

# Xbrane announces the outcome of the rights issue

Stockholm, Sweden, 14 March 2024 – Xbrane Biopharma AB (publ) (“Xbrane” or the “Company”) (Nasdaq Stockholm: XBRANE) announced on 22 January 2024, that the Board of Directors had, subject to the subsequent approval by the General Meeting, resolved to carry out a partially guaranteed issue of units with preferential rights for the Company’s existing shareholders (the “Rights Issue”). The Board of Directors’ resolution on the Rights Issue was approved by an extraordinary general meeting held on 22 February 2024. Xbrane hereby announces that the final outcome of the Rights Issue shows that 29,325,411 units, corresponding to approximately 98.4 percent of the Rights Issue, were subscribed for with and without unit rights. No guarantee commitments will thus be utilized. Through the Rights Issue, Xbrane will receive issue proceeds amounting to approximately SEK 337.2 million before deduction of costs attributable to the Rights Issue.

## Outcome

The outcome of the Rights Issue shows that 25,025,899 units, corresponding to approximately 84.0 percent of the Rights Issue, have been subscribed for by exercise of unit rights. In addition, 4,299,512 units have been subscribed for without unit rights, corresponding to approximately 14.4 percent of the Rights Issue. No units will be allotted to the parties who have entered into guarantee undertakings in the Rights Issue. The Rights Issue has thus been subscribed for a total of 98.4 percent and Xbrane will receive issue proceeds of approximately SEK 337.2 million before deduction of cost attributable to the Rights Issue.

The purpose of the Rights Issue is primarily to finance the launch activities of Ximluci® in the US, the launch of Ximluci® PFS, the production of clinical material for BII801, the development and production of clinical material for Xdivane™, general corporate purposes as well as pre-payment in cash of the next six (6) amortizations of the convertible bonds to CVI, Investments Inc.

*“We are grateful for the support from both existing shareholders and new investors in this rights issue. We are fully focused on executing our plan and delivering on our important milestones during 2024 to take us to positive cash-flow in the first quarter of 2025 ”* **comments Martin Åmark, CEO Xbrane.**

## Notice of allotment

As confirmation of allotment of units subscribed for without unit rights, a contract note will be distributed on or about 15 March 2024. Subscribed and allotted units must be paid in cash in accordance with the instructions in the contract note. The allotment of units subscribed for without preferential rights has been carried out in accordance with the allotment principles set out in the prospectus published by Xbrane on 27 February 2024. Nominee-registered shareholders will receive notice of allotment and payment in accordance with the procedures of the nominee.

### Shares and share capital

Each unit in the Rights Issue consist of fifty (50) newly issued shares in the Company and nine (9) warrants of series TO1, issued free of charge. Following the Rights Issue, Xbrane's share capital will increase by approximately SEK 328,717,419.49 from approximately SEK 6,683,068.09 to approximately SEK 335,400,487.58, by an issue of 1,466,270,550 new shares, resulting in the total number of shares increasing from 29,810,364 shares to 1,496,080,914 shares. Upon full subscription and exercise of the warrants of series TO1, the number of shares in the Company will increase by 263,928,699 and the share capital will increase by approximately SEK 59,169,135.51, contributing with additional proceeds of approximately SEK 76.5 million.

### Trading with BTU and conversion of BTU to shares and warrants

BTUs (Sw. "*Betalad Tecknad Unit*") will be subject to trading on Nasdaq Stockholm until the Rights Issue has been registered with the Swedish Companies Registration Office (the "**SCRO**") and BTUs have been converted into shares and warrants of series TO1. The last day of trading with BTUs is expected to occur on or about 20 March 2024.

The new shares subscribed for with, and without, unit rights are expected to be registered with the SCRO on or about 22 March 2024 and the first day of trading for the new shares on Nasdaq Stockholm is expected to be on or about 27 March 2024.

The first day of trading for the warrants of series TO1 is expected to be on or about 27 March 2024. The warrants will be traded on Nasdaq First North Growth Market.

### Guarantee commitments

In connection with the Rights Issue, the Company has entered into agreements on guarantee commitments. For the guarantee commitments, an underwriting commission of eleven (11) percent of the guaranteed amount is paid in cash or by receiving newly issued shares in the Company, where the subscription price for these newly issued shares shall be equivalent to the subscription price per share in the Rights Issue. If all guarantors would choose to receive guarantee compensation in shares, a maximum of 109,417,256 newly issued shares would be issued as underwriting commission. Should any of the guarantors request to receive their compensation in shares, this will be done through a directed new share issue to the guarantor(s).

### Advisors

Pareto Securities has been appointed Sole Manager and Bookrunner. Baker & McKenzie Advokatbyrå KB is acting as legal adviser to the Company. Advokatfirman Delphi KB is acting as legal adviser to Pareto Securities in connection with the Rights Issue. Nordic Issuing acts as issuing agent in connection with the Rights Issue.

### Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Xbrane in any jurisdiction, neither from Xbrane nor from someone else.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Company. Any investment decision in connection with the Rights Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Sole Manager and Bookrunner. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The Sole Manager and Bookrunner is acting for the Company in connection with the Rights Issue and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any other matter referred to herein.

This announcement does not constitute a recommendation concerning any investor's option with respect to the Rights Issue. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this announcement and publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The securities described herein have also not been, and will not be, registered under the applicable securities laws of Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Singapore, South Africa, South Korea or Switzerland. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland, the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus and a supplementary prospectus relating to the Rights Issue have been approved by the SFSA and published by the Company and are available on the Company's website.

In all EEA Member States ("**EEA**"), other than Sweden, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only those investors to whom an offer may be made without an approved prospectus in the relevant EEA Member State.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or

investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) any other person to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

### **Forward-looking statements**

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is not required by law or Nasdaq Stockholm's rule book for issuers.

### **Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Xbrane have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are

permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Xbrane may decline and investors could lose all or part of their investment; the shares in Xbrane offer no guaranteed income and no capital protection; and an investment in the shares in Xbrane is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Manager and Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Xbrane.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Xbrane and determining appropriate distribution channels.

## Contacts

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## About Us

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Xbrane Biopharma AB develops biological drugs based on a patented platform technology that provides significantly lower production costs compared to competing systems. Xbrane has a portfolio of biosimilar candidates targeting EUR 26 billion in estimated annual peak sales of the respective reference product. The lead candidate Ximluci® is granted market authorization approval in Europe and was launched during 2023. Xbrane's head office is in Solna, just outside Stockholm. Xbrane is listed on Nasdaq Stockholm under the ticker XBRANE. For more information, visit [www.xbrane.com](http://www.xbrane.com)

*This information is information that Xbrane Biopharma is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-03-14 16:37 CET.*

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## Attachments

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[Xbrane announces the outcome of the rights issue](#)