



# Notice of Extraordinary General Meeting of Episurf Medical AB (publ)

The shareholders in Episurf Medical AB (publ), 556767-0541 ("Episurf" or the "Company"), are hereby summoned to the Extraordinary General Meeting (the "Meeting") on 10 February 2026, at 08:00 (CET) at the Company's office at Karlavägen 60, SE-114 49 Stockholm, Sweden. Entry and registration begin at 07:45 (CET). The Board of Directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)) and the Company's Articles of Association, resolved that shareholders shall be able to exercise their voting rights by post prior to the Meeting. Accordingly, shareholders may choose to participate in the Meeting in person, by proxy or through postal voting.

## EXERCISE OF VOTING RIGHTS AT THE MEETING

Shareholders who wish to exercise their voting rights at the Meeting must:

- be registered in the share register maintained by Euroclear Sweden AB on 2 February 2026 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed on 4 February 2026; and
- give notice of participation to the Company in accordance with the instructions set out under the heading "*Notice of attendance in person or by proxy*", or submit a postal vote in accordance with the instructions set out under the heading "*Instructions for postal voting*", not later than on 4 February 2026.

## Notice of attendance in person or by proxy

Shareholders who wish to attend the Meeting in person or by proxy shall give notice to the Company thereof either by e-mail to [ir@episurf.com](mailto:ir@episurf.com) or by post to Episurf Medical AB (publ), "Extraordinary General Meeting 2026", Karlavägen 60, SE-114 49 Stockholm, Sweden. The notice of attendance must state the shareholder's name or company name, personal identification number or corporate registration number, address, telephone number and, where applicable, the number of accompanying advisors (not more than two).

Shareholders who do not wish to participate in the Meeting in person or exercise their voting rights by postal voting may exercise their voting rights at the Meeting through a proxy with a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

In order to facilitate the registration at the Meeting, powers of attorney, certificates of registration and other documents of authority should be received by the Company at the address Episurf Medical AB (publ), "Extraordinary General Meeting 2026", Karlavägen 60, SE-114 49 Stockholm, Sweden not later than on 4 February 2026. Please note that notice of attendance at the Meeting must be given even if a shareholder wishes to exercise its voting rights at the Meeting through a proxy. A submitted power of attorney is not considered as a notice of attendance at the Meeting. A template proxy form will be available at the Company's website ([www.episurf.com](http://www.episurf.com)).

## Instructions for postal voting

Shareholders who wish to exercise their voting rights by postal voting must use the postal voting form and follow the instructions that are available on the Company's website ([www.episurf.com](http://www.episurf.com)). The postal vote must be received by the Company not later than on 4 February 2026. The postal voting form must either be sent by e-mail to [ir@episurf.com](mailto:ir@episurf.com) or be sent by post to Episurf Medical AB (publ), "Extraordinary General Meeting 2026", Karlavägen 60, SE-114 49 Stockholm, Sweden. If the shareholder is a legal entity, a copy of a registration certificate or other equivalent authorisation document for the legal entity must be enclosed with the form. The same applies if the shareholder is voting by post through a proxy.

Shareholders who wish to revoke a submitted postal vote and instead exercise their voting rights by attending the Meeting in person or by proxy must notify the secretariat of the Meeting before the Meeting opens.

## **Personal data**

Personal data obtained from the share register and postal voting forms as well as information on proxies will be used for registration, preparation of the voting list for the Meeting and, where applicable, the minutes of the Meeting. For information about how your personal data is processed, please refer to the Privacy Policy available on Euroclear Sweden AB's website (<http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>).

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to approve the minutes of the Meeting
5. Approval of the agenda
6. Determination of whether the Meeting has been duly convened
7. The Board of Directors proposal regarding:
  - a. approval of the acquisition,
  - b. approval of amendments of the articles of association, including regarding the Company's operations,
  - c. approval of amendments of the articles of association regarding limits for share capital and number of shares, and
  - d. authorisation for the Board of Directors to resolve on issue of B-shares, convertibles convertible into B-shares and warrants entitling to subscription of B-shares
8. Resolution on:
  - a. determination of the number of members of the Board of Directors,
  - b. election of new member of the Board of Directors, and
  - c. remuneration to new member of the Board of Directors
9. Closing of the Meeting

## **PROPOSALS FOR RESOLUTIONS**

**Proposal under item 7:** The Board of Directors proposal regarding (a) approval of the acquisition, (b) approval of amendments of the articles of association, including regarding the Company's operations, (c) approval of amendments of the articles of association regarding limits for share capital and number of shares, and (d) authorisation for the Board of Directors to resolve on issue of B-shares, convertibles convertible into B-shares and warrants entitling to subscription of B-shares

Items 7(a) – (d) constitute a proposal to be approved as a joint resolution at the Meeting. A valid resolution in accordance with the proposal of the Board of Directors under this item 7 requires that the proposal is supported by shareholders representing at least two-thirds of both the votes

cast and the shares represented at the Meeting.

The Board of Directors proposes, in addition to what is set out below, that the Board of Directors, or the person designated by the Board of Directors, shall be authorised to make such adjustments to the resolutions under this item 7 as may be required in connection with registrations with the Swedish Companies Registration Office and Euroclear Sweden AB.

Proposal under item 7(a): The Board of Directors proposal regarding approval of the acquisition

The Company has entered into agreement with Goldcup 38657 AB (under name change to Frusipe Intressenter Holding AB) regarding the acquisition of the company Goldcup 38658 AB (under name change to Frusipe Intressenter Target 1 AB) which holds a portfolio of assets consisting of properties and bonds for a preliminary consideration of maximum SEK 1,147 million (the “**Acquisition**”). The Acquisition is described in further detail in the press release published by the Company on 30 December 2025 and which is an appendix to the Board of Directors’ complete proposal for resolution.

