

Press release Stockholm, 17 December 2009

# Notice to attend extraordinary general meeting of shareholders in Petrosibir AB (publ)

Shareholders of Petrosibir AB (publ) ("Petrosibir" or "the company" herein) are hereby given notice to attend an extraordinary meeting ("EGM") of shareholders on Tuesday, 19 January 2010, at 10:30 local time at the law offices of Kilpatrick Stockton on Hovslagargatan 5 B, floor 5, Stockholm.

## Registration and right to attend

Shareholders who wish to attend the EGM must:

<u>firstly</u> be recorded in the share register maintained by Euroclear Sweden AB (previously VPC AB) as of their holdings on Wednesday, 13 January 2010;

<u>secondly</u> no later than 16:00 CET on Wednesday, 13 January 2010, have notified the Company of their intent to attend the meeting either: in writing to Petrosibir AB, Birger Jarlsgatan 2, 114 34 Stockholm; or by e-mail to joakim.hedlund@petrosibir.com. Upon notification, a shareholder must provide his or her full name, personal identity or corporate registration number, address and daytime telephone number. To facilitate admittance to the EGM, such notification should be accompanied, when applicable, by powers of attorney, certificates of corporate registration or other authorizing documentation. Shareholders who wish to be represented by one to two proxies shall register said proxy or proxies within the same timeframe and in the same way as described above for shareholders.

Shareholders whose shares are registered in the name of an authorized agent must first request temporary entry in the share register maintained by Euroclear Sweden AB, in order to have the right to attend the EGM. Such shareholder must inform his or her authorized agent to that effect well in advance of 13 January 2010, at which time the temporary re-registration entry (voting rights registration, Sv. *rösträttsregistrering*) must have been made.

### **Proposed order of business**

- 1. Selection of the chairman to lead the EGM
- 2. Preparation and approval of the list of shareholders entitled to vote at the EGM
- 3. Selection of one or two persons to review the meeting minutes
- 4. Verification that shareholders have been duly notified of the EGM
- 5. Approval of the proposed order of business
- 6. Proposal for amendment of the articles of association
- 7. Election of new members to the board of directors and resolution on their remuneration
- 8. Resolution on issuance of share options
- 9. Ratification of decision to issue convertible notes
- 10. Conclusion of the EGM

### Amendment of the articles of association (item 6)

The board of directors proposes that that the EGM resolve to amend the company's articles of association as regards corporate name, share capital limits, number of shares, as well as number of members of the board of directors. The proposal involves changing the corporate name to Shelton Petroleum AB. The share capital limits imposed by the articles of association are proposed to be raised, to be a minimum of SEK 35 million SEK and a maximum of SEK 140 million. Consequentially, the limits on the number of shares are proposed to be raised, to be a minimum of 350 million and a maximum of 1.4 billion. The number of directors of the board is proposed to be a minimum of three and a maximum of eight.



## Election of new members to the board of directors and resolution on their remuneration (item 7)

Petrosibir's nomination committee proposes that Richard N. Edgar, Zenon Potoczny and Bruce D. Hirsche be elected to the board of directors. These gentlemen are members of the board of directors of Shelton Canada Corp. In addition to this, Zenon Potoczy is CEO of Shelton Canada Corp. and, following the merger, will operate full-time within the group. In order to fulfill the requirement of only one board director being a member of company management, Robert Karlsson, who will become President and CEO following the merger, shall step down from the board of Petrosibir. Should the proposal be passed, the board of directors will thereafter consist of Per Höjgård (chairman), Ulf Cederin, Peter Geijerman, Katre Saard, Richard N. Edgar, Zenon Potoczny and Bruce D. Hirsche. Of the gentlemen put forward for election, Richard N. Edgar and Bruce D. Hirsche are considered independent in relation to the company and its management, as well as the company's major shareholders. Given his employment, Zenon Potoczy cannot be considered to be independent in these same regards.

