

The Nomination Committee's proposals and motivated statement to the Annual General Meeting of Climeon AB (publ) on 19 May 2021 and including the Nomination Committee's work report

Climeon AB's Nomination Committee for 2021 has been constituted based on the ownership as per 31 August 2020 and comprises the following members:

- Anne Holm Rannaleet, the Chairman of the Nomination Committee, appointed by the shareholder Joachim Karthäuser
- Helen Öström, appointed by the shareholder Thomas Öström
- Niklas Johansson, appointed by the shareholder Handelsbanken Fonder AB
- Caroline Sjösten, appointed by the shareholder Swedbank Robur Fonder AB
- Per Olofsson, the Chairman of the Board

The Nomination Committee has held three minuted meetings and has also maintained continuous contact and considered material and proposals in-between these meetings. During these meetings, the Committee dealt with the matters that it has a duty to deal with under the Swedish Code of Corporate Governance.

Shareholders have been informed of the possibility to submit proposals to the Nomination Committee. Several proposals from the shareholders have been received and considered by the Nomination Committee.

Proposals of the Nomination Committee to the AGM and motivated statement

Election of the Chairman of the Meeting

It is proposed that the lawyer Sven Rasmusson at Rasmusson & Partners Advokat AB will be appointed as Chairman of the AGM.

Appointment of signatories

It is proposed that Anne Holm Rannaleet and Niklas Johansson are appointed as signatories of the minutes.

Number of directors and deputies

It is proposed that the Board should comprise of five (5) directors (previous year 7) and no deputy directors (previous year 0) for the period up to the next AGM.

Number of auditors and deputies

It is proposed that one auditing firm is appointed as the company's auditor.

Fees for the Board of Directors and auditor

The Nomination Committee proposes that the overall Board fee will be SEK 1,200,000 (previous year SEK 1,400,000); whereof SEK 400,000 is to be allocated to the Chairman (previous year SEK 400,000) and SEK 200,000 (previous year SEK 200,000) to all other non-employed Board members. In addition, an overall fee of up to SEK 60,000 shall be paid to the remuneration committee whereof SEK 40,000 (SEK 40,000) to the Chairman of the remuneration committee and SEK 20,000 (SEK 20,000) to each other member of the remuneration committee. An overall fee of up to SEK 160,000 is proposed to be paid to the audit committee, whereof SEK 80,000 (SEK 80,000) to the Chairman of the audit committee and SEK 40,000 (SEK 40,000) to each other member of the audit committee.

The Nomination Committee proposes that the auditor will be paid a fee in accordance with a reasonable invoice approved by the company.

Election of Board members and Chairman of the Board

It is noted that Per Olofsson, Vivianne Holm and Olle Bergström have declined re-election. It is proposed that the present board members Jan Svensson, Thomas Öström, Therese Lundstedt and Charlotte Strand will be re-elected and that Anders Lindberg will be newly elected. Thomas Öström is proposed to be newly elected as Chairman and Jan Svensson re-elected as Vice Chairman.

Anders Lindberg, born in 1965 in Sweden, has a Master of Science in Electrical Engineering from the Royal Institute of Technology in Stockholm and a Master of Business Administration from the Stockholm School of Economics. Anders is today the CEO of Dellner, a global supplier of components to the train industry. Prior to this he served as Executive Vice

President at Ørstedt (previously Dong Energy), a Danish company within renewable energy and global leader in offshore wind farms, responsible for projects as well as for the EPC (Engineering, Procurement, Construction) organisation. Anders has also worked for Bombardier, Adtranz and ABB. He has board experience from his current position as Vice Chairman of the listed Danish company MT Højgaard

Information about the Board members proposed for re-election and new election is available at the company's website www.climeon.com.

Motivated statement regarding the Board and fee proposal

The Nomination Committee has applied Section 4.1 of the Swedish Code of Corporate Governance as its diversity policy when processing its proposal as regards election of Board members. The Nomination Committee has in its work considered the aim to achieve gender balance within the Board and that the Board should be characterized by diversity and breadth in competencies, experiences and backgrounds.

The Nomination Committee is of the opinion that the Board work is well-functioning. The Nomination Committee has in connection with its work considered which characteristics, experiences and competencies should complement the Board and how the continuous renewal process within the Board of Directors can best be effected.

The Nomination Committee considers that the proposed Board members individually and as a group possess a wide range of competencies and experiences that are relevant for Climeon's business, but also as regards capital markets, financing, accounting, sustainable businesses, communication and marketing and in generating long-term shareholder value and good board work in general.

With his experience within several of the areas mentioned above Anders Lindberg is specifically considered to add competence and experience regarding project development and delivery within the renewable energy sector globally, as well as from product development and manufacturing of industrial products. Anders Lindberg thus further broadens and deepens the Board's current areas of competence and experience. Therefore, the Nomination Committee considers that the proposed Board members together constitute a Board of Directors which meets the requirement of continuity and has the versatility and competence, experience and background required with respect to Climeon's business, development phase and other circumstances. The Nomination Committee's proposal which includes a slightly smaller Board, also implies that the more even gender distribution within the Board achieved at the 2020 AGM remains. The Nomination Committee's proposal of Board members fulfils the independence requirements in accordance with the Swedish Code of Corporate Governance.

The Nomination Committee has discussed the level and structure of the Board compensation. A basic principle when assessing Board fees is that these shall be competitive and make it possible to recruit and retain individuals with the best possible competence. When assessing the level of fees, a comparison has been made in relation to Board fees in companies of equal size and complexity, it has also been taken into account that the AGM 2020 decided to increase the Board fees in accordance with the Nomination Committee's proposal. Against this background, the Nomination Committee has concluded that the present level and structure are reasonable and well justified.

Auditor

The Nomination Committee proposes, in accordance with the audit committee's recommendation, re-election of the audit firm Deloitte AB. It is noted that Deloitte AB has notified that the chartered accountant Johan Thelander will remain as main auditor if Deloitte AB is re-elected.

Instructions for the Nomination Committee

The Nomination Committee has reviewed the current instructions for the Nomination Committee, which were approved by the Annual General Meeting 2020, and has decided that no changes will be proposed.

Stockholm in April 2021

The Nomination Committee of Climeon AB (publ)

Anne Holm Rannaleet (Chairman)

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.