

Notice of Shareholders Annual General Meeting

The shareholders of Clean Industry Solutions Holding Europe AB (publ) (company reg nr 559110-3972) are hereby notified of the Annual General Meeting that will be held on Tuesday, June 13, 2023, at 2 pm CEST at A House, Östermalmsgatan 26 A in Stockholm.

Hybrid event - where everyone needs to login

The meeting will be held in both physical and digital format. It is possible to participate both on site in Stockholm and via a digital platform. The hybrid setup means that all participants, even those who are on site in Stockholm, need to log in to the digital platform. You need to be logged in to be able to vote at the meeting. Thus, all participants on site in Stockholm need to bring a smartphone, tablet or laptop. The AGM will be held in English. Legimeet is responsible for the digital platform.

Right to participate

Shareholders wishing to participate in the Annual General Meeting must be included in the share register kept by Euroclear Sweden AB no later than Friday, June 2, 2023. Shareholders who have shares registered in a bank or institute must temporarily re-register their shares in their own name in order to be entitled to participate in the Annual General Meeting.

Registration

Shareholders who wish to participate in the meeting must register for the annual general meeting, AGM on the website www.legimeet.com/cleanindustrysolutions2023, no later than Wednesday June 7, 2023, at 12 am CEST. Shareholders announce whether they will participate physically or virtually. (Any proxies register themselves to the general meeting.) When register, shareholder must state name, personal / corporate registration number, address and telephone number and the number of represented shares held. Shareholders represented by proxy shall issue a written and signed power of attorney. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate for the legal entity must be attached. Power of attorney and registration certificate must not be older than one year.

Login

Login to the AGM opens at 1 pm CEST on June 13, 2023. Shareholders who wish to participate in the AGM should log in well before, but no later than 2 pm CEST on June 13, 2023. Please note that after the meeting has started at 2 pm CEST on June 13, 2023, it is no longer possible to log in to participate in and vote at the AGM.

Access to the AGM

The website, www.legimeet.com/cleanindustrysolutions2023, is accessed via the internet through most browsers (Chrome is recommended) via a smartphone, computer or tablet with an internet connection, camera, and microphone. Please ensure that your browser is compatible to access the website and that your internet connection allows viewing video in browsers and that you have a stable network connection throughout the duration of the general meeting. Shut down other video chats such as Zoom, Teams, etc. when you connect to the general meeting to prevent interference.

Login to the general meeting

1. Go to the following link: www.legimeet.com/cleanindustrysolutions2023,
2. Register with Twebcast (Legimeet's platform provider) by:
3. Filling in your email address.
4. Accept terms for handling personal data in Twebcast (the platform provider).
5. Enter the 4-digit code sent to your email.
6. Proceed to the meeting by: Clicking on "Verify" and then on "Log in".
7. Accept terms for handling personal data for the general meeting.
8. Identification with BankID

Processing of personal data

In connection with the registration the company and Legimeet will process the personal data requested above concerning shareholders and any proxies. The personal data that will be processed is obtained from the share register and in website form. The personal data will be used for registration, voting list, compilation of votes and, where applicable, minutes of the meeting. The personal information will be used only for this general meeting.

Proposed agenda and decision proposals in brief

- 1. Opening of the meeting and election of chairman of the meeting**
- 2. Establishment and approval of voting list**
- 3. Approval of agenda**
- 4. Election of a person to verify the minutes together with the chairman**
- 5. Decision whether the meeting has been duly convened**
- 6. Report of the work of the Board**
- 7. Annual report of the CEO**
- 8. Presentation of the annual report and the audit report**
- 9. Report of the audit work during the year**
- 10. Decision regarding**
 - a) adoption of the income statement and balance sheet and consolidated income statement and balance sheet,**
 - b) distribution of profits according to the adopted balance sheet**
 - c) discharge from liability for the Board members and the CEO**

The Board proposes to the Annual General Meeting to dispose of the company's results in accordance with the Board's proposal in the annual report. The Board further proposes that no dividend shall be paid for the financial year 2022.

- 11. The Nomination Committee's report on its work**
- 12. Determination of the number of Board members and, if applicable, number of Deputy Board Members to be appointed by the Annual General Meeting**

The Nomination Committee proposes that the Board of Directors shall consist of six members and no deputies.

