

NOTICE TO ATTEND ANNUAL GENERAL MEETING IN MODELON AB (PUBL)

The shareholders of Modelon AB (publ) ("Company") are hereby convened to an annual general meeting on Tuesday 16 May 2023, 13:00 at IDEON Science Park, Scheelevägen 17, Lund.

Notification etc.

Shareholders wishing to participate in the general meeting shall:

- partly, be entered in their own name (not nominee-registered) in the shareholders' register kept by Euroclear Sweden AB on the record day Monday 8 May 2023, and
- partly, register their registration so it is received by the Company no later than Tuesday 9 May 2023, either by mail to Modelon AB, Att. Jonas Eborn, Ideon Science Park, 223 70 Lund (marked "general meeting") or by e-mail to jonas.eborn@modelon.com.

Registration must specify the shareholders name, personal or organization number (or corresponding), address, phone number, number of shares, information of any assistants (maximum two), and if necessary, information of deputy or proxy.

Nominee-registered shares

Shareholders who have had their shares registered with a nominee must, to be entitled to participate in the general meeting, temporarily register the shares in their own name in the share register kept by Euroclear Sweden AB as of the record date as described above. Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such registration. Registration of voting rights that has been requested by shareholders at such a time that the registration has been made by the nominee no later than Wednesday 10 May 2023 will be considered in the production of the share register.

Shareholders who intend to attend through proxy must issue a dated power of attorney for the proxy, signed by the shareholder. The Company provides proxy forms on request, and these are also available from the Company's website, www.modelon.com/agm2023. If the shareholder is a legal entity, an attested copy of the certificate of registration or its equivalent for the for the legal entity must be enclosed. The period of validity of the power of attorney is permitted to extend to five years from the date of issue. An original power of attorney and copy of the certificate of registration should be sent well in advance to the Company at the above address.

Proposed agenda

1. Opening of the general meeting and election of chairman of the meeting
2. Preparation and approval of the voting register
3. Election of one or two persons to verify the minutes
4. Approval of the agenda
5. Determination as to whether the general meeting has been duly convened
6. Presentation of the annual report, consolidated annual report and the auditor's report

7. Resolutions on
 - a. adopting the profit and loss account and the balance sheet, as well as the consolidated profit and loss account and the consolidated balance sheet;
 - b. allocating the result according to the adopted balance sheet;
 - c. discharge of liability for the board of directors and the managing director
8. Determination of remuneration to the board of directors and the auditor
9. Appointment of members and deputy members of the board of directors and auditor
10. Resolution on instruction for the nomination committee until the general meeting 2024
11. Resolution on authorization for the board of directors to decide on issue of new shares, warrants and /or convertible instruments
12. Proposal for resolution to implement a warrant-based incentive program for employees resident in Sweden
13. Proposal for resolution to implement an employee stock option program for employees resident outside Sweden
14. Closing of the general meeting

Item 1 – Election of chairman of the meeting

It is proposed that Christer Ljungberg is elected chairman of the general meeting, or in his absence, the one the board appoints.

Item 2 – Preparation and approval of the voting register

The voting list proposed for approval is the voting list prepared by the company, based on the Shareholders' register and registered shareholders attending the general meeting.

Item 3 – Election of one or two persons to verify the minutes

It is proposed that Mikael Bluhme is elected to verify the minutes, or in his absence, the one the board appoints.

Item 7 b) – Resolution on allocating the result according to the adopted balance sheet

The Board proposes that no dividend is paid, and that the Company's result is carried forward.

Item 8 – Determination of remuneration to the board of directors and the auditor

The nomination committee proposes that remuneration to the Board is left unchanged, with SEK 450,000 to the Chairman and SEK 200,000 to each of the Board members. The proposal is also that the auditors should be paid according to approved invoice.

Item 9 – Appointment of members and deputy members of the board of directors and auditor

The nomination committee proposes that four regular board members, no deputies, are appointed for the period until the end of the next annual general meeting. Furthermore, it is proposed that board members Christer Ljungberg, Eric Bantegnie, Hilding Elmquist and Mark Shay are re-elected. Karin Almqvist Liwendahl and Magnus Thell have declined re-election. Christer Ljungberg is proposed to be re-elected as chairman of the board.

The nomination committee also proposes that Ernst & Young AB is re-elected as auditor.

Item 10 – Resolution on instruction for the nomination committee until the general meeting 2024

The nomination committee proposes that the meeting decides to maintain the principles for appointment of the nomination committee and its work according to the instruction below.

