

Notice to the Annual General Meeting 2024 in Crown Energy AB (publ)

The shareholders of Crown Energy AB (publ), reg. no. 556804-8598, (the “Company”) are hereby invited to the Annual General Meeting to be held on Monday 10 June 2024 at 2:00 p.m. at the Company’s premises on Skeppargatan 27 in Stockholm, Sweden.

REGISTRATION AND NOTIFICATION

Shareholders who wish to attend the general meeting must:

i. on the record day, which is Thursday 30 May 2024, be registered in the share register maintained by Euroclear Sweden AB (“Euroclear”). Shareholders whose shares are registered in the name of a nominee must no later than on Thursday 30 May 2024 temporarily register the shares in their own name in order to be entitled to participate at the general meeting. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Monday 3 June 2024 will be considered in the preparation of the share register; and

ii. notify the Company of their, and any advisors (maximum two) participation at the general meeting no later than on Monday 3 June 2024. Notice of participation at the general meeting shall be sent by e-mail to info@crowenergy.se, by telephone on +46 8 400 207 20, or by regular mail to Crown Energy AB (publ), Skeppargatan 27, SE-114 52 Stockholm, Sweden. Upon notification, the shareholders should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, details of representative, proxy holder and advisor. A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the certificate of registration or corresponding document (“**Registration Certificate**”) shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. In order to facilitate an effective entrance to the meeting the proxy in original and the Registration Certificate, if any, should well before the meeting be sent to the Company by post (at the address above). A proxy form will be available on the Company’s website www.crowenergy.se.

THE PROPOSED AGENDA

1. Opening of the general meeting and election of chairman of the general meeting.
2. Appointment of keeper of the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to certify the minutes.
6. Determination of whether the general meeting has been duly convened.
7. Presentation of the annual report and the audit report and the consolidated financial

statements and the audit report for the group.

8. Resolutions regarding:

- a) adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
- b) allocation of the Company's profit or loss according to the adopted balance sheet; and
- c) discharge from liability for the board members and the managing director.

9. Determination of the number of ordinary directors and deputy directors of the board and auditors.

10. Determination of remuneration to the board of directors and the auditor.

11. Election of ordinary directors, deputy directors, if any, chairman of the board of directors and auditors.

12. Presentation and adoption of the remuneration reports

13. Decision on the transferal and issuance of shares in the subsidiary SmarTee S.a.r.l.

14. Closing of the general meeting.

PROPOSAL FOR RESOLUTIONS

Item 8.b): Resolution regarding allocation of the Company's profit or loss according to the adopted balance sheet

The board of directors proposes that all funds available to the Company shall be carried forward.

Items 9-11: Determination of the number of ordinary directors, deputy directors and auditors, determination of remuneration to the board of directors as well as election of ordinary directors and deputy directors, if any, chairman of the board of directors and auditors

It is proposed that the board of directors shall comprise of four directors without deputies. The number of auditors shall be one registered audit firm.

It is further proposed that the remuneration to the board of directors shall be in total SEK 675,000 (SEK 675,000 previous year), and shall be paid to the directors in accordance with the following:

- SEK 225,000 (SEK 225,000 previous year) to each of the non-employed directors; and
- SEK 450,000 (SEK 450,000 previous year) to the chairman of the board.

Remuneration to the auditor is to be paid according to approved invoice.

It is proposed to re-elect the directors Yoav Ben-Eli, Pierre-Emmanuel Weil and Alan Simonian. It is proposed to elect Patrik Fagerholm as a new director. Jean Benaim is therefore leaving the board of directors. Furthermore, Pierre-Emmanuel Weil is proposed to be re-elected as chair of the board of directors.

It is further proposed to re-elect the registered audit firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the annual general meeting 2025. Öhrlings PricewaterhouseCoopers AB has announced its appointment of the authorized auditor Martin Johansson as new main responsible auditor.

Further information regarding the for re-election proposed directors is available at the Company's website, www.crownenergy.se and will also be included in the annual report for 2023.

