The Board of Directors of Episurf has resolved on an issue of Class B shares 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 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] In addition thereto, on 17 April 2026, the Board of Directors of Episurf resolved, by virtue of the authorisation granted by the extraordinary general meeting held on 13 April 2026, to issue 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. [3]

As an additional step in the payment of the consideration for the Acquisition, the Board of Directors of Episurf has, on the date of this press release, by virtue of the authorisation granted by the extraordinary general meeting held on 13 April 2026, resolved to issue an additional 375,466,222 Class B shares, to the Seller (the "**Issue**").

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 173 million has been repaid through the issues with payment by way of set-off, resolved by the Board of Directors of Episurf on 24 February 2026 and 17 April 2026, respectively. Approximately SEK 17 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 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.

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 price in the Issue was disclosed in the Company's press release on 30 December 2025 and was 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 Issue of Class B shares, the number of shares in Episurf will increase by 375,466,222 Class B shares, from a total of 4,010,494,390 shares to 4,385,960,612 shares, and the number of votes in Episurf will increase by

375,466,222, from 4,011,441,104 to 4,386,907,326. The Company's share capital will increase by SEK 3,754,662.22, from SEK 40,104,943.90 to SEK 43,859,606.12. For existing shareholders, this entails a dilution effect of approximately 8.56 percent of the share capital as well as the votes in the Company.

Advisors

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

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The information was submitted for publication, through the agency of the contact person set out above, at 17:40 CEST on 23 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 aims to create value growth through the acquisition and management of Nordic properties. The Company also conducts medtech operations based on the individualized implant Episealer® and associated surgical instruments, used to treat cartilage damage in joints. Episurf Medical's head office is located in Stockholm, Sweden.

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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.

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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.

[3] For further information regarding the issue of shares and warrants, please refer to Episurf's press release dated 17 April 2026.