



The Board of Directors of Episurf has resolved on an issue of Class B shares as part of the consideration for the acquisition of property 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 Company's Annual General Meeting held on 25 May 2026, resolved on an issue of Class B shares to KlaraBo Empire Top Holding AB ("KlaraBo") as part of the consideration to be paid for the acquisition of all shares in KlaraBo Empire Holding AB ("KlaraBo Empire Holding"), including its property portfolios.

On 26 January 2026, it was announced that Episurf had entered into an agreement (the "**Agreement**") with KlaraBo regarding the acquisition of all shares in KlaraBo Empire Holding, with payment to be made by way of promissory notes (the "**Acquisition**").^[1] Further, on 26 June 2026, Episurf and KlaraBo entered into a supplementary agreement to the Agreement, pursuant to which Episurf transferred all of its rights and obligations under the Agreement to its subsidiary Goldcup 40044 AB (u.n.t. EPI Empire Holding AB), and the transfer was restructured so that closing (Sw. *tillträde*) of part of the portfolio comprising the property Bollnäs Häggesta 7:101 (the "**Second Partial Completion**") is deferred to take place no later than 30 December 2027, approximately 18 months after the initial closing of KlaraBo Empire Holding AB and the part of the property portfolio being completed in connection therewith (the "**First Partial Completion**").^[2] The purchase price of approximately MSEK 361 million shall be paid by way of three promissory notes.

As part of the payment of the consideration to KlaraBo, the Board of Directors of Episurf has, on the date of this press release, by virtue of the authorisation granted by the Company's Annual General Meeting held on 25 May 2026, resolved to issue 2,888,888,888 Class B shares to KlaraBo by way of off-setting the promissory note of MSEK 130 that has been paid as part of the consideration for the Acquisition (the "**Set-Off Note**") at a subscription price of SEK 0.045 per Class B share (the "**Issue**").

The reason for the deviation from the shareholders' preferential rights is to enable the fulfilment of the Company's previously announced commitments as a result of the acquisition of KlaraBo Empire Holding from Klarabo.

Through the Issue, the number of shares in Episurf will increase by 2,888,888,888 Class B shares, from a total of 6,930,837,945 shares to 9,819,726,833 shares, and the number of votes in Episurf will increase by 2,888,888,888, from 6,931,784,659 to 9,820,673,547. The Company's share capital will increase by SEK 28,888,888.88, from SEK 69,308,379.45 to SEK 98,197,268.33. For existing shareholders, this entails a dilution effect of approximately 29.42 per cent of the share capital as well as the votes in the Company.

An exemption document in accordance with Article 1.5, first paragraph, ba and Annex IX of Regulation (EU) 2017/1129 of the European Parliament and of the Council regarding the admission to trading of the newly issued Class B shares in Episurf Medical AB on Nasdaq Stockholm will be registered with the Swedish Financial Supervisory Authority and published on Episurf's website (www.episurf.com) prior to the admission to trading on Nasdaq Stockholm of the newly issued Class B shares.

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 13:42 CEST on 3 July, 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. Its share (EPIS B) is listed on Nasdaq Stockholm. For more information, visit the company's website: www.episurf.com.

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^[1] For further information regarding Episurf's acquisition of KlaraBo Empire Holding, please refer to Episurf's press release dated 26 January 2026.

^[2] For further information regarding the closing of the portfolio, please refer to Episurf's press release dated 26 June 2026.