CLIMEON

NOTICE OF EXTRAORDINARY GENERAL MEETING IN CLIMEON AB (PUBL)

PRESS RELEASE

The shareholders of Climeon AB (publ), reg. no. 556846–1643 (the "Company") are hereby invited to attend an Extraordinary General Meeting on 29 September 2026 at 14:00 CEST.

The Extraordinary General Meeting will be held at the Company's premises at Torshamnsgatan 44 in Kista. Registration will take place from 13:30 CEST.

Right to participate in the Meeting

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be registered as shareholders in the share register maintained by Euroclear Nordics AB as of 21 September 2026; and
- notify the Company of their participation by registering via the Company's website at **https://climeon.com/investors-general-meetings/**, by e-mail to **bolagsstamma@climeon.com**, or by post to Climeon AB, attn: Extraordinary General Meeting, Torshamnsgatan 44, 164 40 Kista, no later than 23 September 2026. When giving notice, the shareholder shall state name, personal identity number or company registration number, registered shareholding, details of any proxy or assistants, and contact information.

For information on the processing of personal data, please refer to **https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf**.

Nominee-Registered Shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to participate in the Extraordinary General Meeting, in addition to giving notice of participation as set out above, temporarily request to be entered as shareholders in the share register maintained by Euroclear Nordics AB. Shareholders must notify their nominee thereof well in advance of 21 September 2026, so that such registration may be included in the printout of the share register prepared by Euroclear Nordics AB as of that date. Such temporary registration of ownership, so-called voting rights registration, effected by the nominee no later than 23 September 2026, will be taken into account in the preparation of the share register by Euroclear Nordics AB.

Proxy, Power of Attorney, Etc.

Shareholders' rights at the Extraordinary General Meeting may be exercised by an authorized proxy. The power of attorney must be dated and signed and must be brought to the Extraordinary General Meeting in original. Representatives of legal entities must bring a certified copy of the registration certificate or equivalent authorization documents. A proxy form is available on the Company's website.

Proposed Agenda

1. Opening of the Meeting
2. Election of the Chair of the Meeting
3. Preparation and approval of the voting list

4. Election of a person to verify the minutes
5. Determination of whether the Meeting has been duly convened
6. Approval of the agenda
7. Shareholders' proposal for resolution on a directed new share issue of series B shares to subscribers within the scope of Chapter 16 of the Swedish Companies Act
8. Closing of the Meeting

Proposals

Item 7 – Shareholders' proposal for resolution on a directed new share issue of series B shares to subscribers within the scope of Chapter 16 of the Swedish Companies Act

On 9 September 2026, the Company announced an accelerated bookbuilding procedure regarding a directed new share issue of series B shares. In connection therewith, the proposed subscribers set out in this proposal under item 7 expressed their interest in participating in the share issue. As these persons fall within the scope of Chapter 16 of the Swedish Companies Act (2005:551), the share issue to those persons needs to be resolved by the general meeting. Thus, shareholders holding more than ten percent of the shares and votes in the Company (the "**Shareholders**") propose that the Extraordinary General Meeting resolves on a directed new share issue of a maximum of 539,500 shares of series B, entailing an increase of the share capital of a maximum of SEK 80,925, with deviation from the shareholders' preferential rights, as follows.

1. Right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be attributed to CEO Lena Sundquist (37,037 shares of series B), CTO Henrik Österman (18,518 shares of series B), Silon AB (owned by the board member Thomas Öström) (296,296 shares of series B), and board member Olle Bergström (187,649 shares of series B), all of whom fall within the scope of Chapter 16 of the Swedish Companies Act (2005:551) (the so-called Leo rules). Oversubscription may not occur.
2. The subscription price for the shares of series B shall be SEK 2.70 per share. As the subscription price has been determined through an accelerated bookbuilding procedure, carried out by Augment Partners AB on 9 September 2026, the Shareholders' assessment is that the subscription price reflects current market conditions and demand, and that the subscription price is therefore market-based.
3. The amount that exceeds the share's quota value shall be transferred to the unrestricted premium reserve.
4. Subscription shall be made by way of payment no later than on 6 October 2026. The board of directors is entitled to extend the subscription and payment period.
5. The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and in the share register kept by Euroclear Nordics AB.
6. In preparation for the share issue, the Shareholders, taken into account the accelerated bookbuilding procedure stated above, have conducted an analysis of the conditions for, and carefully considered the possibility of raising capital through, a rights issue. The conclusion of this assessment, under the prevailing conditions, is that the share issue is the most favorable option for the Company and its shareholders. The reasons for this and the deviation from the shareholders' preferential rights have been based on the following considerations and conclusions:

i. A rights issue would take significantly longer to complete, which may thus risk depriving the Company of the opportunity to raise capital to ensure the Company's liquidity needs in the short and medium term, which could ultimately impair the Company's financial and operational flexibility. The share issue also provides the Company with greater flexibility to act on business opportunities and manage prevailing market conditions.
ii. A directed issue is expected to result in lower transaction costs and less administrative complexity than a rights issue.
iii. A rights issue would likely need to be carried out at a significant discount to the market price, which would result in greater dilution for non-participating existing shareholders.

In view of the above, the Shareholders consider, after an overall assessment, that the share issue is the most advantageous option for the Company to raise capital in a cost and time efficient manner to strengthen the Company's financial position, while maintaining the most value in the Company and being most favorable for the Company's shareholders.

7. The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Nordics AB or due to other formal requirements.

Majority requirements
For a valid resolution in accordance with this item 7, it is required that it has been supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

Other

Proxy forms, the complete proposals and other documents that shall be made available in accordance with the Swedish Companies Act will be kept available at Climeon AB (publ) and on the Company's website, **www.climeon.com** , and will be sent to shareholders who request them and provide their e-mail or postal address.

If requested by any shareholder and if the Board of Directors considers that this can be done without material harm to the Company, the Board of Directors and the CEO shall provide information at the Extraordinary General Meeting regarding circumstances that may affect the assessment of an item on the agenda and the Company's relationship to other companies within the group, in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

At the time of this notice, the total number of outstanding shares in the Company amounts to 63,030,968 shares, of which 390,000 are Class A shares and 62,640,968 are Class B shares, corresponding to a total of 66,540,968 votes.

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Kista in September 2026
Climeon AB (publ)
The Board of Directors

For more information, please contact;
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About Climeon AB
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

Climeon Powering A Sustainable Future

Attachments

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