



MEDCAP

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PRESS RELEASE

Stockholm 17 November 2022

MedCap AB (publ) announces a recommended cash offer at a price of SEK 3.60 per share to the shareholders of AdderaCare AB (publ)

MedCap AB (publ) ("MedCap") hereby announces a recommended public cash offer to the shareholders of AdderaCare AB (publ) ("AdderaCare" or the "Company") to tender all their shares in AdderaCare to MedCap at a price of SEK 3.60¹ in cash per share (the "Offer")². The shares in AdderaCare are admitted to trading on Nasdaq First North Growth Market, under the ticker ADDERA.

Summary

- MedCap offers SEK 3.60 in cash per share in AdderaCare, which represent a total value of the Offer, based on all 33,716,835 outstanding shares in AdderaCare, of approximately SEK 121 million. MedCap does not own or control any shares or other financial instruments in AdderaCare prior to the Offer.
- The Offer represents a premium of approximately:
 - 18.0 per cent compared to the closing price of SEK 3.05 for the AdderaCare share on Nasdaq First North Growth Market on 16 November 2022 (the last day of trading prior to the announcement of the Offer);
 - 28.5 per cent compared to the volume-weighted average trading price of approximately SEK 2.80 for the AdderaCare share on Nasdaq First North Growth Market during the last 30 trading days up to and including 16 November 2022; and
 - 38.7 per cent compared to the volume-weighted average trading price of approximately SEK 2.59 for the AdderaCare share on Nasdaq First North Growth Market during the last 90 trading days up to and including 16 November 2022.

¹In the event that AdderaCare should pay any dividend or make any other value transfer to the shareholders prior to the settlement of the Offer, the consideration per share will be reduced correspondingly.

²The acquisition may be implemented through a subsidiary of MedCap.

- The Board of Directors of AdderaCare³ has unanimously decided to recommend the shareholders of AdderaCare to accept the Offer.
- Hans Andersson privately and through entities, Jan Kvarnström, Sannaskogen AB, Prosus Capital AB, Prosus AB and Ampere i Malmö AB, who together hold approximately 34.41 per cent of the shares and votes in AdderaCare, have undertaken to accept the Offer.
- Linc AB (publ), whose total ownership amounts to 8,212,500 shares, corresponding to approximately 24.36 per cent of the shares and votes in AdderaCare, has stated that it is in favour of and supports the completion of the Offer.
- The Offer contains customary conditions, including that it is accepted to such an extent that MedCap becomes the owner to shares corresponding to more than 90 per cent of the total number of the outstanding shares in AdderaCare.
- An offer document regarding the Offer is expected to be published on or about 1 December 2022. The acceptance period for the Offer is expected to begin on or about 2 December 2022 and expires on or about 23 December 2022.

Anders Dahlberg, CEO of MedCap, comments:

AdderaCare's five subsidiaries provide assistive tools, housing adaptations, and welfare technology in mainly the Swedish, Norwegian, and Dutch markets. Together the companies complement and widens MedCap's current product offering within assistive tools and welfare technology, which today consists of Abilia. We intend to combine the companies into a new segment within the group. This is a step in strengthening the offering and reach to customers and continue to develop and grow the group's business in assistive tools and welfare technology for both individuals with disabilities and elderly with support needs. MedCap's governance model is similar to AdderaCare's and we are convinced that MedCap offers a good home for the subsidiaries that will also benefit from being part of a larger group. In addition, significant overhead cost synergies on a group level are expected. In summary, we consider our offer to be attractive for AdderaCare and its shareholders and will create value for the shareholders of MedCap.

Background and reasons for the Offer

MedCap is an investment company focusing on investments in small-to-mid sized MedTech companies in Europe. MedCap has a well-defined operating model, which has successfully grown and developed Life Science companies since 2006. The strategy is to grow companies that are strong in a niche by combining the smaller companies' entrepreneurial spirit and strong customer focus with a large group's resources, network, and capital. MedCap currently has five subsidiaries whereof one is active in the North-European assistive tools market focusing on cognition, communication, and environmental control systems. A merger between the Company and MedCap would widen MedCap's current product portfolio within cognition, but also expand MedCap's product offering to new assistive tool segments as well as new geographical markets.