The nomination committee shall consist of three owner representatives representing the three largest shareholders or groups of owners in the Company, according to Euroclear Sweden AB's printout of the share register as of the last banking day in September. In addition to these three members, the chairman of the board shall be a co-opted member of the nomination committee. Before accepting the assignment, a member of the nomination committee must carefully consider whether there is a conflict of interest or other circumstances that make it inappropriate to participate in the nomination committee.

The chairman of the board shall contact the three largest shareholders or ownership groups and request that they each appoint a representative. The members of the nomination committee shall be published on the Company's website no later than six months before the annual general meeting. If any of the three largest shareholders or groups of owners refrains from appointing an owner representative or if an owner representative resigns before the assignment has been completed without the shareholder or owner group appointing the representative appointing a new representative, the chairman of the board shall call the next shareholder or group (i.e., the fourth largest shareholder or group of owners) to appoint an owner representative within a week. This process continues until the nomination committee consists of three owner representatives.

In the event of changes in ownership in the Company that affect the composition of the three largest shareholders or groups of owners, the one of the three largest shareholders or groups of owners who does not have an owner representative on the nomination committee may contact the nomination committee's chairman with a request to appoint a member. The chairman of the nomination committee shall then inform the other members of the request. If the change of ownership is not insignificant, a member appointed by shareholders or a group of owners who no longer belong to the three largest companies should make their place available and the new shareholder or group of owners should be allowed to appoint a member. However, the composition of the nomination committee should not be changed later than two months before the annual general meeting where board or auditor elections are to take place.

The nomination committee must meet the requirements for composition set out in the Swedish Code of Corporate Governance (the "**Code**"). The nomination committee shall appoint the chairman of the nomination committee from among its members. The chairman of the board or another board member may not be the chairman of the nomination committee.

The term of office of the appointed nomination committee runs until a new nomination committee has been appointed.

The nomination committee shall safeguard the interests of all the Company's shareholders in matters that fall within the scope of the nomination committee's tasks in accordance with the **Code**. Without limiting what has been said previously, the nomination committee shall submit proposals to the chairman of the annual general meeting, election of chairman and other members of the Company's board, board fees divided between chairman and other members and the principles for possible remuneration for committee work, election and remuneration of auditor and deputy auditor (where applicable) and decisions on principles for the appointment of a new nomination committee.

Fees shall not be paid to the members of the nomination committee. The nomination committee shall have the right to charge the Company with costs for, for example, recruitment consultants or other costs required for the nomination committee to be able to fulfill its assignment.

The above principles for how the nomination committee is appointed and instructions for its work shall apply until the annual general meeting decides to change them.

Item 11 – Resolution on authorization for the board of directors to decide on issue of new shares, warrants and/or convertible instruments

The board of directors proposes that the meeting authorizes the board for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, within the limits permitted by the articles of association, to increase the company's share capital by an issue of new shares, warrants and/or convertible instruments. The board of directors shall be authorized to adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act. The total number of shares to be issued, or, in case of issue of warrants and/or convertible instruments, added after conversion, based on the authorization may not result in a total dilution of the number of shares and votes in the company than 10 percent.

Issuance in accordance with this authorization must take place on market conditions. The board of directors shall be authorized to decide on the terms and conditions regarding issues under this authorization and what persons shall be entitled to subscribe for the shares, warrants and/or convertible instruments. The reason to propose that the board of directors shall be authorized to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorized to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the company shall be able to issue shares, warrants and/or convertible instruments] in connection with acquisitions of companies or businesses, for employee incentive programs and to carry-out directed new issues in order to raise capital to the company.

It is proposed that the managing director is authorized to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

Decision according to point 11 require for validity that they are supported by shareholders with at least two thirds of the votes cast as well as the shares represented at the meeting.

Item 12 – Proposal for resolution to implement a warrant-based incentive program for employees resident in Sweden

The board of directors proposes that the general meeting resolves to implement a warrant-based incentive program for employees in the Group resident in Sweden (the "Warrant Program 2023/2027") through (A) a resolution to issue warrants of series 2023/2027:1 to the Company's wholly owned subsidiary Modelon Göteborg AB (the "Subsidiary") and (B) a resolution to approve transfers of warrants of series 2023/2027:1 from the Subsidiary to employees in the Group resident in Sweden, as set out below.

