

CLIMEON CARRIES OUT DIRECTED ISSUE OF CLASS B SHARES OF SEK 50 MILLION

PRESS
RELEASE

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Climeon AB (publ) ("Climeon" or the "Company") carries out a directed share issue of 18,518,519 class B shares at a subscription price of SEK 2.70 per share (the "Share Issue"). The subscription price has been determined through a so-called accelerated bookbuilding procedure performed by Augment Partners AB ("Augment Partners"). The Share Issue is divided into two tranches. The first tranche, comprising 17,979,019 class B shares, has been resolved upon by the Board of Directors pursuant to the authorization granted by the annual general meeting on 18 May 2026 ("Tranche 1"). In Tranche 1, class B shares have been subscribed for by both new investors and existing shareholders, including Tomas Aronsson, J.A Kjellberg och Söner AB, SEB-Stiftelsen, Stefan Wikström and Cidro Förvaltning AB. The second tranche comprises 539 500 class B shares and is proposed to be directed to Board members Thomas Öström and Olle Bergström as well as the Company's CEO Lena Sundquist and CTO Henrik Österman ("Tranche 2"). Tranche 2 requires a separate resolution by an extraordinary general meeting which is expected to be held on or about 29 September 2026. The notice for the extraordinary general meeting will be published through a separate press release.

The Share Issue

The bookbuilding procedure that was announced by the Company earlier today has been completed and Climeon carries out a directed issue of 18,518,519 class B shares at a subscription price of SEK 2.70 per class B share, corresponding to issue proceeds of SEK 50 million before transaction costs.

The Share Issue is divided into two tranches. Tranche 1, comprising 17,979,019 class B shares, has been resolved upon by the Board of Directors pursuant to the authorization granted by the annual general meeting on 18 May 2026. In Tranche 1, class B shares have been subscribed for by both new investors and existing shareholders, including Tomas Aronsson, J.A Kjellberg och Söner AB, SEB-Stiftelsen, Stefan Wikström and Cidro Förvaltning AB. All class B shares in Tranche 1 have been subscribed for and allocated.

The Share Issue pursuant to Tranche 2 comprises 539,500 class B shares and is proposed to be directed to Board members Thomas Öström and Olle Bergström as well as the Company's CEO Lena Sundquist and CTO Henrik Österman. Pursuant to Chapter 16 of the Swedish Companies Act (2005:551) (the so-called 'Leo rules'), Tranche 2 must be resolved upon by an extraordinary general meeting with the support of at least nine-tenths of both the votes cast and the shares represented at the meeting. Shareholders, holding more than ten percent of the shares and votes in the Company, has therefore submitted a proposal to the extraordinary general meeting regarding the resolution to carry out Tranche 2. The Board of Directors' resolution regarding Tranche 1 is not contingent upon the extraordinary general meeting resolving to carry out Tranche 2. The extraordinary general meeting is expected to be held on or about 29 September 2026. The notice for the extraordinary general meeting will be published through a separate press release.

The subscription price in the Share Issue has been determined through an accelerated bookbuilding procedure. Consequently, it is the board of directors' assessment that the subscription price reflects current market conditions and demand and that the subscription price is therefore on market terms. The subscription price corresponds to a discount of 10.0 percent against the closing price on 9 September 2026 and a discount of approximately 10.4 percent against the volume-weighted average price during the last ten trading days.

The use of the issue proceeds

Climeon has, over the past period, established a validated product platform in HeatPower 300 and a growing base of commercial references in both maritime and industrial applications. The Company intends to use the issue proceeds to convert the existing sales pipeline into delivered orders:

- i) Continued commercialisation in the maritime segment, building on operational units onboard vessels as a strong commercial reference, including follow-on opportunities.
- ii) Commercial scale-up in prioritised industrial segments, focusing on the specific industrial applications and processes where HeatPower 300 has demonstrated near plug-and-play installation and attractive payback.

Deviation from the shareholders' preferential right

In preparation for the Share Issue, the Company's Board of Directors has 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) Through a directed issue such as the Share Issue, there is potential to diversify and strengthen the Company's shareholder base with both Swedish and international investors and broaden the base of financially strong shareholders who are deemed to have the financial capabilities to support the Company's operations in the long term, which is further deemed to strengthen Climeon's ability to execute on the Company's growth strategy.
- iii) The Share Issue is deemed to be able to be carried out at a significantly lower cost and with less complexity than a rights issue.
- iv) 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 Board of Directors considers, after an overall assessment, that the Share Issue is the most advantageous option for Climeon to raise capital in a cost and time efficient manner in order to strengthen the Company's financial position, while maintaining the most value in the Company and being most favorable for the Company's shareholders.

