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11 January 2021

Announcement of consent solicitation by Recipharm AB (publ) in respect of its SEK 1,000,000,000 Senior Unsecured Convertible Bonds due 2021 (ISIN: XS1496895753)

Recipharm AB (publ) (the “**Issuer**”) today announces a consent solicitation (the “**Consent Solicitation**”) in respect of its SEK 1,000,000,000 Senior Unsecured Convertible Bonds due 2021 (the “**Bonds**”) (ISIN: XS1496895753), inviting eligible holders of the outstanding Bonds to consider and, if thought fit, approve the Proposal described below by Extraordinary Resolution pursuant to the Conditions and the Trust Deed.

The Consent Solicitation is being made on the terms, and subject to the conditions, contained in the consent solicitation memorandum dated 11 January 2021 (the “**Consent Solicitation Memorandum**”). Capitalised terms used in this announcement have the same meaning ascribed to them in the Consent Solicitation Memorandum.

This announcement does not contain the full terms and conditions of the Consent Solicitation, which are contained in the Consent Solicitation Memorandum. Eligible Bondholders may obtain an electronic copy of the Consent Solicitation Memorandum from the Tabulation Agent, the contact details for which are set out below. In order to receive an electronic copy of the Consent Solicitation Memorandum, a Bondholder will be required to provide certain confirmations as to his or her status as an eligible Bondholder. Bondholders are advised to read carefully the Consent Solicitation Memorandum.

Background to the Consent Solicitation

The Bonds were issued on 6 October 2016. Due to an administrative mistake when the Bonds were issued, the Conditions of the Bonds contained an error. The effect of the error is that the formula to be used to calculate the conversion price adjustment in the event of a Change of Control (or a Free Float Event) does not correctly reflect the formula presented to investors when the Bonds were issued or the commercial intention when the Bonds were issued.

On 14 December 2020, EQT IX, through Roar BidCo AB, announced a public offer (the “**EQT Offer**”) to the shareholders and holders of convertible bonds of the Issuer of SEK 220 in cash per share and SEK 1,427,010 in cash per Bond with a nominal value of SEK 1,000,000.

Completion of the EQT Offer is conditional, among other things, on the correction to the error in the Conditions of the Bonds being made. The Issuer is seeking Bondholder approval at the Meeting to correct this error.

In addition to correcting the error described above, the Issuer is also seeking Bondholder approval to include a new provision in the Conditions, which would result in each Bondholder (as shown in the Register at the close of business on the Offer Fee Record Date (being the date of the Expiration Deadline specified below)) being eligible to receive an Offer Fee of SEK 5,000 in respect of each SEK 1,000,000 principal amount of Bonds held by such Bondholder if an Offer is publicly declared to be unconditional in all respects.

The Proposal

The Proposal is set out in further detail in the Extraordinary Resolution in the Notice convening the Meeting, as set out in “*Annex A – Form of Notice and Extraordinary Resolution*” of the Consent Solicitation Memorandum.

Key Terms and Conditions of the Consent Solicitation

The Consent Solicitation commences on the date of the Consent Solicitation Memorandum.

Expiration Deadline

The deadline for receipt by the Tabulation Agent of Electronic Instructions from Bondholders wishing to vote in respect of the Extraordinary Resolution is 4.00 p.m. (London time) on 1 February 2021 (the “**Expiration Deadline**”).

Offer Fee

The Offer Fee has been determined following receipt by the Issuer of a ruling (2021:02) of the Swedish Takeover Panel (the Securities Council) (the “**Panel**”) relating to the Issuer’s intention to offer a higher amount (corresponding to 5 per cent. of the aggregate principal amount of the Bonds) which had been proposed, subject to compliance with applicable rules. The Panel stated: “In the Panel’s opinion, a claim by Bondholders for compensation in the amount of SEK 50 million to consent to the correction of an obvious error is remarkable and incompatible with good practice on the Swedish securities market. It would also be incompatible with good practice to accommodate such a request.”