(A) Proposal for resolution to issue warrants of series 2023/2027:1

The board of directors proposes that the meeting resolves to issue a maximum of 44,000 warrants of series 2023/2027:1 on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Subsidiary, with the right and obligation for the Subsidiary to transfer the warrants to employees in the Group resident in Sweden in accordance with what is stated in the proposal under (B) below. The Subsidiary shall not be entitled to dispose of the warrants in any other way than what is stated in the proposal under (B) below.
2. The reason for the deviation from the shareholders' preferential rights is that the warrants shall be used within the framework of Warrant Program 2023/2027.
3. The warrants shall be issued free of charge to the Subsidiary.
4. Subscription of warrants shall be made on a separate subscription list on 7 June 2023 at the latest. The board of directors shall have the right to prolong the subscription period.
5. Each warrant entitles the holder to subscribe for one new share of series B in the Company against cash payment at a subscription price corresponding to 170 percent of the volume weighted average price paid for the Company's share of series B on Nasdaq First North Growth Market during the period from 17 May 2023 up to and including 31 May 2023. The subscription price shall be rounded off to the nearest even hundredth of a SEK, whereupon SEK 0.005 shall be rounded upwards. Upon subscription of shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.
6. The warrants may be exercised for subscription of shares during the period from 15 May 2027 up to and including 30 June 2027.
7. Shares issued upon exercise of warrants confers right to dividend for the first on the next record date for dividends which occurs after subscription is effected.
8. The full terms and conditions for the warrants of series 2023/2027:1 are set forth in Schedule 12A (the "Terms"). According to the Terms the subscription price and the number of shares which each warrant confers right to subscribe for may be recalculated in the event of a bonus issue, new issue, issue of warrants or convertibles and under some other circumstances. Further, the period for exercise of warrants may be brought forward or be postponed in some cases.
9. If all warrants are subscribed for, all warrants are transferred to employees in the Group resident in Sweden in accordance with what is stated in the proposal under (B) below and all warrants are exercised for subscription of shares, the Company's share capital will increase by SEK 3,865.10 (with reservation for eventual recalculation according to the Terms).
10. The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor formal adjustments in the issue resolution that may be required in connection with registration of the resolution at the Swedish Companies Registration Office.

(B) Proposal for resolution to approve transfers of warrants of series 2023/2027:1

The board of directors proposes that the general meeting resolves to approve that the Subsidiary, within the framework of Warrant Program 2023/2027, transfers a maximum of 44,000 warrants of series 2023 /2027:1 to employees in the Group resident in Sweden on the following terms and conditions:

1. Employees in the Group resident in Sweden shall be entitled to acquire warrants from the Subsidiary as set out below:

- a. Members of the management team of the Company, country managers and key employees who are of special importance for the Company resident in Sweden (excluding Magnus Gäfvert, Jonas Eborn and Johan Andreasson, who are founders of the Company) (maximum 3 persons) ("Category 1") shall be offered to acquire 3,000 warrants each.
- b. Personnel managers, business development managers, senior experts and employees with other senior roles resident in Sweden (maximum 17 persons) ("Category 2") shall be offered to acquire 1,500 warrants each.
- c. Other employees resident in Sweden (maximum 19 persons) ("Category 3") shall be offered to acquire 500 warrants each.

In this context, employees refer to full-time and part-time employees, however not probationary employees or hourly employees.

An employee may apply for acquisition of a lower, but not a higher, number of warrants than he/she is offered to acquire.

2. Upon acquisition, the warrants shall be transferred free of charge to the employees. Since the employees will acquire the warrants free of charge, the employees will be benefit taxed for the benefit, i.e. a value corresponding to the market value of the warrants, at the time of the acquisition. The calculation of the warrant's market value shall be performed by Öhrlings PricewaterhouseCoopers AB, as an independent valuation institute, applying the Black & Scholes valuation model.

3. Application for acquisition of warrants shall be made on a special application form on 7 June 2023 at the latest. The board of directors shall have the right to prolong the application period.

4. A prerequisite for being entitled to acquire warrants from the Subsidiary is (i) that the entitled person is employed by a company within the Group at the time of the acquisition and that he/she at that time has neither given nor received any notice of termination of his/her employment, (ii) that acquisition of warrants can take place in accordance with applicable laws, and (iii) that the employee at the time of the acquisition has entered into a so-called pre-emption agreement with the Company, according to which the employee is obliged to offer the Company, or the person designated by the Company, to buy the warrants if the employee intends to transfer the warrants or where the employee's employment in the Group ceases within a certain time and in some other cases.

