

N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.

The shareholders in
RusForest AB (publ)
are hereby summoned to the annual general
meeting to be held on 10 May 2012 at 3 p.m. CET at
7A Konferens at Strandvägen 7A, Stockholm

Notification etc.

Shareholders who wish to participate in the general meeting must

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of 4 May 2012, and

secondly notify the company of their participation in the general meeting no later than 4 May 2012. The notification shall be in writing to RusForest AB, attn. Mia O'Connor, Hovslagargatan 5, 111 48 Stockholm, Sweden, via fax +46 8 545 015 54 or via email agm@rusforest.com. The notification shall state the name, personal/corporate identity number, shareholding, address and telephone number daytime and, where applicable, information about representatives, counsels and assistants. When applicable, complete authorisation documents, such as powers of attorney for representatives and counsels, registration certificates or corresponding documents, shall be appended the notification.

Nominee shares

Shareholders, whose shares have been registered in the name of a bank or securities institute, must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Shareholders wishing such re-registration must inform their nominee of this well before 4 May 2012, when such re-registration must have been completed.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney is valid for a maximum of one year after the issuance or for the duration indicated in the power of attorney, whichever is the longer, however not for more than five years after the issuance. The registration certificate, where applicable may not be older than one year. The power of attorney in original and, where applicable, the registration certificate, should be submitted to the company by mail at the address set forth above well in advance of the general meeting. The form to use for a power of attorney can be found on www.rusforest.com.

Shareholders' right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are a total of 95,807,694 registered shares and votes in the company, as of the date of this notice.

Proposed agenda

- 1) Opening of the meeting;
- 2) Election of a chairman at the meeting;
- 3) Preparation and approval of the voting list;
- 4) Approval of the agenda;
- 5) Election of one or two persons to verify the minutes;
- 6) Determination as to whether the meeting has been duly convened;
- 7) Presentation of the annual accounts and the auditor's report, and the group annual accounts and the auditor's report on the group accounts;
- 8) Resolution regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
- 9) Resolution regarding appropriation of the company's result according to the adopted balance sheet (see below);
- 10) Resolution regarding discharge from liability for the members of the board of directors and the managing director;
- 11) Determination of the number of members and deputy members of the board of directors and auditors and deputy auditors (see below);
- 12) Determination of the fees to the board of directors and the auditors (see below);
- 13) Election of election of members and chairman of the board of directors (see below);
- 14) Proposal regarding the adoption of RusForest AB's employee stock option plan 2012/2015, resolution to issue warrants and approval of disposition of warrants within the employee stock option program (see below);
- 15) Closing of the meeting.

The board of directors' proposals

Resolution regarding appropriation of the company's result in accordance with the adopted balance sheet (item 9)

The board of directors proposes that the company's results shall be carried forward.

The board of directors' of RusForest AB proposal regarding the adoption of RusForest AB's employee stock option plan 2012/2015, resolution to issue warrants and approval of disposition of warrants within the employee stock option program (item 14)

The board of directors proposes that the annual general meeting resolves to adopt RusForest AB's employee stock option plan 2012/2015.

Number of employee stock options and exercise price

Employee stock options, with the right to acquire not more than 6,000,000 shares in RusForest, may be issued under the employee stock option plan. Each stock option may be exercised to acquire one share in the company for payment of an exercise price of SEK 3. The exercise price and the number of shares that each stock option entitles to subscription

for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice.

Allocation

The employee stock options can be allocated to persons, in Sweden or other countries, who at the time of allocation are employed on a permanent basis by a company within the RusForest group, and who at such time have not given or been given notice of termination of the employment. As regards employees in other countries than Sweden it is thereby presupposed that the allocation is in compliance with law and that the allocation, according to the board of directors' opinion, can be made at reasonable administrative and financial costs and efforts. Allocation of employee stock options can also be made to persons who commence such employment after the initial allocation. The board of directors shall resolve upon the allocation of employee stock options and the allocation shall be made within two categories. Category 1 includes the managing director with an allocation of not more than 3,000,000 employee stock options per person. Category 2 includes directors in the company, apart from the managing director, with an allocation of not more than 1,000,000 employee stock options per person.

Allocation shall, among other things, be determined with regard to the employee's performance, position and contribution to RusForest.

No employee is guaranteed allocation of employee stock options. Allocation of employee stock options shall be determined by the board of directors within the scope of the above.

Restrictions regarding the right to transfer and exercise the employee stock options

Issued employee stock options shall not be considered as securities and shall not be transferable to a third party.

The right to acquire new shares under the employee stock options shall for each holder be vested, with 1/3 of the employee stock options allocated to such holder as from the date falling one year from the date of the initial allocation (which is expected to occur on 1 June 2012) (the "anniversary date"), and an additional 1/3 as from each of the two subsequent anniversary dates, provided that the holder at such dates is still employed within the RusForest group. Employee stock options, that have been vested, may be exercised for subscription of shares during the period 1 June 2015 up to and including 31 December 2015. As regards employee stock options, which may be exercised as set forth above, the exercise period upon termination of employment shall be three (3) months as from the termination of employment after which period all employee stock options shall become void.

The board of directors is authorised to establish additional conditions for vesting.

