

NOTICE OF EXTRAORDINARY GENERAL MEETING IN CLIMEON AB (PUBL)

PRESS
RELEASE

The shareholders are hereby called to the Extraordinary General Meeting of Climeon AB (publ), 556846-1643, to be held on Thursday October 26, 2023, at 15:00.

The Extraordinary General Meeting will be held in Kista Gates premises at Torshamnsgatan 48 in Kista. Registration will take place from 14:30.

Participation in the Meeting

Shareholder wishing to participate in the meeting must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as of October 18, 2023, and
- have notified the company via the Company's website www.climeon.com/egm2023/ or via e-mail at bolagsstamma@climeon.com or by post to Climeon AB, Att. Bolagsstämman, Torshamnsgatan 44, 164 40 Kista at the latest by October 20, 2023. The notice shall include information of name, personal identity number/registration number, shareholding and, if applicable, details of any representatives and assistants, as well as contact details.

Information regarding administration of personal data please see: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

Nominee Shares

Shareholders with nominee shares must, in order to be entitled to participate in the meeting in addition to the notification in accordance with the above, arrange to be temporarily registered by Euroclear Sweden AB. The nominee must be notified of this in good time before October 18, 2023, so that the shareholder is listed in the presentation of the share register made by Euroclear Sweden concerning the circumstances that day. Such temporary owner registration, so called, voting rights registration, that have been made by the nominee no later than on May 18, 2023 will be taken into account in the presentation of the share register prepared by Euroclear Sweden AB.

Proxy, Power of Attorney, Etc.

The shareholders' rights at the extraordinary general meeting may be exercised by proxy. Power of attorney must be dated and signed and the original copy shall be brought to the general meeting. Furthermore, representatives of legal entities are requested to bring a certified copy of the certificate of registration of the legal entity or similar qualification documents when they attend the general meeting. Proxy forms are available at the company's website.

Proposed Agenda

1. Opening of the meeting
2. Appointment of chairman for the meeting
3. Drafting and approval of voting register
4. Approval of the agenda proposed by the Board
5. Appointment of attester

6. Resolution on whether the meeting has been duly convened
7. Decision on the amendment of the articles of association
8. Decision to authorise the Board to decide on share issues of B-shares, etc.
9. Other matters
10. Closing of the meeting

Proposal from the Board

Item 7); Decision on the amendment of the articles of association

At the time of notice, there are a total of 95,105,086 shares outstanding in the company. As part of the board's intention to carry out a rights issue based on authorization, which is proposed to be decided on according to point 8 below and according to what appears in the company's press release as published this day, the board proposes that the general meeting decides to change the articles of association by adopting new limits for the number of shares and the share capital as follows;

4. Share Capital Limits

Proposal for new wording in point 4 of the current articles of association:

"The share capital is a minimum of SEK 1,425,000 and a maximum of SEK 5,700,000."

5. Number of Shares

Proposal for new wording in point 5 of the current articles of association:

"The number of shares shall be a minimum of 95,000,000 and a maximum of 380,000,000."

6. Share Class

Proposal for new wording in the first paragraph of point 6 of the current articles of association:

"The shares can be partly A shares and partly B shares. A shares can be issued to a maximum of 380,000,000 and B shares to a maximum of 380,000,000. "

The CEO, or whoever the board appoints, shall have the right to make minor adjustments that may be required in connection with the registration of the decision with the Swedish Companies Registration Office.

For the decision to be valid, the proposal must be supported by shareholders representing at least two thirds (2/3) of both the votes given at the general meeting and those shares represented at the meeting.

Item 8): Decision to authorize the Board to decide on share issues of B-shares, etc.

The board proposes that the extraordinary general meeting decides to authorize the board to, until the next annual general meeting, on one or more occasions decide on the issue of B shares and/or warrants with the right to subscribe for B shares without deviating from the shareholder's pre-emptive right and to decide on the issue of B shares with deviation from the shareholders' pre-emptive right. Decisions supported by the authorization without deviating from the shareholders' preemptive right must be made with a maximum of the total number of shares and warrants that can be issued without changing the articles of association adopted at any time. Decisions based on the authorization to issue B shares with a deviation from the shareholders' pre-emptive right must be made no more than an increase in the share capital of 9 percent based on the total share capital in the Company at the time of the extraordinary general meeting.

The issue must take place at a market-based subscription price, subject to a market-based issue discount where applicable, and payment must, in addition to cash payment, be made with property in kind or by set-off, or otherwise with conditions.

The authorization is intended, among other things, to be used to carry out the preferential issue of units that the board intends to decide on according to the company's press release published today, which enables the Company to realize the adopted strategy and increase the Company's working capital. If the board decides on an issue with a

PRESS RELEASE

deviation from the shareholders' pre-emptive rights, the reason, in addition to what is stated above, may be to provide the Company with additional working capital and, where appropriate, to offset compensation to guarantors in a pre-emptive issue. If the board deems it appropriate to enable the delivery of shares in connection with an issue as described above, this can be done at a subscription price corresponding to the quota value of the shares.

This authorization shall, after it has been registered with the Swedish Companies Registration Office, replace the authorization that was decided by the annual general meeting on May 16, 2023 and which was registered with the Swedish Companies Registration Office on June 2, 2023.

The managing director or the person appointed by the board is authorized to make the minor adjustments that may be necessary in connection with registration of the decision with the Swedish Companies Registration Office.

For the decision to be valid, the proposal must be supported by shareholders representing at least two thirds (2/3) of both the votes cast at the meeting and those represented at the meeting the shares.

Other

Proxy forms and complete proposals for resolutions as well as other documents that must be available according to the Swedish Companies Act are kept available no later than two weeks before the meeting. All documents according to the above are kept available at Climeon AB (publ) and on the company's website, www.climeon.com, and are sent to shareholders who request it and provide their e-mail or postal address.

The shareholders are reminded of the right to, at the extraordinary general meeting, request information from the Board and the CEO in accordance with chapter 7 Section 32 of the Swedish Companies Act.

The number of outstanding shares in the company at the time of this notice amounts to 95,105,086, of which 9,450,000 A shares and 85,655,086 B shares, corresponding to a total of 180,155,086 votes.

Kista in September 2023
Climeon AB (publ)
Board of Directors

This document has been published in a Swedish and an English version. The Swedish version shall prevail in the event of differences between the two.

FOR MORE INFORMATION, PLEASE CONTACT:

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PRESS RELEASE

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.

Image Attachments

[Notice of EGM_Climeon PR Image](#)

Attachments

[Notice of Extraordinary General Meeting in Climeon AB \(Publ\)](#)