

Report from Annual General Meeting held on 27 May 2024 in Clavister Holding AB

Clavister Holding AB held its Annual General Meeting on 27 May 2024 in Örnköldsvik. For detailed information regarding the content of the resolutions, please refer to the full notice of the Annual General Meeting and the complete proposals, which are available on the company's website, www.clavister.com.

The following main decisions were made.

Adoption of the income statements and the balance sheets

The meeting resolved to adopt the income statement and the balance sheet as well as the income statement for the group and the balance sheet for the group for 2023.

Allocation of results

The meeting resolved, in accordance with the Board of Directors proposal, that the funds available for the meeting for the financial year 2023 be transferred to a new account.

Discharge from liability

The meeting granted the directors and the CEO discharge from liability towards the company for the management in 2023.

Board of Directors and auditors

The meeting resolved, in accordance with the Nomination Committee's proposal, that the Board of Directors shall be composed of four directors for the period until the next Annual General Meeting.

The meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect Andreas Hedskog, Staffan Dahlström and Stina Slottsjö as directors and to elect Tobias Öien as a new director for the period until the end of the Annual General Meeting 2025. It was resolved to re-elect Andreas Hedskog as chairman of the Board of Directors.

The meeting re-elected the registered accounting firm Öhrlings PricewaterhouseCoopers AB as the company's auditor, in accordance with the Nomination Committee's proposal.

The meeting resolved, in accordance with the Nomination Committee's proposal, that, for the period until the next Annual General Meeting, the directors' fees shall be SEK 450,000 for the chairman of the Board of Directors and SEK 225,000 for each of the other directors who are not employees of the group.

The meeting resolved, in accordance with the Nomination Committee's proposal, that fees to the auditor are to be paid in accordance with approved invoice.

Warrant program and approval of transfer of warrants

The meeting resolved, in accordance with the Board of Directors proposal, to introduce a warrant program to key employees in the Clavister Group. The program will in total encompass a maximum of 12,500,000 warrants. Each warrant carries a right to subscribe for one new share in the company at a subscription price of SEK 2. Subscription of shares by virtue of the warrants may be made during a period of two weeks from the date of publication of the interim report for the period 1 January – 31 March 2027, however, no later than two weeks from 30 June 2027.

Issue authorization

The meeting resolved, in accordance with the Board of Directors proposal, to authorize the Board of Directors to, on one or more occasions until the next Annual General Meeting, resolve on issue of new shares and/or warrants and/or convertible bonds. An issue of new shares and/or warrants and/or convertible bonds can be decided with or without regard of shareholders' pre-emption rights. Following this authorization, a total maximum number of shares equivalent to 20 per cent of the total number of outstanding shares in the company on the date when the authorization is utilised for the first time may be issued in new share issues, by utilising the warrants and/or through the conversions of convertible bonds.

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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For further information, please contact:

John Vestberg, President and CEO

Tel: +46 (0) 660 29 92 00

E-mail: john.vestberg@clavister.com

David Nordström, CFO

Tel: +46 (0) 660 29 92 00

E-mail: david.nordstrom@clavister.com

Attachments

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