



Episurf acquires properties with an agreed property value of MSEK 897 from KlaraBo

Episurf Medical AB (publ) (NASDAQ: EPIS B) ("Episurf" or the "Company") has today, 26 January 2026, entered into an agreement regarding the acquisition of a property portfolio consisting of residential properties in Bollnäs, a shopping center in Västervik and two properties in Trelleborg with a total underlying agreed property value of MSEK 897 (the "Property Portfolio"). The purpose of the Acquisition is to further strengthen the Company's property vertical and expand the Company's exposure to a diversified portfolio. The preliminary purchase price for the Acquisition amounts to approximately MSEK 361 and will be paid through two promissory notes. One promissory note of MSEK 130 will be repaid through Episurf issuing shares of series B to KlaraBo. The shares of series B will be issued at a subscription price of SEK 0.045 per share. One promissory note of approximately MSEK 231 has a maximum payment term of three years from the closing date.

Description of the Acquisition in brief:

- Episurf has entered into an agreement to acquire all shares in Goldcup 38810 AB (u.n.t KlaraBo Empire Holding AB) ("KlaraBo Empire Holding") from Goldcup 38809 AB (u.n.t. KlaraBo Empire Top Holding AB) ("KlaraBo") (the "Acquisition").
- The Property Portfolio consists of a total of 164 properties which, on the closing date, will be owned by four subsidiaries of KlaraBo Empire Holding, with a total lettable area of approximately 57,250 m².
- The total underlying agreed property value of the Property Portfolio amounts to MSEK 897 and the preliminary purchase price is approximately MSEK 361, taking into account a deduction for deferred latent capital gains tax of 5.15 per cent. The Property Portfolio had a book value of approximately MSEK 913 as of 30 September 2025.
- The annual rental income in the Property Portfolio totals approximately MSEK 73.4. The rental value totals approximately MSEK 83.
- Closing of the Acquisition of the Property Portfolio is conditional upon that (i) the Swedish Inspectorate for Strategic Products (*Sv. Inspektionen för strategiska produkter*) decides to leave the Acquisition without action (or to approve the Acquisition), (ii) the necessary external financing for the Acquisition is obtained, and (iii) the Company has resolved at a general meeting to amend the object of the business in its articles of association to include investments in property companies. Closing is expected to take place during the first half of 2026.
- Episurf's board of directors will, to the extraordinary general meeting in the Company or to the annual general meeting scheduled to be held on 10 April 2026 (the "General Meeting"), propose that the General Meeting authorises the board of directors of Episurf to resolve upon a directed issue of shares of series B to KlaraBo.
 - The preliminary purchase price for the Acquisition of KlaraBo Empire Holding amounts to approximately MSEK 361 (the "Preliminary Purchase Price").
 - The Preliminary Purchase Price shall be paid on the closing date of the Acquisition (the "Closing Date") and payment shall be made by (i) an issue of a promissory note in the amount of MSEK 231 (the "Promissory Note") and (ii) a promissory note of MSEK 130 to be set-off against shares of series B at a subscription price of 0.045 SEK per share of series B.
 - Repayment of the Promissory Note shall be made with half of the principal amount plus accrued interest two years after the Closing Date and half of the principal amount plus accrued interest three years after the Closing Date.
 - The subscription price for the shares of series B of SEK 0.045 corresponds to a premium of 34 per cent in relation to the closing price for the Company's shares of series B (SEK 0.0336 on Nasdaq Stockholm on 23 January 2026).
 - Through the directed issue of shares of series B, the number of shares of series B in the Company may increase by a maximum of 2,888,888,888 shares of series B, resulting in a dilution for existing shareholders of a maximum of 65.1 per cent of the capital and votes in the Company and a dilution for existing shareholders of a maximum of approximately 12.6

per cent of the capital and votes in the Company after all shares that may be issued as an effect of the transaction announced by the Company on 30 December 2025 have been issued.

- In connection with the Closing Date, KlaraBo Sverige AB (publ) will give a cash loan to Episurf with an amount corresponding to the difference between (i) MSEK 245 and (ii) the loan amount on the Closing Date pursuant to the Promissory Note.

Background and rationale

On 30 December 2025, the board of directors of Episurf announced that the Company had, for a while been, evaluating its financial position and ability to secure external financing for the continued operation of its existing business. Taking into account current market conditions and the Company's historical development, it was concluded that it would be challenging to secure additional external financing for Episurf in the Company's current form. The board of directors therefore decided, subject to the approval of Episurf's general meeting, to acquire all shares in Goldcup 38658 AB (u.n.t. Frusipe Intressenter Target 1 AB) ("Frusipe Intressenter Target 1 AB"), and thereby indirectly acquiring Frusipe Intressenter Target 1 AB's property portfolios.

Through the acquisition of KlaraBo Empire Holding, the Company further strengthens its property vertical and expands its exposure to a diversified portfolio of property assets. The Acquisition is part of the Company's continued focus on Nordic income-generating properties and represents another strategically important step in building a platform for expansive value creation.

The Acquisition is considered to be well aligned with the interests of the Company's shareholders, as it further strengthens the Company's financial position through access to predictable recurring revenues and more reliable free cash flows. The Acquisition is also expected to further strengthen the Company's financial position through an increase in fixed assets, which may create better conditions for securing any future external financing needs.

