

# Notice to a continued General Meeting and extraordinary General Meeting in Crown Energy AB (publ)

At the annual general meeting of Crown Energy AB (publ), reg. no. 556804-8598, (the “Company”), held on 10 June 2024, a shareholder holding at least one-tenth of all shares in the company requested that the resolutions regarding the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet, the allocation of the Company’s profit or loss according to the adopted balance sheet, and the discharge from liability for the board members and the managing director be postponed to a continued general meeting, and it was concluded that such postponement should take place.

The shareholders of the Company are therefore hereby invited to a continued general meeting to be held on Monday 5 August 2024 at 2:00 p.m. at the Company’s premises on Skeppargatan 27 in Stockholm, Sweden. The shareholders are also invited to an extraordinary general meeting to be held in conjunction with the continued general meeting. Unless as otherwise specified, a reference to the “Meeting” below shall be construed as referring to the continued general meeting and the extraordinary general meeting both individually and jointly.

## Registration and notification

Shareholders who wish to attend the Meeting must:

- i. on the record day, which is Friday 26 July 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 temporarily register the shares in their own name in order to be entitled to participate at the Meeting (so-called voting registration). Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Tuesday 30 July 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 Meeting no later than on Tuesday 30 July 2024. Notice of participation at the Meeting shall be sent by e-mail to [info@crownergy.se](mailto:info@crownergy.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.crownergy.se](http://www.crownergy.se).

**The proposed agenda for the continued general meeting**

1. Opening of the continued general meeting and election of chairman of the continued 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 continued general meeting has been duly convened.
7. 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.
8. Closing of the continued general meeting.

**The proposed agenda for the extraordinary general meeting**

1. Opening of the extraordinary general meeting and election of chairman of the extraordinary 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 extraordinary general meeting has been duly convened.
7. Election of a new board member.
8. Decision on the transferal and issuance of shares in the subsidiary SmarTee S.a.r.l. ("SmarTee")
9. Resolution on an LTIP program in SmarTee, including an issue of new shares in SmarTee to key persons
10. Closing of the extraordinary general meeting.

**Proposal for resolutions****Continued general meeting****Item 7.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.

**Extraordinary general meeting****Item 7: Election of a new board member**

It is proposed that, in addition to the board members elected at the annual general meeting, Fanny Waller be newly elected as ordinary board member for the period until the end of the next

annual general meeting.

Fanny Wallér is a Senior Advisor and Board Professional specialized in marketing and sustainability. She has several years of experience of board work in both listed and privately owned companies and is presently a board member in four companies in different industries. She has a background as Director of Communications, Marketing and Sustainability in a variety of Swedish large corporations.

Fanny holds a bachelor's degree from Uppsala University as well as diplomas from the universities of Montpellier and Barcelona.

### **Item 8: Decision on the transferal and issuance of shares in the subsidiary SmarTee**

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.

The CEO of Proger and the founders, or the company that they together establish 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.<sup>1</sup>

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 representing at least nine-tenths of the votes cast as well as of all shares represented at the extraordinary general meeting.

#### **Item 9: Resolution on an LTIP program in SmarTee, including an issue of new shares in SmarTee to key persons**

The board of directors of the Company has proposed that the extraordinary general meeting resolves upon the implementation of an LTIP program in the Company's Luxembourg subsidiary SmarTee, initially directed to key persons engaged in the SmarTee group. The reason for the LTIP program is to allow key persons in SmarTee (or its subsidiaries) to take part in the positive development of SmarTee, which is deemed to increase the possibility of attracting and retaining people with the desired knowledge and experience. It is the board of directors' view that such an LTIP program is customary in the markets in which SmarTee, through AccYouRate, operates, and therefore essential in order to retain skilled and valuable people.

The proposed LTIP program entails that an equity pool corresponding to 6 per cent of the shares in SmarTee (post-granting) is created through a new issue of shares in the subsidiary. The new shares are proposed to be issued at their quotient value, primarily to Dr. Amir Beker, who has been a key person engaged in SmarTee since the Company's acquisition in 2023, but also to be issued to other current and future key employees. Dr. Beker is now being appointed as CEO of SmarTee's Israeli subsidiary AccYouRate A.I., and in connection therewith, the board of directors has concluded that Dr. Beker's participation in the LTIP program is the most appropriate form of remuneration for him. The LTIP program is proposed to be subject to customary provisions on, *inter alia*, vesting.

The program will not include any shares or other equity instruments in Crown Energy. Further, Crown Energy has agreed with the co-owner of SmarTee, currently holding 15 per cent of the shares in SmarTee, that an anti-dilution mechanism shall be put in place in favour of Crown Energy, to the effect that Crown Energy's holdings in SmarTee shall remain intact after the implementation of the LTIP program. However, as the implementation of the LTIP program includes an issue of new shares in the Company's subsidiary SmarTee, to key persons in the Group, the implementation of the LTIP program is subject to approval by the shareholders of the Company pursuant to the provisions of Chapter 16 in the Swedish Companies Act.

The board of directors has against this background proposed that the extraordinary general meeting approves that SmarTee decides upon a directed share issue as set out above.

A decision in accordance with the above is only valid if it is supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the extraordinary general 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](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)

**Majority requirements**

A decision in accordance with items 8 and 9 above pertaining to the extraordinary general meeting is only valid if it is supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the extraordinary general 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 are available at the Company and at the Company's website, [www.crownenergy.se](http://www.crownenergy.se). 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 Meeting from the board of directors and the managing director in accordance with Ch. 7 Section 32 of the Swedish Companies Act.

[1] 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 July 2024  
Crown Energy AB (publ)  
The board of directors

**Contacts**

Please contact *Yoav Ben Eli*, CEO, Crown Energy AB  
+46 8 400 207 20  
+46 76-312 97 93

**About Crown Energy**

Crown Energy is transforming into a new and more socially responsible business direction, with focus on the medical technology industry and on improving the green footprint by way of investing in companies active in those areas.

The investment into the Healthtech company **AccYouRate** marked the start of the new Crown Energy in early 2023. AccYouRate holds high-tech patents and creates algorithms to support production of 'smart' wearable garments for use in the medical industry as well as services such as analysis, data gathering and extrapolations of medical information and growth of medical databases.

Crown has in early 2024 entered a strategic partnership with **KAYA Climate Solutions GmbH**, a project developer in nature-based solutions for climate change mitigation in Sub-Saharan Africa. This collaboration aims to be a starting point for large impact in climate change mitigation and adaptation through landscape restoration and nature conservation which will be financed by the voluntary carbon market and similar mechanisms.

The business area **Asset Development and Management** based in Angola is providing international companies Real estate and services. Crown Energy has been active in the oil and gas business for more than 10 years. Today the only remaining asset in the energy field is a passive holding of energy reserves which following the signing of a sale and purchase agreement is being divested. Crown has withdrawn from and/or written down its other earlier Licence holdings.

**Attachments**

**Notice to a continued General Meeting and extraordinary General Meeting in Crown Energy AB (publ)**