

Proposal by the Board of Directors in Vostok Emerging Finance Ltd regarding long term incentive programme

The Board of Directors of Vostok Emerging Finance Ltd (“**Vostok Emerging Finance**” or the “**Company**”) proposes that the annual general meeting on a long term incentive programme for up to seven employees in Vostok Emerging Finance (“**LTIP 2017**”) in accordance with the below. LTIP 2017 is a three year performance based incentive program which is substantially the same as the depository receipt based incentive programme from 2016 (“**LTIP 2016**”).

Adoption of an incentive programme

Summary of the programme

The Board of Directors proposes that the general meeting resolves to adopt 2017. LTIP 2017 is proposed to include up to seven current or future employees in Vostok Emerging Finance. The participants in LTIP 2017 are required to invest in Vostok Emerging Finance by acquiring shares in the form of depository receipts in Vostok Emerging Finance (“**Saving DRs**”). These Saving DRs are received by way of purchase of depository receipts (representing shares in Vostok Emerging Finance) at market value or transfer of depository receipts that such participant already holds in accordance with the terms set out under “**Personal investment**” below. The participants will thereafter be granted the opportunity to receive depository receipts free of charge in accordance with LTIP 2017, so called “**Performance DRs**” in accordance with the terms set out below.

In the event that delivery of Performance DRs cannot be achieved at reasonable costs, with reasonable administrative efforts or due to market conditions, participants may instead be offered a cash-based settlement.

Personal investment

In order to participate in LTIP 2017, the participant must have made a private investment by (i) purchase of depository receipts (representing shares in Vostok Emerging Finance) at market value and for a value of up to SEK 750,000¹ depending on the participants’ position in Vostok Emerging Finance in accordance with what is further described below, or (ii) by transfer of depository receipts that such participant already holds (provided that the participant holds at least 100% of annual net base pay in depository receipts) for a value of up to SEK 750,000² depending on the participants’ position in Vostok Emerging Finance in accordance with what is further described below. For each Saving DR held under LTIP 2017, the Company will grant the participants ten rights to Performance DRs, meaning rights to receive Performance DRs free of charge (“**Rights**”). The number of Performance DRs each participant’s Saving DRs entitles to depends on the Company’s fulfilment of the performance conditions. A participant cannot receive more than ten Performance DRs per Saving DR.

The maximum amounts for the personal investments are based on an assumed market price of Vostok Emerging Finance’s depository receipts of SEK 1.68. The market price of the depository receipts may have increased or decreased by the time of the personal investment and the Board of Directors is authorised to change the maximum amount of the personal investment to take into account any material changes to the price of Vostok Emerging Finance’s depository receipts, in order to give as positive effects as possible for depository receipt holders in the Company.

¹ Corresponding to 446,430 depository receipts based on an assumed price of SEK 1.68 per depository receipt.

² Corresponding to 446,430 depository receipts based on an assumed price of SEK 1.68 per depository receipt.

General terms and conditions

Subject to the fulfilment of the entry level of the performance based conditions for the period 1 January 2017 to 31 December 2019 and provided that the participant has kept its investment in Saving DRs during the period from the day of allocation of the Rights until the day of the release of the interim report for the period 1 January to 31 March 2020 (the vesting period) and, with certain exceptions, kept its employment within the Vostok group and not given notice of termination at such point in time, two Rights per Saving DR will vest and each Rights will entitle the participant to receive one Performance DR free of charge.

Retention and performance conditions

The number of Performance DRs each of the participant's Saving DR entitles to depends on the Company's fulfilment of the performance conditions during the measurement period. The performance conditions are based on the Net Asset Value per share ("NAV per share").

The determined levels of the conditions include an entry, a target and a stretch level as regards the number of Rights that vest. The entry level constitutes the minimum level which must be exceeded in order to enable vesting of Rights. If the entry level is reached or exceeded, each participant will receive two Performance DRs per Saving DR. If the target level is reached or exceeded, each participant will receive five Performance DRs per Saving DR. If the stretch level is reached or exceeded, each participant will receive ten Performance DRs per Saving DR.

The Board of Directors intends to disclose the outcome of the performance based conditions in the annual report for the financial year 2019.

The Rights

The Rights shall be governed by the following terms and conditions:

- Rights are granted free of charge as soon as possible after the annual general meeting 2017.
- Vest following the publication of the Company's interim report for the period 1 January – 31 March 2020 (the vesting period).
- May not be transferred or pledged.
- Two Rights per Saving DR will vest and each Right will entitle the participant to receive one Performance DR after the end of the vesting period, if the entry level of the performance-based conditions has been fulfilled and the participant, at the time of the release of the interim report for the period 1 January – 31 March 2020, with certain exceptions, maintains its employment within the Vostok group, has not given notice of termination and maintains the invested Saving DRs.
- In order to align the participants' and the depository receipt holders' interests, the Company will compensate the participants for any dividends paid during the three year vesting period. Compensation will only be made for dividend resolved after the time of allocation.

Preparation and administration

The Board of Directors shall be responsible for preparing the detailed terms and conditions of LTIP 2017, in accordance with the mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the Vostok group or its operating environment would result in a situation where the decided terms and conditions of LTIP 2017 no longer serve their purpose.

