The Board of Directors of Episurf has resolved on an issue of Class B shares and warrants as part of the consideration for the acquisition of real estate assets

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The Board of Directors of Episurf Medical AB (publ) ("Episurf" or the "Company") has today, by virtue of the authorisation granted by the extraordinary general meeting held on 13 April 2026, resolved on an issue of Class B shares and warrants that can be used to subscribe for Class B shares, to Frusipe Intressenter Holding AB (the "Seller"), as part of the consideration to be paid for the acquisition of the Seller's, at the time of the acquisition, wholly owned subsidiary Frusipe Intressenter Target 1 AB (the "Target Company"), including its property portfolios (the "Acquisition").

On 30 December 2025, it was announced that Episurf had entered into an agreement with the Seller regarding the acquisition of all shares in the Target Company, at the time a wholly owned subsidiary of the Seller, with payment to be made by, *inter alia*, promissory notes that can be repaid through newly issued Class B shares, convertible debentures that are convertible into Class B shares, and warrants that can be used to subscribe for Class B shares. The closing (Sw. *tillträde)* of the Acquisition took place on 8 January 2026.[1]

On 24 February 2026, the Board of Directors of Episurf resolved, as part of the payment of the consideration for the Acquisition and by virtue of the authorisation granted by the extraordinary general meeting held on 10 February 2026, to issue 700,238,622 Class B shares, 87,380,906 convertible debentures that are convertible into 1,941,797,911 Class B shares, and 4,681,338,198 warrants that can be used to subscribe for 4,681,338,198 Class B shares, to the Seller.[2]

As an additional step in the payment of the consideration for the Acquisition, the Board of Directors of Episurf has today, by virtue of the authorisation granted by the extraordinary general meeting held on 13 April 2026, resolved to issue an additional 1,200,000,000 Class B shares and 4,918,661,802 warrants that can be used to subscribe for 4,918,661,802 Class B shares, to the Seller (the "**Issues**").

A total of approximately SEK 190 million of the promissory notes, which become due for payment on 30 June 2026, shall be repaid by Episurf issuing Class B shares and/or convertible debentures to the Seller, with payment by way of offsetting the promissory notes. Approximately SEK 119 million was repaid through the issue with payment by way of set-off resolved by the Board of Directors of Episurf on 24 February 2026, and SEK 54 million of these promissory notes is now being repaid through Episurf's issuance of Class B shares to the Seller, with payment by way of offsetting the promissory notes. The Class B shares issued in the new issue of shares, have a subscription price of SEK 0.045 per Class B share.

Episurf will, due to the promissory note of SEK 350 million due in Q3 2029, issue warrants to the Seller. The warrants are issued free of charge and will, once all warrants have been issued, entitle the holder until Q3 2029 to subscribe for a maximum of 10,000,000,000 Class B shares at a subscription price of SEK 0.01, corresponding to the quota value of the shares. 4,681,338,198 of the warrants were issued through the Board of Directors' resolution on 24 February 2026. 4,918,661,802 warrants are issued on the date of this press release. Each warrant used for subscription of Class B shares, reduces the debt of the promissory note by SEK 0.035, which means that Episurf will receive SEK 0.045 (SEK 0.01 as subscription price and SEK 0.035 in reduced promissory note debt).

The reason for the deviation from the shareholders' preferential rights is to enable the Company to fulfil its previously announced commitments as a result of the Acquisition. The subscription prices of the Issues, as further disclosed in the Company's press release on 30 December 2025, were determined by negotiations at arm's length basis between the Company and the Seller. In light of this, and given that the subscription price of SEK 0.045 on the date of the Acquisition on 30 December 2025 corresponded to a premium in relation to the Company's previously reported share price, the Board of Directors considered that the subscription price is in line with market conditions.

Through the new issue of Class B shares, the number of shares in Episurf will increase by 1,200,000,000 Class B shares, from a total of 2,810,494,390 shares to 4,010,494,390 shares, and the number of votes in Episurf will increase by 1,200,000,000, from 2,811,441,104 to 4,011,441,104. The Company's share capital will increase by SEK 12,000,000, from SEK 28,104,943.90 to SEK 40,104,943.90. For existing shareholders, this entails a dilution effect of approximately 29.92 percent of the share capital and approximately 29.91 percent of the votes in the Company.

