

# CLIMEON ISSUES CLASS B SHARES TO GUARANTORS FOLLOWING THE COMPLETED RIGHTS ISSUE

PRESS  
RELEASE

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**The Board of Directors of Climeon AB (publ) ("Climeon" or the "Company") has today, pursuant to the agreements with guarantors entered into in connection with the rights issue of units conducted in November 2023 (the "Rights Issue"), resolved on a directed share issue of 6,614,156 class B shares as compensation to the guarantors in the Rights Issue. The shares are issued at a price of SEK 0.88 per class B share, corresponding to the subscription price attributable to one class B share in the Rights Issue. Payment is made by offsetting the guarantors' claims on the Company amounting to a total of approximately SEK 5.8 million.**

As previously communicated in connection with the Rights Issue, the guarantors in the Rights Issue shall receive compensation for their respective commitments in the form of newly issued class B shares of the Company. The guarantors in the Rights Issue were Fredrik Lundgren and Wilhelm Risberg, who provided guarantee commitments totaling approximately SEK 68 million. The Company's Board of Directors has today resolved, based on the authorization from the extraordinary general meeting held 26 October 2023, on a directed new issue of 3,307,078 class B shares to Fredrik Lundgren and 3,307,078 class B shares to Wilhelm Risberg as compensation for the guarantee commitments that they provided in the Rights Issue. The reason for the deviation from the shareholders' preferential rights is to fulfill the Company's obligations under the guarantee agreements, in line with the Board of Director's authorization.

The shares shall, pursuant to the guarantee agreements, be issued at a price corresponding to the higher of the subscription price in the Rights Issue attributable to a class B share and 90 percent of the volume weighted average price for the Company's class B-share on Nasdaq First North Premier Growth Market during the last three days that the unit rights in the Rights Issue were traded. On the basis hereof, the Board of Directors of the Company have resolved to issue the shares at a price of SEK 0.88 per class B share. The Board of Directors of the Company assesses that the subscription price is on market terms. All class B shares in the directed share issue have been subscribed for and allocated and the Board of Directors has resolved that payment shall be made by offsetting the guarantors' claims on the Company amounting to a total of approximately SEK 5.8 million.

## **Changes in share capital and number of shares and dilution**

Through the directed share issue to the guarantors, and before any exercise of warrants issued as part of a unit in the Rights Issue, the Company's share capital will increase by SEK 99,212.34 and the number of shares in the Company will increase by 6,614,156 class B shares. The directed share issue to the guarantors entails a dilution of approximately 3.1 percent of the number of shares in the Company.

### Advisors

DNB Markets, part of DNB Bank ASA, Sweden branch, is Sole Global Coordinator and Baker McKenzie is the legal advisor to the Company in relation to the Rights Issue.

### IMPORTANT INFORMATION

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus, corresponding to an EU Growth Prospectus, has been prepared by the Company due to the Rights Issue (the "**Prospectus**"). The Prospectus has been reviewed and approved by the Swedish Financial Supervisory Authority and been published on the Company's website. The Swedish Financial Supervisory Authority approves the Prospectus only to the extent that it meets the requirements for completeness, comprehensibility and consistency specified in the Prospectus Regulation.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Company. The information relating to the Rights Issue contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. DNB Markets, part of DNB Bank ASA, Sweden branch is acting for Climeon in connection with the Rights Issue and for no one else. DNB Markets, part of DNB Bank ASA, Sweden branch will not be responsible to anyone other than Climeon for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any other matter referred to herein.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offer of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States of America, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea, or any other jurisdiction where such distribution would require additional prospectus, registration or other measures in addition to those required by Swedish law, is prohibited, or otherwise is unlawful or cannot be made without the application of an exemption from such action. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

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### *Forward-looking statements*

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the group operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or that the assumptions on which it is based is correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies, and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of the date of this press release and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is required by law or Nasdaq First North Premier Growth Market's rule book for issuers.

### *Information to distributors*

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Company's shares have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should

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note that: the price of the Company's shares may decline and investors could lose all or part of their investment; the Company's shares offer no guaranteed income and no capital protection; and an investment in the Company's shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal, or regulatory selling restrictions in relation to the Rights Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Company's shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Company's shares and determining appropriate distribution channels.

*The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

### **FOR MORE INFORMATION, PLEASE CONTACT:**

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### **About Climeon AB (publ)**

Climeon is a Swedish product company operating within the energy technology sector. Climeon's proprietary technology, the Climeon HeatPower system, uses an Organic Rankine Cycle (ORC) process to convert low-temperature heat into clean, carbon free electricity. Providing access to dependable and cost-effective sustainable power, HeatPower enables industries to increase energy efficiency, decrease fuel consumption, and reduce emissions. As a non-weather-dependent source of green energy, HeatPower has the potential to diversify and safeguard the renewable energy mix and, therefore, accelerate the global transition to a net-zero future. Climeon's B shares are listed on the Nasdaq First North Premier Growth Market. FNCA Sweden AB is a Certified Adviser. Learn more at [climeon.com](http://climeon.com).

### **Image Attachments**

[Climeon Issues Class B Shares To Guarantors Following The Completed Rights Issue](#)

### **Attachments**

[Climeon Issues Class B Shares to Guarantors Following the Completed Rights Issue](#)