Allocation

The participants are divided into different categories and in accordance with the above, LTIP 2017 will comprise the following number of Saving DRs and maximum number of Rights for the different categories:

- the CEO: may acquire up to SEK 750,000 worth of Saving DRs³ within LTIP 2017, entitling the holder to allotment of not less than two and up to ten Rights per Saving DR;
- other members of management than the CEO (two individuals): may acquire up to SEK 150,000 and SEK 50,000 worth of Saving DRs⁴ respectively within LTIP 2016, entitling the holders to allotment of not less than two and up to ten Rights per Saving DR;
- other employees (four individuals): may acquire up to SEK 25,000-250,000 worth of Saving DRs⁵ within LTIP 2017, entitling each holder to allotment of not less than two and up to ten Rights per Saving DR.

Scope and costs of LTIP 2017

LTIP 2017 will be accounted for in accordance with IFRS 2 which stipulates that the Rights should be recorded as a personnel expense in the income statement during the vesting period. The costs for LTIP 2017 is estimated to amount to approximately SEK 6.75 million, excluding social security costs, calculated in accordance with IFRS 2.

The costs for social security charges are calculated to approximately SEK 2.12 million, based on the above assumptions.

In addition to what is set forth above, the costs for LTIP 2017 have been based on that LTIP 2017 comprises up to seven participants and that each participant makes a maximum investment.

If the maximum result is reached, and all invested Saving DRs are retained under LTIP 2017 and a fulfilment of the performance conditions of 100 percent, the maximum cost of LTIP 2017 as defined in IFRS 2 is approximately SEK 13.5 million and the maximum social security cost is estimated to approximately SEK 4.24 million.

The costs are expected to have a marginal effect on key ratios of the Vostok group.

³ Corresponding to 446,430 depository receipts based on an assumed price of SEK 1.68 per depository receipt.

⁴ Corresponding to 29,760 and 89,285 depository receipts respectively based on an assumed price of SEK 1.68 per depository receipt.

⁵ Corresponding to 14,880-148,810 depository receipts based on an assumed price of SEK 1.14 1.68 per depository receipt.

Upon maximum allotment of Performance DRs, 8,035,700 depository receipts representing shares in the Company may be allocated within the framework of LTIP 2017, which would correspond to approximately 1.21 percent of the share capital and the votes in the Company. 5,080,000 depository receipts, which comprise currently outstanding options under the 2015 Incentive Program (including 3,405,000 allocated options and 1,675,000 options that have not yet been allocated), maximum allotment of 11,315,790 depository receipts under LTIP 2016 and maximum allotment of 8,035,700 depository receipts within the framework of LTIP 2017, would correspond to approximately 3.69 percent of the share capital and the votes in the Company.

Delivery of Performance DRs under LTIP 2017

To ensure delivery of Performance DRs under LTIP 2017, the Company intends to hedge LTIP 2017 with either repurchased depository receipts, by entering into a swap agreement or other similar agreement with a third party or by taking other measures deemed necessary by the Company.

The rationale for the proposal

The objective of LTIP 2017 is to create incentives for the management to work for a long-term development in the Company. Furthermore, LTIP 2017 shall create conditions for retaining competent employees in the Vostok group through the offering of competitive remuneration. LTIP 2017 has been designed based on the view that it is desirable that employees within the group are depository receipt holders in the Company and that they see that working with a long term horizon pays off. Participation in LTIP 2017 requires a personal investment in Saving DRs.

By offering an allotment of Performance DRs which are based on performance based conditions, the participants are rewarded for increased depository receipt holder value. Further, LTIP 2017 rewards employees' loyalty and long-term value growth in the Company. Against this background, the Board of Directors is of the opinion that the adoption of LTIP 2017 will have a positive effect on the Vostok group's future development and thus be beneficial for both the Company and its depository receipt holders.

Preparation

The Company's Board of Directors has prepared LTIP 2016, on which LTIP 2017 is based, in consultation with external advisors. LTIP 2017 has been reviewed by the Board of Directors at its meeting on 19 April 2017.

Majority requirements

Resolution in accordance with the Board of Directors' proposal require support of shareholders representing not less than half of the votes cast as well as of the shares represented by depository receipts represented at the annual general meeting.

Other incentive programs in the Company

Below are summaries of the current outstanding incentive programs in the Company. For more information about the incentive programs, please see the annual report 2016.

The 2015 Incentive Program

The incentive program, that was authorised by a Special General Meeting in Vostok New Ventures Ltd on June 9 2015 and adopted by resolution of the sole member of the Company on the same day, entitles present and future employees to be allocated call options to acquire shares represented by depository receipts in the Company. The incentive plan includes granting of not more than 2,000,000 (post rights issue 5,080,000) options. A total of 3,405,000 options are currently outstanding. The options life is until 8 September 2020, 31 July 2021 and 24 November 2021 and the options may be exercised during a period of three months starting five years from the time of grant. In the event all options are fully exercised, the holders will acquire shares represented by depository receipts corresponding to a maximum of approximately 2.7 (post rights issue: 0.8) percent of the share capital in the Company.

The 2016 Incentive Program

At the 2016 annual general meeting held on 19 May 2016, it was resolved to implement a depository receipt-based long-term incentive program for management and key personnel in the Vostok Emerging Finance group. The program runs from 1 January 2016 through 31 March 2019, and encompasses a maximum of 11,315,790 depository receipts, corresponding to a dilution of 1.7 percent of the total number of shares outstanding. Program participants purchase depository receipts in the Company, and for each purchased depository receipt is entitled to receive a number of additional depository receipts, so-called performance depository receipts, free of charge, subject to fulfilment of a performance condition set by the Board of Directors on the basis of the Company's Net Asset Value per share.

April 2017

Vostok Emerging Finance Ltd

The Board of Directors