5. Warrants of series 2023/2027:1 which are not transferred to employees, as well as warrants of series 2023/2027:1 which, where applicable, are later repurchased, may be canceled.

The motive for the proposal and the reasons for the deviation from the shareholder's preferential rights

The motive for the proposal and the reasons for the deviation from the shareholders' preferential rights is to offer employees in the Group resident in Sweden an opportunity to take part in a value growth in the Company's share of series B, which can be expected to lead to increased commitment to the Company's operations and earnings development and to increased motivation and sense of belonging with the Company. The program is expected to lead to an increased alignment of interests between the employees and the Company's shareholders and to increase the possibility for the Company to recruit and retain competent and committed personnel. The board of directors considers that the program can have a positive impact on the Company's continued development and that it promotes the Company's long-term value creation, to the benefit of the Company and its shareholders. The structure of the proposed program corresponds to the structure of the warrant-based incentive program which was implemented in 2022 – Warrant Program 2022/2026.

Dilution and information about other share-related incentive programs

Per the day of this proposal there are 11,016,471 shares in the Company, whereof 1,421,218 shares of series A and 9,595,253 shares of series B. A share of series A carry ten votes and a share of series B carry one vote.

If all warrants that can be issued within the framework of Warrant Program 2023/2027 (warrants of series 2023/2027:1) are subscribed for, transferred and exercised for subscription of shares of series B, the number of shares and votes in the Company will increase by 44,000 (with reservation for eventual recalculation according to the Terms), which corresponds to a dilution of approx. 0.40 percent of the number of shares and approx. 0.18 percent of the number of votes in the Company.

There are two outstanding share-related incentive programs in the Company since earlier – Warrant Program 2022/2026 and Employee Stock Option Program 2022/2026. Per the day of this proposal there are 37,000 outstanding warrants in Warrant Program 2022/2026 and 50,000 outstanding employee stock options in Employee Stock Option Program 2022/2026. Each warrant in Warrant Program 2022/2026 and employee stock option in Employee Stock Option Program 2022/2026 entitles for subscription/acquisition of one share of series B in the Company during the period from 15 May 2026 up to and including 30 June 2026 at a subscription price/an exercise price of SEK 28. The Company's obligations under the Employee Stock Option Program 2022/2026 (delivery of shares) have been secured by warrants.

Besides this proposal, the board of directors proposes that the meeting shall resolve to implement an employee stock option program for employees in the Group resident outside Sweden ("Employee Stock Option Program 2022:2026") (see separate proposal).

If all outstanding warrants and employee stock options in Warrant Program 2022/2026 and Employee Stock Option Program 2022/2026 are exercised for subscription/acquisition of shares, the general meeting resolves in accordance with the board of directors' proposals, all those offered to participate in the new programs would join the new programs and all new warrants and employee stock options would be exercised for subscription/acquisition of share of series B in the Company, the number of shares and votes in the Company would increase by 188,500 in total (with reservation for eventual recalculation according to the Terms), which corresponds to a dilution of approx. 1.68 percent of the number of shares and approx. 0.79 percent of the number of votes in the Company in total.

The dilution effects have been calculated as the number of additional shares and votes in relation to the number of existing and additional shares and votes.

Preliminary valuation, costs and effects on key figures

Öhrlings PricewaterhouseCoopers AB has made a preliminary valuation of the market value of a warrant of series 2023/2027:1, applying the Black & Scholes valuation model. Based on an assumed share price of SEK 15 at the time of the issuance of the warrants, an assumed subscription price of SEK 25.50 upon exercise of the warrants, a term of 4.07 years, an assumed volatility of 40 percent, a risk-free interest rate of 2.37 percent and full compensation through recalculation in the event of payment of any dividend during the term, the market value of a warrant of series 2023/2027:1 has been calculated to SEK 2.68. When transferring the warrants to employees, the market value will be determined based on updated assumptions and then known parameters.

Since the warrants will be transferred to employees free of charge, Warrant Program 2023/2027 will cause costs, partly in the form of accounting salary costs (corresponding to the benefit value) and partly in the form of social security contributions. If all warrants that may be issued within the framework of Warrant Program 2023/2027 are transferred to employees and the market value of the warrant at the time of the transfer corresponds to the preliminary valuation, the accounting salary costs are estimated to amount to approx. SEK 118,000 and the costs for social security contributions are estimated to amount to approx. SEK 37,000.

