

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

The shareholders of Modelon AB (publ), reg. no 556672-3010 (the "Company") are hereby convened to an extraordinary general meeting on Wednesday, 20 August 2025, at 10 a.m. at Ideon Science Park, Scheelevägen 17, Lund.

The board of directors has, pursuant to the provisions of Chapter 7, Section 4a of the Swedish Companies Act and the Company's articles of association, decided that shareholders may exercise their voting rights at the extraordinary general meeting by postal vote. Shareholders may therefore choose to exercise their voting rights at the extraordinary general meeting by attending in person, through an assistant or by postal vote.

Participation by attending in person

Shareholders who wish to participate in the extraordinary general meeting in person must:

- partly, be entered in their own name (not nominee-registered) in the shareholders' register kept by Euroclear Sweden AB on the record day 12 August 2025, and
- partly, register their registration so it is received by the Company no later than 14 August 2025, 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.

Participation by postal vote

Shareholders who wish to participate in the extraordinary general meeting by postal vote must:

- partly, be entered in their own name (not nominee-registered) in the shareholders' register kept by Euroclear Sweden AB on the record day 12 August 2025, and
- partly, register their registration by casting their postal vote in accordance with the instructions below so it is received by the Company no later than 14 August 2025.

Anyone wishing to attend the meeting in person or through an assistant must notify the company in accordance with the instructions for physical attendance above. This means that notification by postal vote alone is not sufficient for those who wish to attend the meeting in person.

Postal voting is conducted by shareholders completing and signing a special form, which is then sent to the Company 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. The voting form will be available on the Company's website, www.modelon.com/investor-relations, or provided on request.

The completed form must be received by the Company no later than 14 August 2025. Postal votes must not be accompanied by special instructions or conditions. If they are, the entire postal vote will be invalid. Further instructions and conditions are provided in the postal voting form.

A completed form for exercising voting rights also serves as notification of participation in the meeting. If shareholders vote by post through an assistant, a power of attorney must be enclosed with the postal voting form. If the shareholder is a legal entity, a certificate of registration or other authorisation document must also be enclosed.

Anyone wishing to withdraw a postal vote and instead exercise their right to vote by attending the meeting in person or through an assistant must notify the Company of this before the meeting opens.

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 14 August 2025 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/investor-relations. If the shareholder is a legal entity, an attested copy of the certificate of registration or its equivalent 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. Resolution on directed new issue of shares
7. Resolution on directed new issue of warrants of series TO 1 2025/2028
8. Resolution on directed new issue of warrants of series TO 2 2025/2028
9. Resolution on amendment of the articles of association
10. Closing of the general meeting

Item 6 – Resolution on directed new issue of shares

The board of directors of Modelon AB (publ), reg. no. 556672-3010, proposes that the general meeting resolves to increase the company's share capital with a maximum of SEK 83 752,11 by an issue of a maximum of 1 000 000 new shares on the terms and conditions set out below:

1. The right to subscribe for new shares shall, with deviation from the shareholders pre-emption rights, belong to Briarwood Capital Partners LP.

2. The reason for the deviation from the shareholders' pre-emption rights is to provide the company with additional capital and also to bring in long-term institutional owners.
3. Subscription shall be made on a subscription list not later than 3 September 2025. The board of directors shall have the right to extend the subscription period.
4. The new shares are issued at a subscription price of SEK 20 per share.
5. The subscription price for the new shares equals the market price as estimated by the board of directors.
6. Any share premium shall be transferred to the unrestricted premium reserve.
7. Payment for new shares shall be made not later than 3 September 2025 through payment in cash. The board of directors shall have the right to extend the payment period.
8. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. The resolution on new issue of shares requires that the company's articles of association are amended.
10. If a subscriber's subscription is subject to notification to the Swedish Inspectorate of Strategic Products according to the Swedish Act (2023:560) on screening of foreign direct investments, and such subscriber notifies the company no later than in connection with its subscription, allotment to such subscriber is conditional on approval or a decision to not take further action by the Swedish Inspectorate of Strategic Products.
11. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 7 – Resolution on directed new issue of warrants of series TO 1 2025/2028

The board of directors of Modelon AB (publ), reg. no. 556672-3010, proposes that the general meeting resolves to issue a maximum of 2,000,000 warrants of series TO 1 2025/2028 on the terms and conditions set out below:

