transfers of warrants from the Subsidiary to the Participants, is governed by the provisions in Chapter 16 of the Swedish Companies Act (*S.w. Aktiebolagslagen* (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

#### *Miscellaneous*

The chairman of the board of directors, the managing director or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

Item 17. Resolution on an incentive programme and issuance of warrants to the executive management (LTIP 6)

The board of directors in Maha Energy AB (publ) (the “**Company**”) (excluding Jonas Lindvall) proposes that the annual general meeting resolves on an incentive programme for the executive management through issuance of warrants entitling to subscription of new shares of class A in the Company (“**Shares**”) as set forth below.

*Background*

The proposal to launch an incentive programme by the issuance of warrants is presented by the board of directors of the Company (excluding Jonas Lindvall) in order to strengthen the retention of senior executives with the company group and to motivate the senior executives to create shareholder value. The board of directors assess that these objectives are in line with all shareholders’ interests.

The programme encompasses senior executives employed by the Company and subsidiaries of the Company (together, the “**Group**”). Board members not employed by the Group are not allowed to participate. Those entitled to participate in the incentive programme are hereinafter referred to as “**Participants**”.

*Terms and conditions for the issue of warrants*

1. The Company shall issue not more than 524,143 warrants. Each warrant entitles to subscription of one (1) new Share, each with a quotient value of SEK 0.011.
2. The warrants may, with deviation from the shareholders’ preferential rights, only be subscribed for by Maha Energy Inc (the “**Subsidiary**”), a subsidiary of the Company, after which the Subsidiary is to transfer the warrants to the Participants in accordance with the resolution adopted by the general meeting and instructions from the board of directors of the Company.
3. Subscription of warrants shall be made by the Subsidiary on a subscription list following the general meeting’s issue resolution, but no later than 1 June 2021. The board of directors of the Company shall be entitled to prolong the subscription period.
4. The warrants shall be issued without consideration (i.e. free of charge) to the Subsidiary.
5. If all issued warrants are subscribed for by the Subsidiary, transferred to and exercised by the Participants for subscription of new Shares, the Company’s share capital will increase with SEK 5,765.573 (subject to potential recalculations in accordance with standard terms and conditions applicable to the warrants).
6. The warrants may be exercised for subscription of new Shares during the period from and including 1 June 2023 until and including 29 February 2024. Warrants that have not been exercised for subscription of new Shares by 29 February 2024 shall lapse.
7. Each warrant shall entitle the warrant holder to subscribe for one (1) new Share in the Company at a subscription price per Share (the “**Exercise Price**”) corresponding to 100% of the volume weighted average last closing price for the Company’s share on Nasdaq Stockholm during the period from and including 21 May 2021 until and

including 27 May 2021. Any amount that exceeds the quotient value shall be transferred to the nonrestricted share premium account. The Exercise Price thus calculated shall be rounded off to the nearest whole SEK 0.10, whereupon SEK 0.5 shall be rounded upwards. The Exercise Price may never be below the quotient value of the shares.

8. The warrants are subject to customary recalculation conditions.

*Allocation principles to be applied in relation to Participants*

Warrants subscribed for by the Subsidiary shall be transferred to the Participants in accordance with instructions from the board of directors of the Company and the principles set forth below. Any resolution to transfer warrants to the Participants shall be made by the board of directors unanimously. Jonas Lindvall will not participate in any resolution to transfer warrants to himself.

The transfers of warrants from the Subsidiary to the Participants are to be made without consideration (i.e. free of charge).

Warrants are granted under the incentive programme to senior executives of the Group, and are intended to align such individual's and shareholder interests by attempting to create a direct relation between compensation and shareholder return. Participation in the incentive programme rewards overall corporate performance, as measured through the price of the shares in the Company. In addition, the incentive programme enables senior executives to develop and maintain a significant ownership position in the Company. No Participant may be offered more than 183,450 warrants.

Allocated warrants may be exercised for subscription of new Shares in the Company during the period from and including 1 June 2023 until and including 29 February 2024. Subscription of new Shares may however not take place during so-called closed periods according to the EU Market Abuse Regulation, or otherwise in breach of relevant insider rules and regulations (including the Company's internal guidelines in this respect).

*Warrant agreement*

All warrants will be governed by warrant agreements to be entered into between each Participant and the Subsidiary in connection with the transfer of warrants from the Subsidiary. The warrant agreement will include a so-called vesting structure, certain transfer restrictions and other terms and conditions customary for such agreements. The vesting period until a share may be acquired may not be less than two years. The minimum vesting period of two years has been set in order to enable senior executives who have not materially participated in recent incentive programmes to participate in shareholder return during the next two years, and thus to motivate them to contribute to the creation of shareholder value.

