

# **Notice of annual general meeting of IGE Resources AB (publ)**

**Notice is hereby given of the annual general meeting (AGM) with the shareholders of IGE Resources AB (publ), 556227-8043, on Friday, August 2, 2013 at 11 am at Hotel Rica (conference premises: Stockholm Norra) with address Slöjdgatan 7 in Stockholm.**

## **Participation**

Shareholders who wish to participate in the AGM must,

- firstly be recorded in the share register maintained by Euroclear Sweden AB on Friday, July 26, 2013 (see also under the headline Nominee-registered shares below), and
- secondly notify their intention to attend the AGM not later than 4 pm on Monday, July 29, 2013 at the address IGE Resources AB, Kungsgatan 44 (7th floor), SE-111 35 Stockholm, Sweden, or by telephone +46 8 402 28 06 or e-mail [agm2012@ige.se](mailto:agm2012@ige.se). When notifying the company, please state your name, personal identity/registration number, address, shareholding and details about any assistants (not more than two).

## **Nominee-registered shares**

Shareholders whose shares are nominee-registered must also request a temporary entry in the register of shareholders kept by Euroclear Sweden AB in order to be entitled to participate in the AGM. Shareholders must notify the nominee about this well in advance of Friday, July 26, 2013, which is the day when such entry must have been executed in order to be considered in the excerpt of the share register, made by Euroclear Sweden AB.

Shareholders registered in the Norwegian Verdipapirsentralen must request a temporary entry as shareholders in the register of shareholders kept by Euroclear Sweden AB in order to be entitled to participate in the AGM. In connection thereto, shareholders must notify DnB Bank about this at the address Verdipapirservice, Stranden 21, 0021 Oslo or by fax: +47 22 94 90 20 no later than 12 noon on Wednesday, July 24, 2013, in order for DnB Bank to be able to ensure that an entry is made in the register of shareholders kept by Euroclear Sweden AB by Friday, July 26, 2013, which is the day when such entry must have been executed. Following the AGM, DnB Bank will arrange for the shares to be re-registered in the Norwegian Verdipapirsentralen.

## **Proxy etc.**

The rights of shareholders during the AGM may be exercised by an authorized representative (proxy). Any proxies must be presented in original. Proxies in original should be sent to the company under the above address. A proxy form will be available at the company's website, [www.ige.se](http://www.ige.se). Representatives of legal entities must present registration documents in original or a certified copy of the same or equivalent proof of authorization.

## **Information about the total amount of shares and votes**

As of the date of this notice, there are 181,749,225 ordinary shares and votes in the company.

## **Proposed agenda**

1. Opening of the AGM
2. Election of chairman of the AGM
3. Preparation and approval of the voting list
4. Approval of agenda
5. Appointment of one or two persons to attest the minutes
6. Determination whether the AGM has been duly convened

7. a) Presentation by the Managing Director  
b) Presentation of the annual report and the auditors' report as well as the consolidated accounts and auditors' report on the consolidated accounts
8. Resolution regarding the:
  - i. adoption of the profit and loss account and balance sheet and, where appropriate, the consolidated profit and loss account and consolidated balance sheet
  - ii. allocation of the company's profits or losses as set forth in the adopted balance sheet
  - iii. discharge from liability of the directors of the board and the managing director
9. Resolution on the number of directors and deputy directors of the board and the number of auditors and alternate auditors
10. Determination of the remuneration to the board of directors and the auditors
11. Election of directors of the board and auditors and deputy auditors
12. Resolution regarding principles for appointing a Nomination Committee
13. Resolution regarding guidelines for compensation to key employees
14. Resolution on reverse split and amendments of the Articles of Association
15. Approval of Ghana Gold acquisition with restructured content and on revised transaction terms
16. Closing of the AGM

### **Proposals on resolutions**

#### Item 8 ii.: Allocation of the company's profit or loss

The board proposes that no dividend is paid regarding the financial year 2012 and that the funds available is brought forward.

#### Item 9: Number of directors and deputy directors and auditors and alternate auditors

The board's proposal will be announced at the latest three weeks prior to the AGM.

#### Item 10: Determination of the remuneration to the board of directors and the auditors

The board proposes that the remuneration is unchanged per director with the remuneration to the chairman amounting to NOK 500,000 and NOK 300,000 to each director not employed by the company.

#### Item 11: Election of directors of the board and auditors and deputy auditors

The board's proposal will be announced at the latest three weeks prior to the AGM.

#### Item 12: Resolution regarding principles for appointing a Nomination Committee

The company has not had a Nomination Committee during the year but the intention is to comply with the principles following the AGM. The board proposes principals substantially equivalent with the previously resolved model for appointment of the Nomination Committee.

#### Item 13: Resolution regarding guidelines for compensation to key employees

The board proposes that last year's principles are approved by the AGM.

#### Item 14: Resolution on reverse split and amendments of the Articles of Association

The board proposes that the AGM resolves on a reverse split of shares, meaning that five (5) shares are consolidated into one (1) share.

According to Norwegian stock exchange rules, the share price must be above NOK 1. The reverse split is intended to resolve this issue. The resolution will be registered by the Swedish Companies Registration Office and it is proposed that the board is authorized to decide the record date for the reverse split.

For those shareholders who on the record date do not hold a number of shares equally divisible with five, the surplus shares will be sold at the Company's expense and the proceeds of the sale will be distributed among those shareholders.

The reverse split requires the wording of the Articles of Association (§ 5) as regards the number of shares is changed in accordance with the following:

*§ 5 Number of shares*

*The number of shares shall be a minimum of 30,000,000 and a maximum of 120,000,000.*

*Item 15: Approval of Ghana Gold acquisition with restructured content and on revised transaction terms*

As separately announced, the parties are currently renegotiating the transaction structure not to involve any share issuance of IGE. In addition, partial or full reversal of the transaction is also under evaluation. The transaction may, however, still be subject to shareholder approval. IGE will announce more information well in advance of the AGM.

**Miscellaneous**

Proxy forms will be available at the Company on the address above and at the Company's website [www.ige.se](http://www.ige.se) at least three weeks in advance of the AGM and the board of directors' complete proposal of resolutions will be available in accordance with the above. Accounting documentation and the auditor's report were made available on the address above and at the Company's website [www.ige.se](http://www.ige.se) on June 28, 2013. The documents will also be sent to shareholders upon request provided that the shareholders state their postal address.

The shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

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Stockholm, July, 2013  
IGE Resources AB (publ)  
The Board of Directors