Episurf's Chairman of the Board, Ulf Grunander, comments on the acquisition

"The acquisition represents a clear step forward in our new growth journey and more than doubles our property portfolio, with a combination primarily of residential properties, but also care and retail assets. We are strengthening our position in areas where we are already active, creating a more cohesive portfolio and good prerequisites for efficient property management. At the same time, we are broadening our revenue base and building a more stable portfolio, fully in line with our ambition to grow with a continued focus on cash flow and returns," says Ulf Grunander, Chairman of the Board, Episurf Medical.

Summary of the assets in KlaraBo Empire Holding

The properties

On the Closing Date, KlaraBo Empire Holding will own and manage, through four subsidiaries, a total of 164 Swedish properties. The agreed underlying property value of the Property Portfolio amounts to approximately MSEK 897 before deferred latent capital gains tax of 5.15 per cent. The Property Portfolio had a total book value of approximately MSEK 913 as of 30 September 2025 and consists primarily of the following property types:

- Residential properties – approximately 69 per cent
- Commercial properties – approximately 31 per cent

Property list

Trelleborg Väduren 8

Trelleborg Väduren 13

Västervik Fogden 1

Bollnäs Annexet 2

Bollnäs Balder 2, 3, 4

Bollnäs Gnistan 2

Bollnäs Häggesta 4:21

Bollnäs Häggesta 7:101-7:102

Bollnäs Ren 30:17, 30:49, 30:67

Bollnäs Ren 30:204-351

Bollnäs Säversta 7:75

Bollnäs Ren 30:353

Bollnäs Ren 30:184

Other information about the Property Portfolio

Total lettable area: approx. 57,250 m²

Total rental value: approx. MSEK 83

Total rental income: approx. MSEK 73.4

The seller

The seller is Goldcup 38809 AB (u.n.t. KlaraBo Empire Top Holding AB), a company wholly owned by KlaraBo Sverige AB (publ). KlaraBo Sverige AB (publ) is listed on Nasdaq Stockholm.

Adjustment of the Preliminary Purchase Price of the Acquisition

The Preliminary Purchase Price amounts to approximately MSEK 361. The share purchase agreement includes customary adjustment principles for the Preliminary Purchase Price.

Payment of the purchase price and planned issuance to KlaraBo

The Preliminary Purchase Price, which amounts to approximately MSEK 361, shall be paid through the issuance of the Promissory Note of MSEK 231 and through the issuance of shares of series B in an amount of MSEK 131 through offsetting of the MSEK 131 promissory note:

- Payment of the Promissory Note is due with half of the principal amount plus accrued interest two years after the Closing Date and with half of the principal amount plus accrued interest three years after the Closing Date.
- The MSEK 131 Promissory Note will be offset by a directed issue to KlaraBo of shares of series B in the Company at a subscription price of SEK 0.045 per share of series B.

Episurf's board of directors will propose to the General Meeting that the General Meeting authorises the board of directors of Episurf to resolve upon a directed issue of shares of series B to Klarabo. The subscription price of SEK 0.045 per share of series B corresponds to:

- a premium of 34 per cent in relation to the closing price of the Company's share of series B (SEK 0.0336) on Nasdaq Stockholm on 23 January 2026,
- a premium of 24 per cent against the volume-weighted average price for the Company's shares of series B (SEK 0.0361) during the last thirty (30) trading days on Nasdaq Stockholm, from and including 5 December 2025 up to and including 23 January 2026,
- a premium of 30 cent against the volume-weighted average price of the Company's shares of series B (SEK 0.0345) during the ninety (90) most recent trading days on Nasdaq Stockholm, from and including 12 September 2025 up to and including 23 January 2026, and
- a premium of 50 per cent against the subscription price in the Company's most recent preferential issue of units, which amounted to SEK 0.0300 per shares of series B, as decided by the Company's board of directors on 2 July 2025 and subsequently approved by an extraordinary general meeting of the Company on 4 August 2025.

The subscription price has been determined through negotiations between the Company and KlaraBo. In light of this, and given that the subscription price corresponds to a premium in relation to the Company's share price, the board of directors considers the subscription price to be in line with market conditions.

Through the directed issue of shares of series B, the number of shares of series B in the Company may increase by a maximum of 2,888,888,888 shares of series B, resulting in a dilution for existing shareholders of a maximum of 65.1 per cent of the capital and votes in the Company and a dilution for existing shareholders of a maximum of approximately 12.6 per cent of the capital and votes in the Company after all shares that may be issued as an effect of the transaction announced by the Company on 30 December 2025 have been issued.

For further information, please contact:

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About Episurf Medical

Episurf Medical works to offer people with painful joint damage a more active and healthier life by making minimally invasive and tailor-made treatment options available. Episurf Medical's customised Episealer® implants and Epiguide® surgical instruments are used to treat local cartilage damage in joints. With Episurf Medical's piFidelity® system, the implants are cost-effectively adapted to each person's unique injury for optimal fit and minimal intervention. Episurf Medical is headquartered in Stockholm, Sweden. The share (EPIS B) is listed on Nasdaq Stockholm. More information is available on the company's website: www.episurf.com.

This information is information that Episurf Medical AB is obliged to make public pursuant to the EU Market Abuse Regulation 596/2014. The information was submitted for publication, through the agency of the contact person set out above, at 08:00 CET on January 26 2026.

Important information

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