

ExpreS²ion announces final outcome of fully guaranteed rights issue of approximately SEK 73 million

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INSIDE INFORMATION: Hørsholm, Denmark, 5 May 2022 – The Board of Directors of ExpreS²ion Biotech Holding AB (publ) ("ExpreS²ion" or the "Company") has completed the fully guaranteed new share issue of a maximum of 5,841,256 shares with preferential rights for the Company's existing shareholders (the "Rights Issue"). The subscription price in the Rights Issue was set at SEK 12.50. ExpreS²ion today announces the final outcome of the Rights Issue which shows that a total of 4,966,355 new shares have been subscribed for, corresponding to approximately 85 percent. The remaining 874,901 new shares, approximately 15.0 percent, have been subscribed for through guarantee undertakings. The Company will receive proceeds of approximately SEK 73 million before deduction of costs attributable to the Rights Issue.

The subscription period in the Rights Issue ran from 19 April to 3 May 2022. The final outcome of the Rights Issue shows that 2,730,549 shares were subscribed for by exercise of subscription rights, which corresponds to approximately 47 percent of the Rights Issue. In addition, the Company has received applications to subscribe for 2,235,806 shares without exercise of subscription rights, which corresponds to approximately 38 percent of the Rights Issue. Thus, a total of 4,966,355 shares have been subscribed for in the Rights Issue, which corresponds to approximately 85 percent. Additionally, 874,901 shares, corresponding to approximately 15 percent of the Rights Issue, have been subscribed for by guarantors.

Bent U. Frandsen, CEO in ExpreS²ion says:

"I am pleased that we can announce this outcome of the rights issue, which means we have the planned proceeds for primarily progressing on our ES2B-C001 breast cancer vaccine candidate to complete the preclinical safety studies. With an approximately 85 percent subscription rate, we are very grateful towards our existing and new investors in this current market."

The Rights Issue was prior to commencing of the Rights Issue fully covered by subscription undertakings made by certain existing shareholders and guarantee commitments from existing shareholders and new investors. The Company will receive gross proceeds of approximately SEK 73 million from the Rights Issue. The expected net proceeds from the Rights Issue will be used as to advance the breast cancer vaccine candidate ES2B-C001 to completion of the preclinical safety studies, advance other pipeline development projects, including within Influenza and Malaria, and support the strategic CRO business and invest in core technologies and IP to strengthen competitive edge.

Notice of allotment

Those who have subscribed for shares without exercise of subscription rights will be allotted shares in accordance with the principles for allotment set out in the prospectus which has been prepared for purposes of the Rights Issue. Notice of potential allotment of shares subscribed for without exercise of subscription rights will be provided through the distribution of a settlement note. Payment shall be made no later than three (3) banking days following issuance of the settlement note. Those who have not been allotted shares will not receive any notification. If payment is not made at the right time, the shares may be transferred to another party. Those who subscribe for shares without preferential rights through its nominee will receive notice of allotment in accordance with the nominee's procedures.

Change of share capital and number of shares as well as dilution

Through the Rights Issue, the number of shares in ExpreS²ion will increase by a maximum of 5,841,256 shares, from 31,153,456 shares to 36,994,712 shares and the share capital will increase by a maximum of SEK 649,028, from SEK 3,461,495 to SEK 4,110,523. This means that existing shareholders who choose not to participate in the Rights Issue will, if fully subscribed, experience a dilution corresponding to approximately 15.8 percent of the total number of shares and votes in the Company following the Rights Issue.

Lock-up undertakings

In connection with the Rights Issue, all members of the Company's board of directors and senior management with shareholdings in ExpreS²ion have undertaken towards Vator Securities AB, subject to customary exceptions, not to sell or otherwise transfer their shares without first, in each separate case, ascertain a written approval from Vator Securities AB. The decision to leave such written approval is decided by Vator Securities AB and the decision is made in each separate case. Agreed approval can depend on both individual and business-related situations. The lock-up period lasts for a period of 90 days following this publication of the outcome of the Rights Issue.

Advisors

Vator Securities act as financial advisor and issuing agent to the Company in connection with the Rights Issue. Baker Mckenzie is the Company's legal advisor in connection with the Rights Issue.

Certified Adviser

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This press release constitutes inside information that ExpreS²ion Biotech Holding AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation 596/2014. The information was sent for publication, through the agency of the contact persons set out above, at the time stated by the Company's news distributor, Cision, at the publication of this press release.

About ExpreS²ion

ExpreS²ion Biotechnologies ApS is a fully owned Danish subsidiary of ExpreS²ion Biotech Holding AB with company register number 559033-3729. ExpreS²ion has developed a unique technology platform, ExpreS², for fast and efficient non-clinical development and production of complex proteins for new vaccines and diagnostics. ExpreS² is regulatorily validated for clinical supply. The platform includes functionally modified glycosylation variants for enhanced immunogenicity and pharmacokinetics. Since 2010, the Company has produced more than 500 proteins and virus-like particles (VLPs) in collaboration with leading research institutions and companies. ExpreS²ion develops novel VLP based vaccines in association with AdaptVac ApS, of which ExpreS²ion owns 34%. For additional information, please visit www.expres2ionbio.com.

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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 Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Vator Securities is acting for Expres²ion in connection with the Rights Issue and no one else and will not be responsible to anyone other than Expres²ion for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any other matter referred to herein.

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 Rights Issue 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 the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa 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.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus, corresponding to an EU Growth Prospectus regarding the Rights Issue described in this press release has been prepared and published by the Company.

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.

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 and the group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the group 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 forward-looking 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, unless it is not required by law or Nasdaq First North Growth Market rule book for issuers.

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 Expres²ion 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 ExpreS²ion may decline and investors could lose all or part of their investment; the shares in ExpreS²ion offer no guaranteed income and no capital protection; and an investment in the shares in ExpreS²ion 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 Rights 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 ExpreS²ion.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in ExpreS²ion and determining appropriate distribution channels.