³The chairman of the Company's Board of Directors, Hans Andersson, through entities controlled by him and privately, has undertaken to accept the Offer, and he has therefore not participated in the Board of Director's evaluation of, or discussions or decision related to the Board of Director's recommendation of the Offer.

Therefore, MedCap sees a merger between the Company and MedCap as a natural step in developing both companies, which together can gain benefits from a larger geographical footprint and operationally in the companies.

MedCap does not expect the Offer to have a significant impact on the local operations of AdderaCare's subsidiaries, including the management teams and employees and their employment terms. For the management team and employees in the holding entity, the Offer may have an impact, however, such impact is yet to be defined.

The Offer

Consideration

The shareholders of AdderaCare are offered SEK 3.60 in cash per share in AdderaCare.

In the event that AdderaCare should pay any dividend or make any other value transfer to the shareholders prior to the settlement of the Offer, the consideration per share will be reduced correspondingly.

No commission will be charged in connection with the settlement of the AdderaCare shares acquired by MedCap in accordance with the Offer.

Premium

The consideration under the Offer represents a premium of approximately:

- 18.0 per cent compared to the closing price of SEK 3.05 for the AdderaCare share on Nasdaq First North Growth Market on 16 November 2022 (the last day of trading prior to the announcement of the Offer);
- 28.5 per cent compared to the volume-weighted average trading price of approximately SEK 2.80 for the AdderaCare share on Nasdaq First North Growth Market during the last 30 trading days up to and including 16 November 2022; and
- 38.7 per cent compared to the volume-weighted average trading price of approximately SEK 2.59 for the AdderaCare share on Nasdaq First North Growth Market during the last 90 trading days up to and including 16 November 2022.

The total value of the Offer

The total value of the Offer, based on all 33,716,835 outstanding shares in i AdderaCare, amounts to approximately SEK 121 million. MedCap does not own or controls any shares or other financial instruments in AdderaCare prior to the Offer.

Recommendation from the Board of Directors of AdderaCare

The Board of Directors of AdderaCare, consisting of the independent board members Sofie Redzematovic, Charlotte Stjerngren and Hugo Petit, has unanimously decided to recommend the shareholders of the Company to accept the Offer.⁴ The

⁴The chairman of the Company's Board of Directors, Hans Andersson, through entities controlled by him and privately, has undertaken to accept the Offer, and he has therefore not participated in the Board of Director's evaluation of or discussions or decision related to the Board of Directors recommendation of the Offer.

recommendation from the Company's Board of Directors will be published in a separate press release from AdderaCare later today.

Undertakings from the shareholders of AdderaCare

MedCap has received undertakings to accept the Offer from the following shareholders in AdderaCare:

- Hans Andersson through entities controlled by him and privately, whose total ownership amounts to 2,395,032 shares, corresponding to approximately 7.10 per cent of the shares and votes in AdderaCare;
- Jan Kvarnström, whose total ownership amounts to 2,346,750 shares, corresponding to approximately 6.96 per cent of the shares and votes in AdderaCare;
- Sannaskogen AB, whose total ownership amounts to 2,331,898 shares, corresponding to approximately 6.92 per cent of the shares and votes in AdderaCare;
- Prosus Capital AB, whose total ownership amounts to 2,100,000 shares, corresponding to approximately 6.23 per cent of the shares and votes in AdderaCare;
- Prosus AB, whose total ownership amounts to 781,161 shares, corresponding to approximately 2.32 per cent of the shares and votes in AdderaCare; and
- Ampere i Malmö AB, whose total ownership amounts to 1,646,750 shares, corresponding to approximately 4.88 per cent of the shares and votes in AdderaCare.

Consequently, undertakings to accept the Offer have been obtained from shareholders representing a total number of 11,601,591 shares, which corresponds to approximately 34.41 per cent of the shares and votes in AdderaCare. All undertakings are unconditional at the consideration in the Offer. The undertakings will expire if the Offer is not completed by 31 January 2023.

Furthermore, Linc AB (publ) ("Linc"), whose total ownership amounts to 8,212,500 shares, corresponding to approximately 24.36 per cent of the shares and votes in AdderaCare, has stated that it is in favour of and supports the completion of the Offer.