Upon the issue of 1,200,000,000 Class B shares, and complete exercise of the 4,918,661,802 warrants now being issued, the number of shares in Episurf will increase by 6,118,661,802 Class B shares, from a total of 2,810,494,390 shares to 8,929,156,192 shares, and the number of votes in Episurf will increase by 6,118,661,802, from 2,811,441,104 to 8,930,102,906. The Company's share capital will increase by SEK 61,186,618.02, from SEK 28,104,943.90 to SEK 89,291,561.92. For existing shareholders, this entails a dilution effect upon exercise of approximately 68.52 percent of the share capital and approximately 68.52 percent of the votes in the Company after such exercise.

An exemption document in accordance with Article 1.5, first paragraph, ba and Annex IX of Regulation (EU) 2017/1129 of the European Parliament and of the Council regarding the admission to trading of the newly issued Class B shares in Episurf Medical AB on Nasdaq Stockholm will be registered with the Swedish Financial Supervisory Authority and published on Episurf's website (www.episurf.com) prior to the admission to trading on Nasdaq Stockholm of the newly issued Class B shares.

Advisors
Roschier Advokatbyrå AB is acting as legal advisor to Episurf in connection with the Issues.

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The information was submitted for publication, through the agency of the contact person set out above, at 16:45 CEST on 17 April, 2026.

About Episurf Medical AB

Episurf Medical is a real estate company with exposure to a diversified portfolio of real estate assets. The Company's objective is to create value growth through the acquisition and management of Nordic properties. The Company also has a medical technology business based on the patient-specific implant Episealer® and associated surgical instruments, used to treat cartilage damage in joints. Episurf Medical's head office is located in Stockholm, Sweden.

THIS PRESS RELEASE HAS BEEN PUBLISHED IN SWEDISH AND IN ENGLISH. IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE LANGUAGE VERSIONS, THE SWEDISH VERSION SHALL PREVAIL.

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This press release does not constitute a recommendation for any investors' decisions regarding the Acquisition or Episurf. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and information described in this press release and all publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. 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, unless expressly stated otherwise.

In the United Kingdom, this document and other materials relating to the securities referred to herein are distributed and directed only to, and an investment or investment activity related to this document is only available to and will only be available to, "qualified investors" (as defined in the Prospectus Regulation, which is part of UK national law through the European Union (Withdrawal) Act 2018) who are (i) persons who have professional experience in matters relating to investments and who fall within the definition of "professional investors" in Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth individuals referred to in Article 49(2)(a)-(d) of the Order (all such persons are collectively referred to as "**relevant persons**"). Any investment or investment action referred to in this announcement is only available to relevant persons in the United Kingdom and will only be carried out with relevant persons. Persons who are not relevant persons should not take any action based on this press release, nor should they act or rely on it.

Forward-looking statements

This press release contains forward-looking statements that relate to the Company's intentions, assessments or expectations regarding the Company's future results, financial position, liquidity, development, prospects, expected growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not refer to historical facts and can be identified through statements which includes, but is not limited to, terms such as "consider", "expects", "anticipates", "intends", "appreciates", "will", "can", "assumes", "should", "could" and, in any case, negations thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, which in many cases are based on additional assumptions. Although the Company considers that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that the assumptions will occur or that they are correct. Since these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual result or outcome may, for many different reasons, differ materially from the forward-looking statements. Such risks, uncertainties, eventualities and other significant factors may cause actual events to deviate significantly from the expectations expressly or implicitly stated in this press release through the forward-looking statements.

The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and each recipient of this press release should not unduly rely on the forward-looking statements in this press release. The information, perceptions and forward-looking statements expressly or implicitly set forth herein are provided only as of the date of this press release and may change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events or circumstances that occur relating to the content of this press release.

[1] For further information regarding the Acquisition, please refer to Episurf's press release dated 30 December 2025.
[2] For further information regarding the issue of shares, convertible debentures and warrants, please refer to Episurf's press release dated 24 February 2026.