

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA, NEW ZEALAND, HONG KONG, JAPAN, SINGAPORE, SOUTH AFRICA, SOUTH KOREA OR ANY OTHER JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OR ANY OTHER MEASURES. PLEASE REFER TO IMPORTANT INFORMATION AT THE END OF THE PRESS RELEASE.

Press release 3 April 2019

CLIMEON COMPLETES A DIRECTED NEW SHARE ISSUE OF 3,000,000 CLASS B SHARES, RAISING PROCFEDS OF SFK 249 MILLION

The board of directors of Climeon AB (publ) ("Climeon" or the "Company") has, as communicated in the Company's press release earlier today, resolved to carry out a directed new share issue of 3,000,000 Class B shares at a subscription price of SEK 83 per share. The share issue was substantially over-subscribed with large interest from institutional investors in the Nordics, Germany, UK and USA. Through the directed new share issue, Climeon will receive proceeds amounting to SEK 249 million.

The board of directors of Climeon has, based on the authorization given by the annual general meeting on 19 April 2018, and as communicated in the Company's press release earlier today, resolved to carry out a directed new share issue of 3,000,000 Class B shares to institutional investors (the "Directed New Share Issue"). The Directed New Share Issue was, among others, subscribed for by Handelsbanken, Skandia, Länsförsäkringar, Enter Fonder and institutional investors in the Nordics, Germany, UK and USA. The transaction was carried out through an accelerated book building procedure by the Company's financial advisor Pareto Securities AB ("Pareto Securities").

The subscription price in the Directed New Share Issue is set to SEK 83 and has been determined through the book building procedure. Through the Directed New Share Issue, Climeon will raise SEK 249 million before transaction costs. The subscription price in the Directed New Share Issue constitutes a discount of 7.7 percent compared the closing price on 3 April 2019.

The Directed New Share Issue entails a dilution of approximately 6 percent of the number of shares and approximately 2 percent of the votes in the Company. Through the Directed New Share Issue, the number of outstanding shares will increase by 3,000,000 from 46,180,279 to 49,180,279, and the number of votes will increase from 174,430,279 to 177,430,279. The share capital will increase by SEK 45,000 from SEK 692,704.185 to SEK 737,704.185.

The reason for the deviation from the shareholders' preferential rights are mainly to broaden the shareholder base among Swedish and international institutional investors and at the same time raise capital in a time and cost efficient manner. The Directed New Share Issue is carried out to accelerate the Company's business plan through market establishment in chosen focus markets, accelerated product development to gain further cost savings, accelerating the path towards the long-term target of 50 percent gross margin and lowering the costs of surrounding customer systems at each site. In addition, the Directed New Share Issue will be used as a risk mitigation buffer and to strengthen the Company's balance sheet to support the larger sales volumes. The board of directors' assessment is that the subscription price in the Directed New Share Issue is in accordance with market conditions, since it was determined through an accelerated book building procedure.

In order to facilitate the delivery of shares to the investors in connection with the Directed New Share Issue, as expected for 8 April 2019, seven of the Company's major shareholders, have jointly lent 3,000,000 shares to Pareto Securities. The shares will be returned after the Directed New Share Issue has been registered with the Swedish Companies Registration Office, which is expected to occur on or about 10 April 2019.

In connection with the Directed New Share Issue, the Company has undertaken, with customary exceptions, not to issue additional shares for a period of 180 calendar days after the outcome of the Directed New Share Issue. In addition, board



members¹ and persons of the management² have undertaken not to sell any shares in Climeon for a period of 180 calendar days after the outcome of the Directed New Share Issue, with customary exceptions.

Advisers

Pareto Securities AB is acting Sole Manager and Bookrunner and Baker & McKenzie Advokatbyrå KB is legal adviser in connection with the Directed New Share Issue.

For additional information, please contact:

Thomas Öström, CEO, Climeon +46 708 94 96 05 thomas.ostrom@climeon.com

Christoffer Andersson, CFO and Deputy CEO, Climeon +46 762 00 72 99 christoffer.andersson@climeon.com

Charlotte Becker, Head of Investor Relations & PR +46 730 37 07 07 charlotte.becker@climeon.com

About Climeon AB (publ)

Climeon is a Swedish product company within energy technology. The company's unique technology for geothermal heat power - Heat Power - provides sustainable electricity around the clock all year round, in abundance and cheaper than the alternatives, and thus outperforms other types of energy. Climeon aims to become a global leader and the world's number one climate solver. The B share is listed on Nasdaq First North Premier. Certified Adviser is FNCA Sweden AB, +46(0)8-528 00 399, info@fnca.se.

This information is such that Climeon AB (publ) is obliged to disclose pursuant to the EU Market Abuse Regulation. The information was released for public disclosure, through the agency of the contact persons above, at the time set out above.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in the Company in any jurisdiction where such offer would be considered illegal. This press release does not constitute an offer to sell or an offer to buy or subscribe for shares issued by the Company in any jurisdiction where such offer or invitation would be illegal. In a member state within the European Economic Area ("EEA") that has implemented Directive 2003/71/EC (together with applicable implementation measures in any member state, the "Prospectus Directive"), shares referred to in the press release may only be offered (a) to a qualified investor as defined in the Prospectus Directive; or (b) in any other respect in accordance with Article 3(2) of the Prospectus Directive.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Hong Kong, Japan, Canada, New Zeeland, Singapore, South Africa, the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

¹ Chairman Per Olofsson and board members Vivianne Holm, Therese Lundstedt, Olle Bergström, Stefan Brendgen and Thomas Öström.

² Thomas Öström, CEO, Christoffer Andersson, CFO & Deputy CEO, Joachim Karthäuser, CTO & Head of IPR, Karl Brodin, Head of R&D, Olle Tholander, Head of Sales & Marketing, Jonas Måhlén, Head of Operations & Delivery, Robin Goodoree, Head of Service, Sofie König, Head of Talent Management, Carina Osmund, Head of Sourcing & Production.



In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release is not a prospectus for the purposes of Prospectus Directive and has not been approved by any regulatory authority in any jurisdiction. Climeon has not authorized any offer to the public of shares or rights in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed New 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 Directive.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision in connection with the Directed New Share Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Managers. The Managers are acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

The information in this press release may not be forwarded or distributed to any other person and may not be reproduced at all. Any forwarding, distribution, reproduction or disclosure of this information in its entirety or in any part is prohibited. Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the Directed New Share Issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for 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 may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forwardlooking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. 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.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Climeon have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Climeon may decline and investors could lose all or part of their investment; the shares in Climeon offer no guaranteed income and no capital protection; and an investment in the shares in Climeon is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Directed New Share 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 in Climeon.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Climeon and determining appropriate distribution channels.