MedCap's shareholding in AdderaCare

Neither MedCap, nor any related party to MedCap, owns or controls any shares in AdderaCare or any financial instruments that lead to a financial exposure corresponding to a holding of shares in AdderaCare. Furthermore, neither MedCap, nor any related party to MedCap, has, during the last six months prior to the Offer was made public, acquired or committed to acquire any shares or financial instruments in AdderaCare that lead to a financial exposure corresponding to a holding of shares in AdderaCare on more favourable terms than the terms of the Offer.

Linc which is not regarded as a related party to MedCap in accordance with section I.3 of the Takeover rules for certain trading platforms issued by The Swedish Corporate

Governance Board, owns shares corresponding to 20 per cent of the shares and votes in MedCap. Karl Tobieson is the CEO of Linc and also the chairman of the Board of Directors of MedCap. Linc owns shares corresponding to approximately 24.36 per cent of the shares and votes in AdderaCare. During the last six months prior to the Offer was made public, Linc has not acquired or committed to acquire any shares or financial instruments in AdderaCare that lead to a financial exposure corresponding to a holding of shares in AdderaCare on more favourable terms than the terms of the Offer.

Conditions for the completion of the Offer

Completion of the Offer is conditional upon:

1. the Offer being accepted to such extent that MedCap becomes the owner of shares representing more than 90 per cent of the total number of the outstanding shares in AdderaCare,
2. no other party announces an offer to acquire shares in AdderaCare on terms that are more favourable to the shareholders of AdderaCare than the terms of the Offer,
3. with respect to the Offer and completion of the acquisition of AdderaCare, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals from competition authorities, being obtained, in each case on terms which are acceptable for MedCap,
4. neither the Offer nor the acquisition of AdderaCare being wholly or partially prevented or materially adversely affected by any legislation or other regulation, any decision of court or public authority, or any similar circumstance,
5. that no circumstances have occurred, that have a material adverse effect, or can be expected to materially adversely affect, AdderaCare's financial position or operations, including AdderaCare's sales, results, liquidity, solidity, equity or assets,
6. no information made public by AdderaCare, or disclosed in any other way by AdderaCare to MedCap or its advisors being inaccurate, incomplete or misleading, and AdderaCare having made public all information which should have been made public by it, and
7. AdderaCare not taking any measures that are liable to impair the prerequisites for making or implementing the Offer.

MedCap reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions is not satisfied or cannot be satisfied. With regard to conditions 2–7, the Offer may only be withdrawn provided that the non-satisfaction of such condition is of material importance to MedCap's acquisition of AdderaCare or if otherwise approved by the Swedish Securities Council (Sw: *Aktiemarknadsnämnden*).

MedCap reserves the right to waive, in whole or in part, one, several or all of the conditions set out above, including the right for MedCap to complete the Offer at an acceptance level at 90 per cent or lower.

Conflicts of interests

The chairman of the Company's Board of Directors, Hans Andersson, through entities controlled by him and privately, has undertaken to accept the Offer and Hans Andersson has therefore been prevented from participating in the Board's handling of matters related to the Board of Director's recommendation of the Offer.

Information about MedCap

MedCap is a public investment company with organizational number 556617-1459, situated in Stockholm, Sweden with the registered address Engelbrektsgatan 9-11, 114 32 Stockholm. MedCap's shares are traded on Nasdaq Stockholm, Mid Cap.

MedCap's business idea is to acquire and develop small-to-mid sized and well-run Life Science companies by contributing with capital, competences, experience, and network tailorized for needs of each respective subsidiary and their market segment. MedCap's strategy is to act as an active owner to develop and improve the profitability of our subsidiaries.

MedCap's operations are split into two business areas: MedTech and Specialty Pharma. During the fiscal year 1 January – 31 December 2021, the MedCap group had reported net sales of 916.3 MSEK, earnings (EBITDA) of 202.5 MSEK, and approximately 360 employees.

For more information about MedCap, visit www.medcap.se.

Financing of the Offer

The Offer is not subject to any financing conditions. The Offer will be financed through cash available to MedCap.

Ruling from the Swedish Securities Council

The Swedish Securities Council has in its ruling AMN 2022:49 granted MedCap dispensation from the requirement to direct the Offer to shareholders of AdderaCare resident in Switzerland. The entire ruling is available on the website of the Swedish Securities Council www.aktiemarknadsnamnden.se.