*Reasons for the deviation from the shareholders' preferential rights*

The reasons for the deviation from the shareholders' preferential rights is that the Company wishes to offer warrants to the executive management of the Group in order to strengthen the

retention of senior executives and to motivate them to contribute to the creation of shareholder value.

*Dilution, costs, etc.*

Upon full subscription, transfer and exercise of all 524,143 issued warrants; a total of 524,143 new Shares will be issued in the Company (subject to potential recalculations in accordance with standard terms and conditions applicable to the warrants). This would lead to a dilution corresponding to approx. 0.50 per cent of the total share capital and number of votes in the Company (based on the share capital and number of shares in the Company registered as of the date of this proposal and calculated as the maximum amount of share capital and number of shares that may be issued, divided by the total share capital and the total number of shares in the Company after the proposed warrants to be issued have been exercised).

The incentive programme is expected to have a marginal effect on the Company's earnings per share. A preliminary estimate of the market value of the warrants is SEK 4.90 per warrant for the call period (as at 26 April 2021), assuming an underlying market value and exercise price of SEK 12.64 per share (as at 26 April 2021). The Black Scholes valuation model has been used for valuing the warrants and assumes a risk free interest of -0.32 percent and a volatility of 61.6 percent.

Costs related to the issuance of warrants under the incentive programme will be accounted for in accordance with IFRS 2 and recognized as an expense in the income statement during the vesting period. The preliminary estimate of total cost to be recorded during the term of the programme is SEK 2,568,301. Ongoing administration costs and other costs of the programme are minimal.

*Outstanding incentive programmes*

In addition, 1,710,000 warrants are outstanding under three (3) Long Term Incentive Programs for employees and senior management of the Group, of which the first program comprises of 750,000 warrants (“**Program Two**”), the second program comprises of 500,000 warrants (“**Program Three**”), and the third program comprises of 460,000 warrants (“**Program Four**”). Each warrant under the respective program entitles to subscribe for one new share in the Company. The exercise price of the warrants corresponds to 100 per cent of the volume weighted average last closing price for the Company’s share on Nasdaq First North Growth Market during the period from and including (i) 24 May 2018 until and including 29 May 2018 for Program Two, (ii) 17 May 2019 until and including 23 May 2019 for Program Three, and (iii) 20 May 2020 until and including 27 May 2020 for Program Four. The warrants may be exercised from and including (i) 1 May 2021 until and including 30 November 2021 for Program Two, (ii) 1 June 2022 until and including 28 February 2023 for Program Three, and (iii) 1 June 2023 until and including 29 February 2024 for Program Four.

*Approval of transfer of warrants from the Subsidiary to Participants*

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfers of warrants from the Subsidiary to the Participants.

*Preparation of the proposal*

This proposal has been prepared by the board of directors (excluding Jonas Lindvall) together with external consultants. The final proposal has been presented by the board of directors (excluding Jonas Lindvall).

*Majority requirements*

This proposal to adopt the incentive programme and to issue warrants, as well as the approval of the transfers of warrants from the Subsidiary to the Participants, is governed by the provisions in Chapter 16 of the Swedish Companies Act (*S.w. Aktiebolagslagen* (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

*Miscellaneous*

The chairman of the board of directors, the managing director or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

*Item 18. Resolution regarding authorization for the board of directors to increase the share capital*

The board of directors proposes that the general meeting resolves on an authorization for the board of directors to – for the period up to the next annual general meeting and at one or more occasions – resolve upon issuance of new shares, warrants and/or convertible debentures. Payment may be made in cash, in kind, through set-off of claims or otherwise be conditional. The company's share capital may by support of the authorization be increased by an amount corresponding to 20 per cent of the share capital and number of shares in the company as of on the date the board of directors make use of the authorization. Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the company due to timing, commercial or similar reasons, and in order to enable acquisitions. The chairman of the board of directors, the managing director, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution.

*Majority requirements*

For a valid decision on the proposal on an authorization for the board of directors, as outlined above, requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the meeting.

**Number of shares and votes in the company**

The total number of shares in the company at the time of issuance of this notice is 104,828,597 (104,345,231 A-shares and 483,366 convertible B-shares). The total number of votes for all issued shares in the company is 104,828,597 votes. The company does not hold any of its own shares.

## Shareholders' right to request information

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believe that it can be done without material damage to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda or of the company's economic situation. Such duty to provide information also comprises the company's relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence. A request for such information shall be made in writing no later than on Monday 17 May 2021. The information will be made available at the company's office from Saturday 22 May 2021, at the latest. The information will, from the same date, also be available on the company's website [www.mahaenergy.ca](http://www.mahaenergy.ca). The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

## Documentation

The financial accounts, auditor's report, complete proposals for resolution and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting. The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the company's website [www.mahaenergy.ca](http://www.mahaenergy.ca). All the above mentioned documents will also be presented at the general meeting.

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Stockholm, April 2021

*The board of directors*