Vesting in accordance with the above may be accelerated only if any shareholder (together with closely-related parties) reaches more than 2/3 of the shares or votes in the company, or if a shareholders' meeting so resolves.

Consideration, value, etc.

The employee stock options shall be issued free of charge and the holders will be taxed when the options are exercised, as regards holders deemed to be resident in Sweden for tax purposes, as income from employment, for the difference between the market value of RusForest's share at the time of exercise of the employee stock option and the exercise price of the employee stock option. The majority of the persons that will be allocated employee stock options are domiciled and liable to taxes in Russia, where as far as the company has learned, social security charges (Sw. arbetsgivaravgifter) are not payable.

There is no market value for the employee stock options. A value may, however, be calculated in accordance with an established model for options. When calculating the value, the restrictions in the right to transfer and exercise the employee stock options and the fact that the employee stock options are forfeited if the employment of the holder is terminated have been considered. The option value of the employee stock options under the employee stock option plan is, based on a valuation made by the company, SEK 0.114 per employee stock option, at an exercise price of SEK 3 per share and based on the closing price of SEK 1.45 for RusForest's share on 10 April 2012. When valuing the options, the company has used Black & Scholes model for valuating options, assuming a risk free interest of 1.9725 per cent, a volatility of 39.24 per cent and duration of 1,080 days.

Hedging of the employee stock option plan

To hedge that RusForest can meet its obligations, including the payment of social security charges, to the holders of employee stock options at the time of exercise of the employee stock options, it is proposed that the annual general meeting also resolves to issue not more than 6,270,000 warrants with the right to subscribe for new shares to the wholly-owned subsidiary RusForest Ltd. Not more than 270,000 of the warrants will be used to finance any costs, including potential social security charges, which arise at the time of exercise of the employee stock options. Any surplus warrants not necessary to finance such costs shall be cancelled.

Reasons

The reasons for adopting RusForest's employee stock option plan 2012/2015, and the reasons for the deviation from the shareholders' preferential rights in the issue of warrants, are that the board of directors considers it very important to be able to motivate, keep and recruit qualified employees to the group through giving the employees the opportunity to become owners in the company. The board of directors is of the opinion that this strengthens the interest for the company's business and also stimulates company loyalty in the future. As the employee stock option plan is intended to be an incentive for the employees in the RusForest group, it is assessed to positively influence the future development of the group and thereby be beneficial for the shareholders.

Dilution of existing shares and votes

To hedge the employee stock options which are allocated within the employee stock option program it is proposed that 6,270,000 warrants shall be issued.

Based on the number of shares and votes after the completion and full subscription of the rights issue of 383,230,776 new shares and provided that the existing and outstanding warrants are not exercised, the proposed employee stock option program, assuming that all employee stock options and the hedging warrants are exercised, will result in a dilution of not more than approximately 1.3 per cent of shares and votes.

Majority requirements

Resolutions in accordance with the board of directors' proposals fall within Chapter 16 of the Swedish Companies Act regarding certain directed issues etc. and require support of shareholders representing not less than 9/10 of the votes cast as well as of the shares represented at the annual general meeting.

The nomination committee's proposals

Proposal regarding the number of members and deputy members of the board of directors and auditors and deputy auditors, fees to the board of directors and the auditors and election of members and chairman of the board of directors (items 11, 12 and 13)

The nomination committee, consisting of Anders F. Börjesson, Vostok Nafta, chairman, Leif Törnvall, Alecta, Oskar Rundlöf, Libra, and Louise Hedberg, East Capital, has submitted the following proposals:

- The number of board members shall be five (5), with no deputy members (item 11).
- The number of auditors shall be one (1) registered accounting firm (item 11).
- The fees to each board member who does not draw any salary from the company shall amount to SEK 150,000. The fee to the chairman of the board of directors shall however amount to SEK 300,000. Fees to the audit committee and operational committee established by the board of directors, consisting of up to three board members each, will amount to SEK 100,000 to the chairman and SEK 75,000 each to the other committee members. The nomination committee proposes that the board of directors is authorised, when needed, to engage one or more of the board members to strengthen the company's management, for which work such board member is entitled to a fixed fee of SEK 10,000 per person and day (item 12).
- The auditors' fee is proposed to be paid on account, as approved by the board of directors (item 12).
- Re-election of Franz Bergstrand, Per Brilioth, Jerker Karlsson, Kenneth Eriksson and Camilla Öberg as board members. Kenneth Eriksson is proposed as chairman of the board of directors. The audit committee is proposed to consist of Camilla Öberg (chairman), Kenneth Eriksson and Per Brilioth. The operational committee is proposed to consist of Franz Bergstrand (chairman), Kenneth Eriksson and Jerker Karlsson. The composition of the committees may be altered upon the resolution of the board of directors. (item 13).

The term for the company's auditor, KPMG AB with Carl Lindgren as auditor in charge, expires at the end of the annual general meeting 2014.

Annual accounts, the auditor's report and the proposals under items 11-14 above will as from 19 April 2012 be held available at the company's office, Hovslagargatan 5, 111 48 Stockholm, and at the company's webpage www.rusforest.com and be sent to shareholders that so request and inform the company of their postal address. The proposal regarding item 14 will also be sent free of charge to those shareholders that have notified their attendance at the general meeting.

Stockholm, April 2012
RusForest AB (publ)
The board of directors