Warrant Program 2023/2027 will have a marginal effect on the Company's key figures.

Preparation of the proposal

The proposal has been prepared by the board of directors together with external advisors.

Majority requirements

It is proposed that resolutions in accordance with the proposals under (A) and (B) above be adopted as one joint resolution. For a valid resolution in accordance with the proposals, the resolution must be supported by shareholders with at least nine-tenths of the votes cast as well as the shares represented at the meeting.

Item 13 – Proposal for resolution to implement an employee stock option program for employees resident outside Sweden

The board of directors proposes that the general meeting resolves to implement an employee stock option program for employees in the Group resident outside Sweden (the "Employee Stock Option Program 2023 /2027"), as set out in (A) below.

In order to secure the Company's obligations under Employee Stock Option Program 2023/2027, the board of directors also proposes that the meeting resolves on a directed issue of warrants of series 2023/2027:2 to the Company's wholly owned subsidiary Modelon Göteborg AB (the "Subsidiary"), as well as an approval of transfer of warrants of series 2023/2027:2 from the Subsidiary, as set out in (B) below.

(A) Proposal for resolution to implement Employee Stock Option Program 2023/2027

The board of directors proposes that the meeting resolves to implement Employee Stock Option Program 2023/2027 on the following substantial terms and conditions:

1. Employee Stock Option Program 2023/2027 shall consist of a maximum of 57,500 employee stock options.
 2. Each employee stock option confers the holder a right to acquire one new share of series B in the Company against cash consideration at an exercise price corresponding to 170 percent of the volume weighted average price paid for the Company's share of series B on Nasdaq First North Growth Market during the period from 17 May 2023 up to and including 31 May 2023. The exercise price shall be rounded off to the nearest even hundredth of a SEK, whereupon SEK 0.005 shall be rounded upwards. The exercise price and the number of shares that each employee stock option confers right to acquire may be subject to recalculation in the event of a bonus issue, reverse share split or share split, new issue of shares, issue of warrants or convertibles, and in some other cases, whereupon the recalculation terms and conditions for the warrants proposed to be issued in accordance with (B) shall be applied.
 3. The employee stock options shall be offered to employees in the Group resident outside Sweden as set out below:
 - a. Members of the management team of the Company, country managers and key employees who are of special importance for the Company resident outside Sweden (excluding Hubertus Tummescheit, who is a founder of the Company) (maximum 8 persons) ("Category 1") shall be offered 3,000 employee stock options each.
 - b. Personnel managers, business development managers, senior experts and employees with other senior roles resident outside Sweden (maximum 14 persons) ("Category 2") shall be offered 1,500 employee stock options each.
 - c. Other employees resident outside Sweden (maximum 25 persons) ("Category 3") shall be offered 500 employee stock options each.
- In this context, employees refer to full-time and part-time employees, however not probationary employees or hourly employees.
4. Notice of participation in Employee Stock Option Program 2023/2027 shall have been received by the Company on 7 June 2023 at the latest. The board of directors shall have the right to prolong the notification period.
 5. Employee stock options shall be allotted to the participants in the program in close connection with the expiration of the notification period.
 6. The employee stock options shall be allotted free of charge.
 7. The allotted employee stock options will be vested on 15 May 2026. Vesting requires that the participant is still employed in the Group and that he/she has neither given nor received any notice of termination of his /her employment as of the date when the vesting occurs.
 8. The employee stock options shall not constitute securities and shall not be able to be transferred or pledged. However, the rights under the employee stock options are transferred to the estate in the event of the participant's death.
 9. Allotted employee stock options that have been vested may be exercised during the period from 15 May 2027 up to and including 30 June 2027. The board of directors has the right to limit the number of occasions for delivery of shares during the exercise period.

10. Participation in Employee Stock Option Program 2023/2027 requires that such participation is in accordance with applicable laws, as well as that such participation can be executed with reasonable administrative costs and financial efforts according to the Company's assessment.

