

Org nr 556966–4955
February 25, 2025



Elicera Therapeutics has secured 100 percent of the warrants of series TO2 corresponding to approximately SEK 22.0 million

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Elicera Therapeutics AB (publ) ("Elicera" or the "Company") announced today that the Company has received subscription commitments and underwriting commitments, consisting of both bottom and top-down underwriting commitments, totalling approximately SEK 22.0 million, corresponding to 100 percent of the issue proceeds that the Company could raise through the exercise of warrants of series TO2 (the "Warrants"). The subscription commitments amount to approximately SEK 2.4 million, corresponding to 11.0 percent of the Warrants, and have been provided by the Company's CEO, Jamal El-Mosleh, all members of the Company's board of directors, a number of members of the Company's management, and major warrant holders. The underwriting commitments amount to approximately SEK 19.6 million, corresponding to about 89.0 percent of the Warrants. The bottom underwriting commitments have been entered into by warrant holders who have entered into subscription commitments and by several external investors. The top-down underwriting commitments have been entered into by several external investors. The exercise period runs from February 26, 2025, to March 11, 2025.

The Company's CEO, Jamal El-Mosleh, all members of the Company's board of directors, a number of members of the Company's management, and major warrant holders have provided subscription commitments totalling approximately SEK 2.4 million, corresponding to approximately 11.0 percent of the issue proceeds the Company could raise through the exercise of the Warrants. In addition, warrant holders who have entered into subscription commitments, along with several external investors, have signed bottom underwriting agreements totalling approximately SEK 13.0 million, corresponding to approximately 59.0 percent of the issue proceeds the Company could raise through the exercise of the Warrants. The Company has also received top-down underwriting agreements from several external investors totalling SEK 6.6 million, corresponding to approximately 30.0 percent of the issue proceeds the Company could raise through the exercise of the Warrants. If existing warrant holders, including the parties that have entered into subscription commitments, exercise fewer than 8,335,791 Warrants, equivalent to approximately 70.0 percent of all issued Warrants, for the subscription of 8,335,791 shares in Elicera, bottom underwriting commitments will be utilized within the range of approximately 11.0 percent to approximately 70.0 percent of the Warrants. If existing warrant holders, including the parties that have entered into subscription commitments, exercise fewer than 11,905,764 Warrants, equivalent to 100 percent of all issued Warrants, for the subscription of 11,905,764 shares in Elicera top-down underwriting commitments will be utilized within the range of approximately 70.0 percent to 100 percent of the Warrants. If applicable, the bottom underwriting consortium and/or the top-down underwriting consortium will subscribe for shares in a directed share issue by the Company

(the “**Directed issue**”) corresponding to the number of shares that would otherwise have been issued if all Warrants had been exercised, ranging from approximately 11.0 to 100 percent.

“With the secured warrant program, we expect our cash position to last into second half of 2027, providing us with the financial resources needed to reach even more key milestones in the CARMA study. This includes the opportunity to present preliminary data from all 18 planned patients in the study, marking a significant step forward in our clinical development.” says Jamal El-Mosleh, CEO of Elicera

The Board of Directors of Elicera intends to decide on the potential Directed issue to the underwriting consortium, based on the authorization granted at the Annual General Meeting on May 16, 2024. In such a case, the subscription price in the Directed issue will correspond to the exercise price for the Warrants, as per the underwriting agreement, i.e., SEK 1.85 per share. The Board of Directors will only decide on the Directed issue if the Warrants are not exercised to 100 percent. In such a case, the shares in the Directed issue will be allocated pro rata among all underwriters in proportion to their respective underwritten amount. A decision on the Directed issue, if applicable, will be announced through a separate press release. Depending on the outcome of the exercise of the Warrants and the extent to which the underwriting commitments are utilized, the board of directors further intends to resolve on an additional directed share issue to the underwriting consortium subject to the subsequent approval of an extraordinary general meeting. Notice of any such extraordinary general meeting will be published separately, which, if applicable, will take place after the end of the subscription period.

The subscription commitments and underwriting undertakings have been agreed upon in writing and are not secured through primary transactions, bank guarantees, pledges, or similar. Compensation for the bottom underwriting commitments has been set to either twelve (12) percent of the underwritten amount paid out in cash, or fifteen (15) percent of the underwritten amount in newly issued shares. Compensation for the top-down underwriting commitments has been set to twenty (20) percent of the underwritten amount in newly issued shares. No compensation will be paid for the subscription commitments.