Number of shares, share capital and dilution

The Share Issue entails an increase in the Company's share capital by SEK 2,777,777.85 from SEK 9,454,645.20 to SEK 12,232,423.05, and the number of shares increases by 18,518,519 class B shares, from 63,030,968 to 81,549,487 shares (divided into 390,000 class A shares and 81,159,487 class B shares) (calculated on the total number of class B shares in the Share Issue for both Tranche 1 and Tranche 2). The Share Issue entails a dilution of approximately 22.7 percent in relation to the total number of outstanding shares in the Company after the Share Issue.

Lock-up

Shareholding members of the Company's Board of Directors and management have undertaken towards Augment Partners, with certain exceptions, not to dispose of shares or other financial instruments in the Company for a period of 6 months after the announcement of the Share Issue.

Advisors

Augment Partners is Sole Manager and Bookrunner in connection with the Share Issue. BÅHR Advokatbyrå is acting as legal advisor to the Company in connection with the Share Issue. Aqurat Fondkommission AB is issuing agent in connection with the Share Issue.

For more information, please contact;

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This information is information that Climeon AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation 596/2014. The information was submitted for publication, through the agency of the contact persons set out above, at the time stated by the Company's news distributor at the publication of this press release.

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 www.climeon.com.

Since Climeon AB (publ) has made the assessment that the Company conducts activities worthy of protection according to the Swedish Foreign Direct Investments Act (Sw. lag (2023:560) om granskning av utländska direktinvesteringar), certain investments in the Share Issue may require review by the Swedish Inspectorate for Strategic Products (Sw. Inspektionen för strategiska produkter). For more information, please visit the Swedish Inspectorate for Strategic Products' website, www.isp.se, or contact the Company.

Important information

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This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of shares or other securities in any EEA country and no prospectus has been or will be prepared in connection with the Share Issue. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

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Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or expectations regarding the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and can be identified by the use of words such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "anticipates", "should", "could" and, in each case, the negatives thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will materialize or that they are accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes could differ materially from those in the forward-

looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements contained in this press release are accurate and any reader of this press release should not place undue reliance on the forward-looking statements contained in this press release. The information, opinions and forward-looking statements expressed or implied herein are made only as of the date of this press release and are subject to change. 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, except as required by law or Nasdaq First North Premier Growth Market's Rule Book for Issuers.

Information to distributors

For the purpose of complying with the product governance requirements set out in: (a) Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments, as consolidated, ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593, which complements MiFID II; and (c) national implementing measures (together, the "**MiFID II Product Governance Requirements**") and to discharge any non-contractual, contractual or other liability to which any "manufacturer" (within the meaning of the MiFID II Product Governance Requirements) might otherwise be subject, the Climeon B Shares have been subject to a product approval process, which has determined that such shares are: (i) suitable for a target market of retail investors and investors meeting the criteria of professional clients and eligible counterparties, as defined in MiFID II (the "**Positive Target Market**"); and (ii) suitable for distribution through all distribution channels permitted under MiFID II. Distributors should note that: the price of the shares in Climeon may fall and investors may lose all or part of their investment; the shares in Climeon carry no guarantee of return or capital protection; and an investment in the shares in Climeon is suitable only for investors who (acting alone or with the assistance of an appropriate financial or other adviser) are capable of evaluating the merits and risks of such investment and who have sufficient resources to bear the losses that such investment may involve. Conversely, an investment in the shares of Climeon is not suitable for investors who require full capital protection or full repayment of the amount invested, cannot bear any risk or who require guaranteed or predictable returns (the "**Negative Target Market**", and together with the Positive Target Market, the "**Target Market**"). The Target Market Assessment is without prejudice to any other requirements relating to contractual, legal or regulatory selling restrictions in connection with the 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 (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 Shares.

Each distributor is responsible for carrying out its own Target Market Assessment in respect of the shares in Climeon and for deciding on appropriate distribution channels.

This information is information that Climeon is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2026-09-09 23:49 CEST.

Image Attachments

Climeon Powering A Sustainable Future

Attachments

Climeon Carries Out Directed Issue of Class B Shares of SEK 50 Million