11. The employee stock options shall be governed by separate agreements with each participant. The board of directors shall be responsible for the preparation and management of Employee Stock Option Program 2023/2027 within the above-mentioned substantial guidelines. The board of directors shall have the right to, within the framework of the agreement with each participant, make the reasonable changes and adjustments of the terms and conditions of the employee stock options that are deemed suitable or appropriate as a result of local employment law or tax law or administrative conditions. This may mean, among other things, that continued vesting of employee stock options may take place in some cases when otherwise would not have been the case. The board of directors shall also have the right to advance vesting and the timing of exercise of employee stock options in certain cases, such as in the case of a public takeover bid, liquidation, merger and similar measures. Finally, the board of directors shall have the right to, in extraordinary cases, limit the scope of, or prematurely terminate, Employee Stock Option Program 2023 /2027, in whole or in part.

(B) Proposal for resolution on issue of warrants of series 2023/2027:2 as well as approval of transfer of warrants

In order to enable the Company's delivery of shares under Employee Stock Option Program 2023/2027, the board of directors proposes that the meeting resolves to issue a maximum of 53,500 warrants of series 2023/2027:2 on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Subsidiary.
2. The reason for the deviation from the shareholders' preferential rights is to enable the implementation of Employee Stock Option Program 2023/2027.
3. The warrants shall be issued free of charge to the Subsidiary.
4. Subscription of warrants shall be made on a separate subscription list on 7 June 2023 at the latest. The board of directors shall have the right to prolong the subscription period.
5. Each warrant entitles the holder to subscribe for one new share of series B in the Company against cash payment at a subscription price corresponding to 170 percent of the volume weighted average price paid for the Company's share of series B on Nasdaq First North Growth Market during the period from 17 May 2023 up to and including 31 May 2023. The subscription price shall be rounded off to the nearest even hundredth of a SEK, whereupon SEK 0.005 shall be rounded upwards. Upon subscription of shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.
6. The warrants may be exercised for subscription of shares during the period from the day of registration of the issue resolution at the Swedish Companies Registration Office up to and including 30 June 2027.
7. Shares issued upon exercise of warrants confers right to dividend for the first time on the next record date for dividends which occurs after subscription is effected.

8. The full terms and conditions for the warrants of series 2023/2027:2 are set forth in Schedule 13A (the "Terms"). According to the Terms the subscription price and the number of shares which each warrant confers right to subscribe for may be recalculated in the event of a bonus issue, new issue, issue of warrants or convertibles and under some other circumstances. Further, the period for exercise of warrants may be postponed in some cases.

9. If all warrants are subscribed for and all warrants are exercised to enable delivery of shares under Employee Stock Option Program 2023/2027, the Company's share capital will increase by SEK 4,815.75 (with reservation for eventual recalculation according to the Terms).

10. The board of directors, or anyone appointed by the board of directors, shall be authorized to make such minor formal adjustments in the issue resolution that may be required in connection with registration of the resolution at the Swedish Companies Registration Office.

The board of directors further proposes that the meeting resolves to approve that the Subsidiary may transfer warrants of series 2023/2027:2 to the participants in Employee Stock Option Program 2023/2027 free of charge in connection with exercise of the employee stock options in accordance with the terms set out in (A) above, or in another way dispose of the warrants in order to be able to secure the Company's obligations in relation to Employee Stock Option Program 2023/2027 (e.g. by transferring the warrants to a third party who exercises them and deliver shares to the participants). The board of directors proposes that warrants of series 2023/2027:2 that are not needed in order to secure the Company's obligations may be cancelled.

The motive for the proposal and the reason for the deviation from the shareholder's preferential rights

For information on the motive for the proposals under (A) and (B) above, reference is made to the information under the heading "Motive for the proposal" under item 12 above.

Dilution and information about other share-related incentive programs

Per the day of this proposal there are 11,016,471 shares in the Company, whereof 1,421,218 shares of series A and 9,595,253 shares of series B. A share of series A entitles to ten votes and a share of series B entitles to one vote.

If all employee stock options that can be allotted within the framework of Employee Stock Option Program 2023/2027 are allotted, vested and exercised for acquisition of shares of series B in the Company and warrants of series 2023/2027:2 are used to deliver the shares, the number of shares and votes in the Company will increase by 57,500 (with reservation for eventual recalculation according to the Terms), which corresponds to a dilution of approx. 0.52 percent of the number of shares and approx. 0.24 percent of the number of votes in the Company.

Besides this proposal, the board of directors proposes that the meeting shall resolve to implement a warrant-based incentive program for employees resident in Sweden ("Warrant Program 2023/2027") (see separate proposal).

