



# Episurf Medical resolves on an issue of units to guarantors in connection with the completed rights issue

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Episurf Medical AB (publ) ("**Episurf Medical**", "**Episurf**" or the "**Company**") (Nasdaq Stockholm: EPIS B) has today, based on the authorisation granted by the annual general meeting in the Company on April 10, 2025, resolved on an issue of 4,516,608 units to the guarantors in the rights issue of units announced on July 2, 2025 (the "**Rights Issue**"), who have chosen to receive guarantee remuneration in the form of units (the "**Remuneration Issue**"). The subscription price in the Remuneration Issue amounts to SEK 0.18 per unit, which corresponds to the subscription price in the Rights Issue. Payment of the subscription price is made by offsetting claims.

## **Terms of the Remuneration Issue**

In connection with the Rights Issue, certain existing shareholders and external investors have undertaken to guarantee a total of approximately SEK 24.2 million of the Rights Issue against a guarantee remuneration corresponding to twelve (12) per cent of the guaranteed amount in cash or in the form of units. The Board of Directors has resolved that payment of guarantee remuneration shall be made by offsetting the guarantors' claims on the Company, in relation to guarantors who have chosen to receive guarantee remuneration in the form of units, consisting of newly issued shares of series B and warrants of series TO14 B, corresponding to a total of approximately SEK 0.81 million.

The Board of Directors of Episurf has today, based on the authorisation granted by the annual general meeting on April 10, 2025, resolved on the Remuneration Issue, which comprises a total of 4,516,608 units, consisting of 27,099,648 newly issued shares of series B and 13,549,824 warrants of series TO14 B, corresponding to a total subscription payment of approximately SEK 0.81 million which is offset by guarantors' claims in the corresponding amount. The subscription price in the Remuneration Issue amounts to SEK 0.18 per unit, which corresponds to the subscription price in the Rights Issue. The cash component of the guarantee remuneration to be paid by the Company to guarantors who have chosen to receive guarantee remuneration in cash amounts to approximately SEK 2.1 million.

The guarantors in the Rights Issue are, in accordance with the guarantee agreements, entitled to guarantee remuneration corresponding to 12 percent of the guaranteed amount in cash or in the form of units. As a result of the guarantee commitments, each guarantor thus has a claim on the Company regarding guarantee remuneration. Certain guarantors have declared their willingness to allow the Company to offset its debt regarding guarantee remuneration by carrying out an offset issue of units to these guarantors. The Remuneration Issue is thus carried out to fulfil the Company's obligations to the guarantors as a result of the guarantee commitments. The Company's alternative to carrying out the Remuneration Issue would be to settle the guarantee remuneration through cash payment. The Board of Directors is of the opinion that - taking into account current market conditions - it is to the benefit of the Company's financial position and in the interest of the shareholders to carry out the Remuneration Issue on the abovementioned terms and conditions, as the Company will then release funds that strengthen the Company's working capital. The subscription price in the Remuneration Issue is based on the guarantee commitments which have been negotiated ahead of the announcement of the Rights Issue. The Board of Directors has thoroughly evaluated the possibility for the guarantors to receive their guarantee remuneration in the form of units at the abovementioned terms and conditions and concluded

that offering such a possibility has been necessary to obtain the guarantee commitments and is in the interest of the Company and its shareholders.

After registration of the shares of series B issued through the Rights Issue with the Swedish Companies Registration Office, the Remuneration Issue will entail that the share capital is increased by approximately SEK 270,996.48 by issue of 27,099,648 new class B shares, resulting in the total number of shares increasing from 1,632,661,730 (taking into account the shares of series B issued in the Rights Issue) shares to 1,659,761,378 shares, divided into 473,357 class A shares and 1,659,288,021 class B shares, corresponding to a dilution effect of approximately 1.6 percent of the shares and approximately 1.6 percent of the votes in the Company. Upon full exercise of the warrants of series TO14 B that are issued in the Remuneration Issue, the number of shares will increase by a maximum of 13,549,824 class B shares and the share capital will increase by a maximum of approximately SEK 135,498.24, corresponding to a dilution effect of approximately 0.8 percent of the shares and approximately 0.8 percent of the votes in the Company.

## Advisors

Episurf has engaged DNB Carnegie SME as financial advisor and Snellman Attorneys Ltd as legal advisor in connection with the Rights Issue.

### For more information, please contact:

Pål Ryfors, CEO and interim CFO, Episurf Medical

Tel: +46 709 62 36 69

Email: [pal.ryfors@episurf.com](mailto:pal.ryfors@episurf.com)

## About Episurf Medical

*Episurf Medical is endeavoring to bring people with painful joint injuries a more active, healthier life through the availability of minimally invasive and individualised treatment alternatives. Episurf Medical's Episealer® individualised implants and Epiguide® surgical drill guides are developed for treating localised cartilage injury in joints. Episurf Medical's µiFidelity® system enables implants to be cost-efficiently tailored to each individual's unique injury for the optimal fit and minimal intervention. Episurf Medical's head office is in Stockholm, Sweden. Its share (EPIS B) is listed on Nasdaq Stockholm. For more information, go to the company's website: [www.episurf.com](http://www.episurf.com).*

*The information was submitted for publication, through the agency of the above contact person, at 20:30 CEST on August 28, 2025.*

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