The Board of Directors proposes that the Meeting resolves to approve of the Acquisition.

Proposal under item 7(b): The Board of Directors proposal regarding approval of amendments of the articles of association, including regarding the Company’s operations

To enable the Acquisition the Board of Directors proposes that the Meeting resolves to amend the Company’s articles of association as follows. The amendment concerning the clause on the company name is of editorial nature.

Current wording

**§1 Company name (Sw. firma)** The name of the Company is Episurf Medical AB. The Company is a public company.

**§ 3 Operations** The objective of the Company is to conduct research, development and commercialization of materials for medical applications as well as other activities compatible therewith.

Proposed new wording

**§1 Company name (Sw. företagsnamn)** The name of the Company is Episurf Medical AB. The Company is a public company.

**§ 3 Operations** The objective of the Company is to conduct research, development and commercialization of materials for medical applications as well as other activities compatible therewith, and to directly or indirectly through subsidiaries own, develop and manage as well as purchase and sell real property and activities compatible therewith.

Proposal under item 7(c): The Board of Directors proposal regarding approval of amendments of the articles of association regarding limits for share capital and number of shares

The Board of Directors proposes that the Meeting resolves to amend the Company’s limits for share capital and number of shares in sections 4–5 of the articles of association adopted under item 7(b) in order to enable the issues of shares, warrants and/or convertibles that the Board of Directors intends to resolve upon based on the authorisation from the Meeting pursuant to item 7(d) (the “**Issues**”).

The Board of Directors is proposed to be authorised to register the Company’s new articles of association in accordance with the below, after the Board of Directors has for the first time exercised the authorisation for the Issues.

Current wording

**§ 4 Share capital** The share capital shall be no less than SEK 15,000,000 and no more than SEK 60,000,000.

**§ 5 Number of shares** The number of shares shall be no less than 1,500,000,000 and no more than 6,000,000,000.

Proposed new wording

**§ 4 Share capital** The share capital shall be no less than SEK 23,600,000 and no more than SEK 94,400,000.

**§ 5 Number of shares** The number of shares shall be no less than 2,360,000,000 and no more than 9,440,000,000.

Proposal under item 7(d): The Board of Directors proposal regarding authorisation for the Board of Directors to resolve on issue of B-shares, convertibles convertible into B-shares and warrants entitling to subscription of B-shares

The Board of Directors proposes that the Meeting resolves to authorise the Board of Directors to, during the period until the next annual general meeting, on one or more occasions, with or without deviation from the shareholders' pre-emption rights, resolve on issue of B-shares, issue of warrants entitling to subscription of B-shares and/or issue of convertibles convertible into B-shares up to a maximum number that can be accommodated within the limits for share capital and number of shares in the articles of association that will be registered pursuant to the Meeting's resolution under item 7(c) if the Board of Directors utilises this authorisation for issues. Issues may be made against cash payment, payment in kind or by way of set-off, or otherwise on terms and conditions.

The authorisation may only be utilised to complete the Acquisition that the Company announced via press release on 30 December 2025 and to fulfil the Company's obligations under the Acquisition.

**Proposal under item 8:** Resolution on (a) determination of the number of members of the Board of Directors, (b) election of new member of the Board of Directors, and (c) remuneration to new member of the Board of Directors

Board member Christian Krüege has announced that he will leave his position as member of the Board of Directors of Episurf in connection with the Extraordinary General Meeting.

Shareholder Health Runner AB proposes:

- a. that the number of ordinary board members elected by a general meeting shall be three,
- b. that Jens Andersson is elected to the Board of Directors for the period until the end of the next annual general meeting, and
- c. that no remuneration shall be paid to Jens Andersson.

Jens Andersson has extensive experience from banking, real estate and capital markets and was most recently CFO at Castellum. He has previously been financial director with responsibility for the American market at Corem Property Group AB/Klövern AB and CEO of several subsidiaries. He has also worked as project manager at Catella Corporate Finance, been co-founder and CFO at Vanir AM and before that First Vice President at Aareal Bank AG. Jens Andersson's other current assignments consist of the assignment as board member in his own company Trummelsberg Förvaltning AB.

If the Meeting resolves to elect Jens Andersson, the Board of Directors for the period until the end of the next annual general meeting will consist of Ulf Grunander, Leif Ryd and Jens Andersson, with Ulf Grunander as chairman of the Board of Directors.

## **NUMBER OF SHARES AND VOTES**

On the date of this notice, the total number of shares in Episurf is 1,659,761,378, of which 473,357 are shares of series A with three votes each, and 1,659,288,021 are shares of series B with one vote each. Accordingly, the total number of votes amounts to 1,660,708,092. The Company does not hold any shares in treasury.

## **SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION**

The Board of Directors and the CEO shall, if requested by a shareholder and the Board of Directors believes that it can be done without significant harm to the Company, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda.

## **DOCUMENTS**

The complete proposals and other documents that shall be made available prior to the Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the Company and at the Company's website ([www.episurf.com](http://www.episurf.com)). The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to Episurf Medical AB (publ), Karlavägen 60, SE-114 49 Stockholm, Sweden or by e-mail to [ir@episurf.com](mailto:ir@episurf.com).

\* \* \*

Stockholm in January 2026

The Board of Directors

[www.episurf.com](http://www.episurf.com)