For information on outstanding share-related incentive programs and information on total dilution, reference is made to the information under the corresponding heading in the proposal for a resolution to implement a warrant-based incentive program for employees in the Group residing in Sweden.

Preliminary valuation, costs and effects on key figures

The employee stock options do not have a market value since they are not transferable. However, Öhrlings PricewaterhouseCoopers AB has, as an independent valuation institute, made a preliminary calculation of the theoretical value of an employee stock option allotted within the framework of Employee Stock Option Program 2023/2027, applying the Black & Scholes valuation model. Based on an assumed share price of SEK 15 at the time of the allotment of the employee stock options, an assumed exercise price of SEK 25.50 upon exercise of the employee stock options, a term of 4.07 years, an assumed volatility of 40 percent, a risk-free interest rate of 2.37 percent and full compensation through recalculation in the event of payment of any dividend during the term, the theoretical value of an employee stock option allotted within the framework of Employee Stock Option Program 2023/2027 has been calculated to SEK 2.68. The limitations in the disposal rights have not been considered in the valuation. Upon allotment of employee stock options, the theoretical value will be determined based on updated assumptions and then known parameters.

Employee Stock Option Program 2023/2027 will cause costs, partly in the form of accounting salary costs and partly in the form of social security contributions. Based on the assumption that the theoretical value of an employee stock option is SEK 2.68, the accounting salary costs are estimated to amount to approx. SEK 154,000, distributed over the vesting period. In some countries, the employee stock options will cause costs in the form of social security contributions upon exercise of the options. Based on the assumption that all employee stock options are allotted, vested and exercised for acquisition of shares and the assumption that the share price are tripled up to the date of exercise, the costs for social security contributions are estimated to amount to approx. SEK 146,000. Given the small amounts, no measures are proposed to hedge costs for social security contributions.

Employee Stock Option Program 2023/2027 will have a marginal effect on the Company's key figures.

Preparation of the proposal

The proposal has been prepared by the board of directors together with external advisors.

Majority requirements

It is proposed that resolutions in accordance with the proposals under (A) and (B) above be adopted as one joint resolution. For a valid resolution in accordance with the proposals, the resolution must be supported by shareholders with at least nine-tenths of the votes cast as well as the shares represented at the meeting.

Shareholders' right to request information

The Board of Directors and the Managing Director shall, if any shareholder so requests and the Board considers that this can be done without significant harm to the Company, provide information on circumstances that that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the Company's or subsidiary's financial situation and the Company's relationship with another group company. Such a request from shareholders must be submitted in writing to the company no later than ten days before the general meeting by post to the address Modelon AB, ref: Jonas Eborn, IDEON Science Park, 223 70 Lund (Mark the letter "Annual General Meeting") or by e-mail to the

address ir@modelon.com. The information will be available on the Company's website www.modelon.com/investor-relations and at the Company's office at Modelon AB, IDEON Science Park, 223 70 Lund no later than five days before the meeting. The information is also sent to the shareholder who requested it and provided their address.

Documentation for the general meeting

The annual report and auditors' report, a complete set of proposals for the resolutions, and, where applicable, reasoned opinions as well as other documents pursuant to the Swedish Companies Act will be available from the Company's office with address Modelon AB, IDEON Science Park, 223 70 Lund and on the Company's website, www.modelon.com/investor-relations, not later than two weeks before the meeting. Copies of the documents are sent to shareholders who have requested this and provided their postal address free of charge.

Processing of personal data

For information on how personal data is processed in connection with the general meeting, please refer to the privacy policy available on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Lund in April 2023

Modelon AB (publ)

The Board of Directors

For further information, please contact:

Magnus Gäfvert, CEO
Cell phone: +46-73-324 59 04
magnus.gafvert@modelon.com

Investor Relations: ir@modelon.com

About Modelon

Modelon offers systems modeling and simulation software that accelerates product innovation, development and operations in a range of industries. Modelon's flagship product, Modelon Impact, is a cloud-native system simulation software platform featuring a collaborative browser-based interface and thousands of proven models and components spanning a broad range of applications. Headquartered in Lund, Sweden, and with global reach, Modelon is an expert industry leader in model-based systems engineering with a focus on leveraging open standard technologies.

Modelon AB is listed on Nasdaq First North Growth Market with ticker symbol MODEL B. Redeye AB is appointed the Company's Certified Adviser.

Attachments

NOTICE TO ATTEND ANNUAL GENERAL MEETING IN MODELON AB (PUBL)