The Offer Fee will only become payable if an Offer is publicly declared by the offeror to be unconditional in all respects with the effect that the offeror(s) will acquire control of the Issuer.

Meeting

A notice convening the meeting of the Bondholders (the “**Meeting**”) (to be held via teleconference in light of the ongoing COVID-19 pandemic and in order to maintain social distancing and avoid non-essential travel) has been given to Bondholders in accordance with the Conditions on the date of the Consent Solicitation Memorandum. The Meeting will commence at 10.00 a.m. (London time) on 3 February 2021.

The quorum for the Meeting on 3 February 2021 is one or more persons holding or representing at least two-thirds in principal amount of the Bonds, and the voting majority is not less than 75 per cent of the votes cast at the meeting. As at the date of this announcement, one of the Bondholders alone holds more than a quarter of the aggregate principal amount of the Bonds.

The Issuer will announce the results of the Meeting as soon as reasonably practicable after the Meeting.

Further information in relation to the Consent Solicitation is set out under “*The Consent Solicitation*” in the Consent Solicitation Memorandum.

General

The Issuer may, in its sole discretion, extend, amend (other than the terms of the Extraordinary Resolution), waive any condition of, or terminate, the Consent Solicitation at any time (subject to the terms and conditions of this Consent Solicitation Memorandum). The Issuer also reserves the right in its absolute discretion to withdraw the Proposal at any time before the Meeting (or any adjourned Meeting(s)) or to refrain from entering into the Supplemental Trust Deed even if the Extraordinary Resolution is passed. In the event that the Proposal is withdrawn the Meeting will still be held, but the Issuer will be under no obligation to enter into the Supplemental Trust Deed to give effect to the amendments contained in the Extraordinary Resolution.

Indicative Solicitation Timetable

This timetable assumes that (i) the Meeting is quorate and (ii) new meetings are not convened in respect of the Bonds. This timetable is subject to change and dates and times may be extended or changed by the Issuer in accordance with the terms of the Consent Solicitation, as described in the Consent Solicitation Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Event Day

Date and Time

Commencement of Consent Solicitation

Consent Solicitation announced. Consent Solicitation Memorandum available from the Tabulation Agent 11 January 2021.

Deadline for appointing a proxy or representative

In relation to the Meeting of the Bonds, the latest time for appointing a proxy or representative to attend and vote at the Meeting in person. 4:00 p.m. (London time) on 1 February 2021.

Expiration Deadline

Final deadline for receipt of valid Electronic Instructions by the Tabulation Agent. 4:00 p.m. (London time) on 1 February 2021.

Meeting

Time and date of the Meeting. 10:00 a.m. (London time) on 3 February 2021.

Announcement and publication of results of the Meeting

Announcement of the results of the Meeting. As soon as reasonably practicable after the Meeting has concluded.

Bondholders are advised to check with any broker, dealer, bank, custodian, trust company or other trustee through which they hold Bonds whether such broker, dealer, bank, custodian, trust company or other trustee would require receiving any notice or instructions prior to the deadlines set out above. The deadlines set by any such intermediary for the submission of notices or instructions will be earlier than the relevant deadlines above.

Further Information

A complete description of the terms and conditions of the Consent Solicitation is set out in the Consent Solicitation Memorandum. Electronic copies of the Consent Solicitation Memorandum are available to eligible persons from the Tabulation Agent. In addition, Bondholders may contact the Joint Financial Advisers for information.

Before making a decision with respect to the Consent Solicitation, Bondholders should carefully consider all of the information in the Consent Solicitation Memorandum and, in particular, the risk factors described in the section entitled “Risk Factors and Other Considerations”.