It is also proposed that the EGM resolve that each of the new board members receive annual remuneration of SEK 75,000 (proportionally reduced in relation to the length of service).

### Issuance of share options (item 8)

The 9 July 2009 EGM resolved on a private placement of approx. 8.7 million share options to certain members of the board of directors. The share options were issued with a term of approx. three years. Each share option entitles the holder to subscribe for one new B-share at a share price corresponding to 150 per cent. of the average volume-weighted share price on the stock exchange for the company's B-share during the ten business days immediately preceding the EGM. The share options were issued at a share price corresponding to an estimated market value for the share options, using the Black & Scholes model. As a result of the proposed increase in the number of board members as well as the employment of personnel the company received from the merger, the board of directors recommends that the EGM resolve to increase the share options as regards term, determination of issue share price and exercise price, shall correspond to the conditions of the share option program adopted in July 2009.

### Ratification of decision to issue convertible notes (item 9)

With an authority granted to it at the shareholders' general meeting, the board of Petrosibir has decided to conduct a convertible notes issuance of approx. SEK 30 million nominal. The convertible falls due on the 31 December 2011 and runs with an annual interest rate of 8 per cent. The conversion rate is SEK 0.60 per share during the first year and SEK 0.70 per share during the second year. The private placement is directed to a select group of investors, including Alpcot Capital Management Ltd, Corso Holding and Katre Saard, among others. In this regard, shareholder approval is required, in accordance with the so-called "Lex Leo" (Chapter 16 of the Swedish Companies Act, Sv. *Aktiebolagslagen*). The board recommends therefore that the EGM ratify the decision to issue convertible notes insofar as the issuance is directed at Alpcot Capital Management Ltd, Corso Holding and Katre Saard.

### Conditions and majority requirement for passing of resolutions

With the exception of the ratification of the decision to issue convertible notes as well as part of the proposal to issue share options, the proposals put forth for consideration are conditional upon the completion of the merger now underway between Petrosibir and Shelton Canada Corp. via a plan of arrangement under Canadian law. This is expected to have occurred by the time of the EGM.

For the proposal at item 6 above to be duly adopted, the resolution must be supported by shareholders representing at least two-thirds of each of the votes cast as well as the shares represented at the meeting.

For the proposals at items 8 and 9 above to be duly adopted, the resolution must be supported by shareholders representing at least nine-tenths of each of the votes cast as well as the shares represented at the meeting.

### Other matters

The company currently has 208 243 812 shares outstanding, of which 9 028 593 are A-shares (ten votes/share) and 199 215 219 are B-shares (one vote/share). The number of votes is 289 501 149.



The full text of the board of directors' proposals for adoption and related documentation will be made available for viewing at the company's offices (at the address above) for a period of two weeks prior to the meeting, and copies of the same will also be distributed to those shareholders who so request upon providing their address. The documentation will also be available on the company's website www.petrosibir.com as well as be presented at the meeting.

Stockholm, December 2009

Petrosibir AB (publ)

The board of directors

For more information, please contact: Robert Karlsson, CEO, Petrosibir, tel. +46 709 565 141 robert.karlsson@petrosibir.com

or

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www.petrosibir.com

#### About Petrosibir

Petrosibir is a Swedish company focused on oil and gas exploration. The company holds three licenses in the Russian republic of Bashkiria, located southwest of the Ural Mountains. The license blocks, which border one another, are 52 square km (Rustamovskoye), 187 square km (Aysky) and 300 square km (Suyanovskoye) and are surrounded by other producing oil fields. Petrosibir has found oil in its first two wells and measured commercial flow rates. The Petrosibir share is traded on the NGM stock exchange under the symbol PETS. In July 2009 Petrosibir announced that it had entered into a merger agreement with Shelton Canada Corp, a Canadian company that has oil and gas assets in Ukraine and is listed on the Toronto Venture Exchange.