Due Diligence

MedCap has, in connection with the preparations of the Offer, conducted a limited confirmatory due diligence review of AdderaCare. AdderaCare has informed MedCap that no information, that has not yet been publicly disclosed and that is considered to be inside information has been disclosed to MedCap during the course of the due diligence review, except for the information contained in the Company's interim report for the period up to and including 30 September 2022, which has been published in a separate press release from AdderaCare today.

Approvals from authorities

The completion of the Offer is, inter alia, conditional upon that all required clearances, approvals and decisions and other measurements taken by authorities or similar,

including approvals and clearances from competition authorities, being obtained, in each case on terms that are acceptable for MedCap. MedCap's current assessment is that the Offer is not subject to such regulatory approvals from authorities.

Indicative timetable⁵

Publication of the offer document	1 December 2022
Acceptance period	2 -23 December 2022
Settlement date	2 January 2023

MedCap reserves the right to extend the acceptance period, and to postpone the settlement date. Any extensions of the acceptance period or postponements of the settlement date will be announced by MedCap through a press release in accordance with applicable rules and regulations.

Compulsory buy-out and delisting

In the event that MedCap, whether in connection with the Offer or otherwise, acquires shares representing more than 90 per cent of the total number of shares of AdderaCare, MedCap intends to initiate a compulsory buy-out procedure with respect to the remaining shares. In connection therewith, MedCap may promote delisting of AdderaCare's shares from Nasdaq First North Growth Market.

Applicable laws and disputes

The Offer, as well as the agreements entered into between MedCap and the shareholders in AdderaCare as a result of the Offer, shall be governed and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be settled exclusively by Swedish courts, and the City Court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

The Takeover rules for certain trading platforms issued by the Swedish Corporate Governance Board and the Swedish Securities Council's rulings regarding interpretation and application of the rules are applicable to the Offer.

Advisor

KANTER Advokatbyrå KB is legal advisor to MedCap in connection with the Offer.

MedCap AB (publ)

The Board of Directors

⁵All dates are indicative and subject to change.

Information regarding the Offer

Information about the Offer is available at: www.medcap.se

For inquiries, please contact:

Anders Dahlberg, CEO, MedCap
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For administrative questions regarding the Offer, please contact primarily your bank or nominee where you have your shares registered.

The information in this press release has been published by MedCap, through the agency of the contact person, in accordance with the Takeover Rules and the EU Market Abuse Regulation. This press release was submitted for publication on 17 November 2022 at 07:45 (CET).

IMPORTANT INFORMATION

THIS PRESS RELEASE HAS BEEN PUBLISHED IN SWEDISH AND ENGLISH. IN THE EVENT OF ANY DISCREPANCY BETWEEN THE LANGUAGE VERSIONS, THE SWEDISH VERSION SHALL PREVAIL.

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STATEMENTS IN THIS PRESS RELEASE RELATING TO FUTURE CONDITIONS OR CIRCUMSTANCES, INCLUDING INFORMATION REGARDING FUTURE PERFORMANCE, GROWTH AND OTHER TREND PROJECTIONS AND THE OTHER BENEFITS OF THE OFFER, ARE FORWARD-LOOKING STATEMENTS. THESE STATEMENTS MAY GENERALLY, BUT NOT ALWAYS, BE IDENTIFIED BY THE

USE OF WORDS SUCH AS “ANTICIPATES”, “INTENDS”, “EXPECTS”, “BELIEVES” OR SIMILAR EXPRESSIONS. BY THEIR NATURE, FORWARD-LOOKING STATEMENTS INVOLVE RISK AND UNCERTAINTY BECAUSE THEY RELATE TO EVENTS THAT ARE DEPENDENT ON CIRCUMSTANCES THAT OCCUR IN THE FUTURE. DUE TO A NUMBER OF FACTORS, WHICH TO A LARGE EXTENT ARE BEYOND THE CONTROL OF MEDCAP, IT CANNOT BE GUARANTEED THAT FUTURE CONDITIONS WILL NOT DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED BY THE FORWARD-LOOKING STATEMENTS. ANY SUCH FORWARD-LOOKING STATEMENT SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE ANNOUNCED AND MEDCAP HAS NO OBLIGATION (AND UNDERTAKES NO SUCH OBLIGATION) TO UPDATE OR REVISE ANY OF THEM, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE, EXCEPT IN ACCORDANCE WITH APPLICABLE LAWS AND REGULATIONS.