Item 13. Decision on the transferal and issuance of shares in the subsidiary SmarTee S.a.r.l

On February 3, 2023, Crown Energy announced that it is acquiring 85% of the shares in a group within the med-tech industry. The parent company in the group is SmarTee S.a.r.l., owner of AccYouRate Group S.p.A, which thus constitutes subsidiaries of Crown Energy. For more information about the operations of AccYouRate see <https://www.crownenergy.se/en/our-operations/accyourate/> and the annual report of Crown Energy for the year 2023.

On 30 April 2024 Crown Energy announced entering into an agreement with Proger S.p.A (“Proger”) and the original founders (and former shareholders) of AccYouRate Group S.p.A (AccYouRate) to strengthen the financial position of AccYouRate and facilitate growth.

In accordance with the agreement, among other, the following transactions will take place:

1. Crown Energy AB has agreed to divest a 0.65% stake in SmarTee to Proger and the original founders for 1,250,000 EUR, which aligns with the original valuation at which Crown Energy AB acquired the shares in SmarTee in February 2023.
2. As per the original purchase agreement of February 2023, SmarTee had an outstanding debt to Proger of 5,000,000 EUR and to Dr. Giuseppe Arnaldo Usai of 5,000,000 EUR, in total 10,000,000 EUR. The debts will under the agreement be converted into shares in SmarTee at a valuation corresponding to the original valuation.
3. Proger historically provided 300 000 EUR of loan financing to the SmarTee group of companies. In accordance with the agreement this debt in its entirety shall be converted into shares in SmarTee at a valuation corresponding to the original valuation.

Following the above transactions Crown Energy AB will hold 81% of the shares in SmarTee compared to 85% before.[1]

The CEO of Proger and the founders, or the company that they together establishes for the purpose of the transactions, is owned or represented by persons that are employees and have managerial positions in the SmarTee group of companies. As such they are persons that are subject to the provisions of the 16 Chapter of the Swedish Companies Act.[2]

The transferal of shares in SmarTee under point 1. and the issuance of shares under point 2. and 3. require, in accordance with the 16 Chapter of the Swedish Companies Act, the approval of the General Meeting of shareholders in Crown Energy.

The Board of Directors at Crown Energy therefore propose to approve the transferal and issuance of shares under point 1-3.

A decision in accordance with the above is only valid if it is supported by shareholders holding at least 9/10 of both outstanding shares as votes that are represented during the meeting.

NUMBER OF SHARES AND VOTES

The total numbers of shares and votes in the Company on the date of this notice amount to 477,315,350. The Company does not hold any own shares.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed, see the privacy notice available on Euroclear's webpage

www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

MAJORITY REQUIREMENTS

A decision in accordance with item 13. is only valid if it is supported by shareholders holding at least 9/10 of both outstanding shares as votes that are represented during the meeting.

MISCELLANEOUS

Copies of the accounting documentation, the auditor's report and auditor statement regarding guidelines for remuneration to senior executives, proxy form and the complete proposals will be available at the Company and at the Company's website, www.crownenergy.se, at least three weeks in advance of the Annual General Meeting. 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 at the annual general meeting from the board of directors and the managing director in accordance with Ch. 7 Section 32 of the Swedish Companies Act.

[1] The transaction under point 1. Involved the transferal of 78 shares in SmarTee. Point 2. Involves the issuance of 626 shares in SmarTee and 19 shares under point 3.

[2] CEO and representative of Proger is Marco Lombardi, also CEO of AccYouRate Group S.p.A. Dr. Giuseppe Arnaldo Usai and Franco Perone are a part of the transactions that are subject to the approval of the General Meeting. Both are employed by the SmarTee group of companies. As such they are persons that are subject to the provisions of the 16 Chapter of the Swedish Companies Act.

Stockholm in May 2024

Crown Energy AB (publ)
The board of directors

MORE INFORMATION

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ABOUT CROWN ENERGY

Crown Energy is an international group with a history within customised solutions for housing, offices and associated services, as well as oil and gas exploration. The group is now dedicated to its transformation into the new and more socially and environmentally responsible business direction contributing to a positive change, with a focus on the medical technology industry and on improving the green footprint. For more information, please visit www.crownenergy.se

Attachments

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