1. The right to subscribe for new warrants shall, with deviation from the shareholders pre-emption rights, belong to Briarwood Capital Partners LP.
2. The reason for the deviation from the shareholders' pre-emption rights is to provide the company with additional capital and also to bring in long-term institutional owners.
3. Subscription of warrants shall be made on a subscription list not later than 3 September 2025. The board of directors shall have the right to extend the subscription period.
4. The warrants are issued free of charge.
5. If all warrants are used for subscription of shares, the company's share capital will increase with SEK 167,504.22 (based on the current quota value and provided that no recalculation is made in accordance with the warrant terms).
6. Each warrant entitles to subscription for one new share in the company at a subscription price of SEK 20. Any share premium shall be transferred to the unrestricted premium reserve.
7. Subscription of shares upon exercise of the warrants shall be made in accordance with the term and conditions for the warrants from the date of registration of the warrants to and including 31 August 2028.
8. A new share that has been issued by virtue of a warrant entitles to dividends for the first time on the first record date for dividend that take place after the subscription of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. Further, the warrants are covered by the terms and conditions in Appendix A (i).
10. The resolution on issue of warrants requires that the company's articles of association are amended.

11. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 8 – Resolution on directed new issue of warrants of series TO 2 2025/2028

The board of directors of Modelon AB (publ), reg. no. 556672-3010, proposes that the general meeting resolves to issue a maximum of 666,667 warrants of series TO 2 2025/2028 on the terms and conditions set out below:

1. The right to subscribe for new warrants shall, with deviation from the shareholders pre-emption rights, belong to Briarwood Capital Partners LP.
2. The reason for the deviation from the shareholders' pre-emption rights is to provide the company with additional capital and also to bring in long-term institutional owners
3. Subscription of warrants shall be made on a subscription list not later than 3 September 2025. The board of directors shall have the right to extend the subscription period.
4. The warrants are issued free of charge.
5. If all warrants are used for subscription of shares, the company's share capital will increase with SEK 55,834.77 (based on the current quota value and provided that no recalculation is made in accordance with the warrant terms).
6. Each warrant entitles to subscription for one new share in the company at a subscription price of SEK 30. Any share premium shall be transferred to the unrestricted premium reserve.
7. Subscription of shares upon exercise of the warrants shall be made in accordance with the term and conditions for the warrants from the date of registration of the warrants to and including 31 August 2028.
8. A new share that has been issued by virtue of a warrant entitles to dividends for the first time on the first record date for dividend that take place after the subscription of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
9. Further, the warrants are covered by the terms and conditions in Appendix A (ii).
10. The resolution on issue of warrants requires that the company's articles of association are amended.
11. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 9 – Resolution on amendment of the articles of association

The board of directors proposes that the meeting resolves to amend the articles of association in accordance with the below.

Current wording, § 5

The number of shares shall be at least 5,000,000 and not more than 20,000,000.

Proposed wording, § 5

The number of shares shall be at least 10,000,000 and not more than 40,000,000.

The proposal is conditional upon that the general meeting resolves in favour of the proposals in items 6, 7 and 8.

Majority requirements

A resolution in accordance with the proposals under items 6, 7, 8 and 9 above requires that the resolution be supported by shareholders corresponding to at least two-thirds of both the votes and the shares represented at the meeting.

Shareholders' right to request information

The board of directors and the CEO shall, upon request by any shareholder and where the board of directors believes that it can be done without significant harm to the Company, provide information concerning circumstances which may affect the assessment of an item on the agenda.

Documentation for the general meeting

The complete proposals of the board of directors in accordance with the above as well as other documents pursuant to the Swedish Companies Act, will be available at the Company's office on Ideon Science Park, 223 70 Lund, Sweden, and on the Company's website, www.modelon.com/investor-relations, no later than two weeks before the extraordinary general meeting. The documents will also be sent free of charge to shareholders who have requested this and provided their postal address. The documents will also be available at the extraordinary general meeting.

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>.

Modelon AB (publ)

The Board of Directors

For further information, please contact:

Jan Häglund, CEO

jan.haglund@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. Redeye AB is appointed the Company's Certified Adviser.

Attachments

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