- 13. Determination of guidelines for remuneration to senior executives**

The Board proposes that remuneration shall consist of fixed salary, variable salary, pension benefits and other benefits. The remuneration shall be market-based and based on competence, performance and area of responsibility.

- 14. Determination of board's and auditor's fees**

The Nomination Committee proposes a yearly fee of SEK 130,000 be paid to the Chairman plus SEK 40,000 for office expenses and SEK 47,300 to other members of the Board. The Board of Directors proposes that for auditors, compensation shall be paid according to approved invoice.

15. Election of the Board of Directors, Chairman of the Board and auditors

The Nomination Committee proposes to elect Finn Johnsson, Chairman of the Board (re-election), Christian Zahler, Board member (re-election), Marie-Louise Olsson Dawwas, Board Member (re-election), Markus Augustsson, Board member (re-election), Korbinian Kramer, Board Member (re-election), and Rebecca Schwantes, Board Member (new) for the period until the next AGM.

The Nomination Committee proposes to elect Finnhammars Revisionsbyrå AB to an audit firm in one year.

Daniel Pfeifle will leave the Board and Rebecca Schwantes will take his seat.

Rebecca Schwantes is a British/German mechanical and process engineer. She was born in Cologne on 1981-05-12. She graduated from Darmstadt University of Applied Sciences with a Dipl. Ing. (FH) in mechanical engineering and continued her studies at the Technische Universität Braunschweig with a M.Sc. in Sustainable Management and Protection of Water while working in the membrane distillation research department of the Fraunhofer ISE in Freiburg, Germany. In 2014, she shifted from the Institute to the Spin-Off Company SolarSpring GmbH as a researcher and project manager. Her PhD on the design and adaptation of membrane distillation technology for industrial applications will be concluded by the end of 2024.

16. Proposal for principles for the appointment of the Nomination Committee

17. Amendment of Articles of Association

In order to be able to decide on postal voting, the board proposes that a new § 8, with the wording below, be inserted in the articles of association and that the numbering in the articles of association will be changed as follows: current § 8 becomes § 9, current § 9 becomes § 10, current § 10 becomes § 11 and finally current § 11 becomes § 12.

Suggested wording:

§ 8 Postal voting

The board of directors may decide before a general meeting that the shareholders should be able to exercise their voting rights by postal voting before the general meeting according to what is stated in Chapter 7, Section 4 of the Swedish Companies Act.

The board proposes that the managing director or the person he appoints in his place shall be authorized to make minor adjustments in the above decision that may prove necessary in connection with the registration of the articles of association at the Swedish Companies Registration Office.

For a valid resolution, the proposal is required to be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

18. Decision on authorization for the Board to issue shares

The Board of Directors proposes that the Annual General Meeting gives authorization to the Board of Directors to, at one or more occasions during the period up to the next Annual General Meeting, decide to increase the Company's share capital within the limits of the Articles of Association through a new issue of a shares, warrants or convertibles. Such new issue of shares may be affected with deviation from the shareholders' preferential rights and / or with a provision on non-payment, set-off or otherwise with terms pursuant to Chapter 13, Section 5, first paragraph, points 6 and, Chapter 2, Section 5, second paragraph, 1–3 and 5 of the Swedish Companies Act.

New share issue in accordance with this authorization shall be made on market terms. The Board of Directors shall determine the terms and conditions for new issues pursuant to this authorization and who shall be entitled to subscribe for the new shares. The reason why the board is able to make a decision on a new issue with deviation from shareholders' preferential rights and / or with a provision on non-cash and offsetting issue or otherwise with terms as stated above, is that the Company shall be given room for maneuver in connection with strategic acquisitions of companies or businesses and to be able to strengthen the company's financial position if necessary.

The Board also proposes that the Meeting authorizes the Board, or the Board appoints, to make the minor adjustments in this decision that may be necessary in connection with registration with the Swedish Companies Registration Office and at Euroclear Sweden AB.

For a valid resolution, the proposal is required to be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

19. Other issues

20. Closing of the Meeting

Other

As of the date of this notice, there are 25 497 762 shares and votes in the company.

The Board's complete proposal for decisions, accounting documents and audit report will be available at the Company and on the Company's website, www.cleanindustrysolutions.com, by May 23, 2023 at the latest and will be sent to the shareholders who request it and provide their postal address.

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