If all Warrants are exercised, the Company will raise approximately SEK 22.0 million, before issue costs. In order to prevent the Warrants from expiring worthless, holders must actively exercise the Warrants to subscribe for shares by no later than March 11, 2025, or alternatively, sell the Warrants no later than March 7, 2025. Please note that some nominees may close their application earlier than March 11, 2025.

The outcome of the exercise of the Warrants, including any exercise of the underwriting, will be announced via a press release on or about March 13, 2025.

Complete terms and conditions for the Warrants are available on the company’s website www.elicera.com.

Summarized terms for the Warrants:

Exercise period: February 26, 2025 – March 11, 2025

Exercise price: SEK 1.85 per share

Issue size: 11,908,764 Warrants, which entitles to subscription of 11,908,764 shares. If all Warrants are exercised, the Company will receive approximately SEK 22.0 million before issuing costs.

Last day for trading with Warrants: March 7, 2025

Share capital and dilution: If all Warrants are exercised the share capital will increase with SEK 500,168.088 from SEK 1,473,917.256 to SEK 1,974,085.344. If all warrants are exercised the number of shares and votes in the Company will increase with 11,908,764 shares, from 35,093,268 shares to 47,002,032 shares. In the event that all Warrants are exercised, the dilution amounts to approximately 25.3 percent of the number of shares and votes in the Company.

Please note that warrants that are not exercised no later than March 11, 2025, or sold no later than March 7, 2025, will expire without value. For warrants not to lose their value, the holder must actively subscribe for new shares or sell the warrants.

How Warrants are exercised:

Nominee-registered Warrants (Custody account):

Subscription and payment by exercise of the Warrants shall be made in accordance with instructions from each nominee. Please contact your nominee for additional information.

Direct-registered Warrants (Securities account):

No accounts for issuing nor any instructions regarding payments will be sent out. Subscriptions will be made through simultaneous payment in accordance with the instructions on the application form. The Warrants will then be replaced by interim shares awaiting registration at the Swedish Companies Registration Office.

The application form including instructions for payment will be available at Elicera's website, www.elicera.com, and on Mangold Fondkommission AB's website, www.mangold.se.

Advisers

Mangold Fondkommission AB is financial adviser and Advokatfirman Delphi i Stockholm AB is legal advisor for Elicera regarding the Warrants.

For further information, please contact:

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This information is information that Elicera is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the above contact person's agency, at 13:01 CET on February 25, 2025.

Certified Advisor

Mangold Fondkommission AB

About Elicera Therapeutics AB

Elicera Therapeutics AB (publ) has developed the patented gene technology platform iTANK that enables the arming of new and existing CAR T-cell therapies targeting aggressive and relapsing cancer forms. Elicera Therapeutics thereby addresses a well-defined and vast market. The company's CAR T-cell therapies have shown a potent effect toward solid tumors which are recognized as particularly difficult to treat and constitute the majority of cancer cases. The company addresses a global multibillion market in cell therapy through its offering of non-exclusive licensing of the iTANK platform to companies in the pharmaceutical industry. Elicera Therapeutics has four internal development projects in immune therapy that separately have the potential to generate substantial value through exclusive out-licensing agreements. The company's share is traded on Nasdaq First North Growth Market. For additional information, visit www.elicera.com.

Important information

This press release is not an offer to sell shares or a solicitation of an offer to acquire securities of the Company. The contents of this press release have been prepared by the Company and the Company is solely responsible for its contents. The information in this press release is for background purposes only and therefore does not claim to be complete. No one should, for whatever reason, rely on the information contained in this press release or on its accuracy or completeness. The offer to subscribe for or acquire securities referred to in this press release is made through the EU growth prospectus provided by the Company, which contains detailed information about the Company.

This press release constitutes an advertisement and not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with the related delegated and implementing regulations, the "Prospectus Regulation"). Investors should not invest in the securities referred to in this press release without having taken into account the information contained in the aforementioned EU growth prospectus.

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Topics covered in this press release may contain forward-looking statements. Such statements are all statements that are not historical facts and contain expressions such as "intends", "expects", "may", "plans", "estimates", "calculates" and other similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that these assumptions were reasonable when made, such forward-looking statements are subject to known and unknown risks, uncertainties, coincidences, and other important factors that are difficult or impossible to predict and that are beyond the Company's control. Such risks, uncertainties and important factors could cause actual results to differ materially from those expressed or implied in this communication by the forward-looking statements. The information, opinions and forward-looking statements contained in this release speak only as of the date of this press release and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm or release publicly any adjusted view of the forward-looking statements in order to reflect such events or circumstances that arise in relation to the content of these communications.