

Report from the extraordinary general meeting of Clavister Holding AB held on January 9, 2024

Clavister Holding AB held an extraordinary general meeting on Tuesday, January 9, 2024, where the main resolutions passed at the meeting were as follows. More detailed information about the contents of the resolutions may be obtained from the complete notice of the extraordinary general meeting and the complete proposals, which are available on the company's website, www.clavister.com.

Amendments of the articles of association

The meeting resolved, in accordance with the board's proposal, to adopt new articles of association. The limits for the share capital in paragraph 4 are amended from not less than SEK 2,500,000 and not more than SEK 10,000,000 to not less than SEK 12,500,000 and not more than SEK 50,000,000, and the limits for the number of shares in paragraph 5 are amended from not less than 25,000,000 and not more than 100,000,000 to not less than 125,000,000 and not more than 500,000,000.

Rights issue of units

The meeting resolved, in accordance with the board's proposal, to approve the board of directors' resolution on December 6, 2023, subject to subsequent approval of the general meeting, on a rights issue of units consisting of shares and warrants mainly in accordance with the following.

The rights issue consists of an issue of maximum 14,132,588 units, where each unit consists of twelve (12) shares and three (3) warrants of series TO8 and three (3) warrants of series TO9. Through the rights issue the company's share capital may be increased by no more than SEK 16,959,105.60. The company's shareholders shall have preferential rights to subscribe for units *pro rata* in proportion to the number of shares they own in the company. For each share held on the record date, shareholders will receive one (1) unit right. Four (4) unit rights entitle the holder to subscribe for one (1) unit.

One (1) warrant of series TO8 entitle the warrant holder to subscribe for one (1) share in the company at a subscription price corresponding to the lowest of SEK 1.3 per share or 70 percent of the volume-weighted average price paid for the company's share during the period from September 2, 2024, up to and including September 13, 2024, however, not less than SEK 0.65 per share. The warrants may be exercised for subscription of shares during the period from and including September 16, 2024, up to and including September 30, 2024.

One (1) warrant of series TO9 entitle the warrant holder to subscribe for one (1) share in the company at a subscription price corresponding to the lowest of SEK 1.5 per share or 70 percent of the volume-weighted average price paid for the company's share during the period from March 3, 2025, up to and including March 14, 2025, however, not less than SEK 0.75 per share. The warrants may be exercised for subscription of shares during the period from and including March 17, 2025, up to and including March 31, 2025.

The subscription price shall be SEK 12 per unit and the warrants are issued without consideration. The record date for determining which shareholders are entitled to subscribe for new units with preferential rights shall be January 12, 2024. Subscription of units shall be made during the period from and including January 16, 2024, up to and including January 30, 2024. Subscription of units can also be made without the support of unit rights. Payment for units subscribed for without unit rights shall be made no later than three (3) banking days after the issuance of notice of allotment (contract note).

Issue authorisation

The meeting resolved, in accordance with the board's proposal, to authorise the board of directors to resolve on issue of shares and warrants in order to enable the delivery of units consisting of shares and warrants as guarantee compensation to those who have entered into guarantee commitments within the scope of the rights issue of units. The authorisation may also be used to issue warrants to the European Investment Bank in order to fulfil the company's commitments in accordance with the agreement entered into with European Investment Bank in December 2017.

About Clavister

Clavister is a specialised Swedish cybersecurity company, protecting customers with mission-critical applications for more than two decades. Founded and headquartered in Örnköldsvik, Sweden, Clavister pioneered one of the first firewalls and continues to build robust and adaptive cybersecurity solutions since. Empowering a growing ecosystem of partners and resellers, we are serving customers in more than 100 countries with deployments across the public sector, energy, telecom and defence sectors.

The stock, Clavister Holding AB, is listed at Nasdaq First North Growth Market. FNCA Sweden AB is the Company's Certified Advisor.

For additional information, please visit <https://www.clavister.com/>, and follow us on our official LinkedIn and YouTube channels.

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Attachments

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