Further details about the transaction can be obtained from:

Joint Financial Advisers

Carnegie Investment Bank AB (publ)

Regeringsgatan 56
SE-103 38 Stockholm
Sweden

Email: carnegie.projectroarcb@carnegie.se

Telephone: +46 73 417 89 16

Attention: Patric Carlsson

Stifel Nicolaus Europe Limited

150 Cheapside
London EC2V 6ET
United Kingdom

Email: SNELProjectRoar@stifel.com

Telephone: +44 20 7663 3217

Attention: Dhiren Suares

Tabulation Agent

The Bank of New York Mellon, London Branch

One Canada Square
London E14 5AL
United Kingdom

Email: debtstructuring@bnymellon.com

Telephone: +44 (0) 12 0268 9644

Attention: debt restructuring

The Issuer

Recipharm AB (publ)

Box 603
SE-101 32 Stockholm
Sweden

Email: anna.krantz@recipharm.com

Attention: Anna Krantz, Corporate Counsel

DISCLAIMER

Bondholders must read this announcement in conjunction with the Consent Solicitation Memorandum. No offer to acquire any Bonds is being made pursuant to this announcement. This announcement and the Consent Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to the Consent Solicitation.

Each Bondholder is solely responsible for making its own independent appraisal of all matters as such Bondholder deems appropriate (including those relating to the Consent Solicitation and the Extraordinary Resolution) and each Bondholder must make its own decision whether to participate in the Consent Solicitation.

Bondholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax or accounting consequences of the Bondholders participating in the Consent Solicitation and regarding the impact on Bondholders of the implementation of the Extraordinary Resolution.

The Joint Financial Advisers and the Tabulation Agent do not take responsibility for the contents of this announcement. None of the Issuer, the Joint Financial Advisers, the Tabulation Agent, the Trustee, the Principal Paying, Transfer and Conversion Agent or any director, officer, employee, agent, representative or affiliate of any such person is acting for any Bondholder, or will be responsible to any Bondholder for providing any protections which would be afforded to its clients, and none of the Issuer, the Joint Financial Advisers, the Tabulation Agent, the Trustee, the Principal Paying Transfer and Conversion Agent, or any director, officer, employee, agent, representative or affiliate of any such person will be responsible to any Bondholders for providing advice in relation to the Consent Solicitation or the Extraordinary Resolutions or makes any recommendation as to whether or not or how Bondholders should vote in respect of the Extraordinary Resolution.

This announcement and the Consent Solicitation Memorandum do not constitute an offer or an invitation to participate in the Consent Solicitation in any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer or invitation under applicable securities laws. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession the Consent Solicitation Memorandum comes are required by each of the Issuer, the Joint Financial Advisers and the Tabulation Agent to inform themselves about, and to observe, any such restrictions.

No action has been or will be taken in any jurisdiction by the Issuer, the Joint Financial Advisers or the Tabulation Agent in relation to the Consent Solicitation that would permit a public offering of securities.

United States

The Consent Solicitation is only being made outside the United States, to persons other than “U.S. persons” (as defined in Regulation S under the Securities Act). Any purported participation in the Consent Solicitation resulting directly or indirectly from a violation of these restrictions will be invalid and any participation in the Consent Solicitation by a person that is located or resident in the United States or that is a U.S. person or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a beneficial owner that is giving instructions from within the United States or that is any U.S. person will not be accepted.

Neither this announcement nor the Consent Solicitation Memorandum is an offer of securities for sale in the United States or to any U.S. person. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The Bonds have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, unless an exemption from the registration requirements of the Securities Act is available.

Each Bondholder participating in the Consent Solicitation will represent that it is not a U.S. person (as defined in Regulation S under the Securities Act), and is not acting for the account or benefit of any U.S. person, and that it is not located or resident in the United States.

For the purpose of this announcement and the Consent Solicitation Memorandum, “United States” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of this announcement, the Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, the Consent Solicitation Memorandum and such documents and/or materials are not being distributed to, and must not be passed on to, persons in the United Kingdom other than (i) to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”)), (ii) to those persons who are within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Issuer, or (iii) to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

This announcement is made by Recipharm AB (publ) (LEI: 549300FHCTIFJOZ9D484). This announcement is released by the Issuer and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of MAR, encompassing information relating to the Bonds and the Consent Solicitation. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Anders G. Carlberg, Chairman of the Independent Board of Recipharm AB (publ).