

NOTICE OF EXTRAORDINARY GENERAL MEETING IN MODELON AB (PUBL)

The shareholders in Modelon AB (publ), corp. reg. no. 556672-3010, ("Company") are hereby convened to the extraordinary general meeting to be held on 7 June 2024, at 1 p.m. at Ideon Science Park, Scheelevägen 17, Lund, Sweden.

Notification etc.

Shareholders who wish to participate in the extraordinary general meeting shall:

- partly, be entered in their own name (not nominee-registered) in the shareholders' register kept by Euroclear Sweden AB on 29 May 2024, and
- partly, send in their registration so it is received by the Company no later than on 31 May 2024, either by mail to Modelon AB, Att. Jonas Eborn, Ideon Science Park, 223 70 Lund, Sweden (marked "extraordinary general meeting") or by e-mail to jonas.eborn@modelon.com.

With their registration, shareholders shall state their name, personal ID/corporate registration number (or equivalent), address, telephone number (daytime), shareholdings, the names of any advisers (maximum two) and, when applicable, the details of a proxy or representative.

Nominee-registered shares

Shareholders who have registered their shares in the name of a nominee must, in order to participate in the extraordinary general meeting, request registration of the shares in their own name in the share register maintained by Euroclear Sweden AB as of the record date as described above. Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's routines, request that the nominee make such registration. Registration of voting rights that has been requested by shareholders at such a time that the registration has been made by the nominee no later than 31 May 2024 will be considered in the production of the share register.

Shareholders who intend to attend by proxy must issue a dated power of attorney for the proxy. If a power of attorney is issued by a legal entity, a certified copy of the certificate of registration or its equivalent for the legal entity must be attached. The period of validity of the power of attorney is permitted to be up to five years from its issuance. A copy of the proxy, as well as any registration certificate, should be sent well in advance of the extraordinary general meeting to the Company on the address stated above. The Company provides proxy forms on request, and they are also available at the Company website, www.modelon.com/egm2024jun.

Proposed agenda

1. Opening of the meeting and election of the chairman for the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination as to whether the extraordinary general meeting has been duly convened

6. Resolution regarding approval of the resolution by the board of directors to issue shares of series B with pre-emption right for existing shareholders
7. Resolution regarding authorisation for the board of directors to resolve on issues of new shares of series B
8. Closing of the extraordinary general meeting

Proposals to resolutions

Item 6 – Resolution regarding approval of the resolution by the board of directors to issue shares of series B with pre-emption right for existing shareholders

The board of directors of the Company proposes that the extraordinary general meeting resolves to approve the resolution by the board of directors to issue shares of series B with pre-emption right for the Company's shareholders as set out below.

On 21 May 2024, the board of directors resolved, subject to approval by the extraordinary general meeting, to increase the Company's share capital with not more than SEK 461,326.23 by an issue of not more than 5,508,235 new series B shares on the terms and conditions set out below.

1. The right to subscribe for new shares of series B shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the Company, whereby holding of one (1) share entitles to one (1) subscription right. Two (2) subscription rights entitle subscription for one (1) new share of series B.
2. In the event that all new shares are not subscribed for with pre-emption rights the board of directors shall, within the limit of the maximum number of shares to be issued, resolve on allocation of shares that are not subscribed for with pre-emption rights. Such allocation shall firstly be made to subscribers who have subscribed for shares with the support of subscription rights and who have registered an interest in subscribing for shares without the support of subscription rights, pro rata the number of subscription rights that each of those who have registered interest to subscribe for shares without support of subscription rights used for subscription of shares, and secondly to others who have registered an interest in subscribing for shares without subscription rights, pro rata their registered interest. To the extent that allotment in any stage according to the above cannot take place pro rata, allotment shall be made by drawing lots.
3. The record date for participation in the new issue of shares shall be 17 June 2024.
4. The new shares are issued at a subscription price of SEK 9.1 per share.
5. The share premium shall be transferred to the unrestricted premium reserve.
6. Subscription with pre-emption rights shall be made by cash payment during the period from 19 June 2024 to 3 July 2024. Subscription without pre-emption rights shall be made on a subscription list during the same period. Payment for shares subscribed for without pre-emption rights shall be made by cash payment not later than three banking days after information regarding allotment of shares was sent. The board of directors shall have the right to extend the subscription and payment period.
7. The new shares entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office and been recorded in the share register kept by Euroclear Sweden AB.
8. The managing director, or any other person appointed by the board of directors, shall have the right to take those smaller measures that may be required in order to register the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 7 – Resolution regarding authorisation for the board of directors to resolve on issues of new shares of series B

The board of directors of the Company proposes that the general meeting of shareholders resolves to authorise the board of directors for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the Company's share capital by an issue of not more than 1,098,901 new shares of series B. The board of directors shall be authorised to adopt resolutions on an issue of shares of series B with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act.

The authorisation shall apply in addition to the authorisation decided by the annual general meeting on 14 May 2024.

An issue in accordance with this authorisation shall be on market terms, subject to issue discounts in line with market practice. The board of directors shall be authorised to decide on the terms and conditions regarding issues under this authorisation and what persons shall be entitled to subscribe for the shares. The reason to propose that the board of directors shall be authorised to resolve on an issue with deviation from the shareholders' pre-emption rights and that the board shall be authorised to decide on an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to above is that the Company shall be able to issue additional shares to investors in order to take advantage of any oversubscription in the rights issue which was resolved on by the board on 21 May 2024 and which is proposed to be approved by the general meeting according to a separate item on the agenda.

It is proposed that the managing director is authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

A resolution in accordance with the proposal of the board of directors is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Information at the extraordinary general meeting

The board of directors and the CEO shall, upon request by any shareholder and where the board of directors believes that it can be done without significant harm to the Company, provide information concerning circumstances which may affect the assessment of an item on the agenda.

Available documentation

The complete proposals of the board of directors in accordance with the above as well as other documents pursuant to the Swedish Companies Act, will be available at the Company's office on Ideon Science Park, 223 70 Lund, Sweden, and on the Company's website, www.modelon.com/investor-relations, no later than two weeks before the extraordinary general meeting. The documents will also be sent free of charge to shareholders who have requested this and provided their postal address. The documents will also be available at the extraordinary general meeting.

Processing of personal data

For information regarding the processing of your personal data, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Lund in May 2024

Modelon AB (publ)

Board of Directors

For further information, please contact:

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About Modelon

Modelon offers systems modeling and simulation software that accelerates product innovation, development and operations in a range of industries. Modelon's flagship product, Modelon Impact, is a cloud-native system simulation software platform featuring a collaborative browser-based interface and thousands of proven models and components spanning a broad range of applications. Headquartered in Lund, Sweden, and with global reach, Modelon is an expert industry leader in model-based systems engineering with a focus on leveraging open standard technologies.

Modelon AB is listed on Nasdaq First North Growth Market with ticker symbol MODEL B. Redeye AB is appointed the Company's Certified Adviser.

Attachments

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