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Coala-Life Group AB (publ) expands guarantee consortium in the ongoing rights issue and updates estimated transaction costs

Coala-Life Group AB (publ) ("Coala Life" or the "Company") has today entered into additional guarantee agreements with existing guarantors in the rights issue of units, proposed by the Company's Board of Directors on December 23, 2022 and resolved at an Extraordinary General Meeting on January 26, 2023 (the "Rights Issue"). The Rights Issue is thus covered by subscription undertakings and guarantee commitments from existing shareholders and new investors of approximately SEK 84.1 million, corresponding to approximately 83 percent of the Rights Issue. In conjunction with this, the Company updates estimated transaction costs.

Coala Life carries out a rights issue of units consisting of one (1) share and one (1) free warrant of series TO 1. The subscription period commenced on 7 February 2023 and continues until 21 February 2023. Upon full subscription, the Company will initially receive approximately SEK 101 million before deduction of transaction costs. The Company has previously announced that subscription undertakings and guarantee commitments from existing shareholders and new investors amounts to approximately SEK 77.6 million, corresponding to approximately 76.5 percent of the Rights Issue. As the Company has now entered into agreements for an additional so-called top guarantee of a total of SEK 6.65 million with existing guarantors in the Rights Issue, the subscription undertakings and guarantee commitments amount to approximately SEK 84.1 million, corresponding to approximately 83 percent of the Rights Issue.

Compensation to the guarantors of the added top guarantee is paid in the amount of 10 percent of the guaranteed amount in cash compensation, or 12 percent of the guaranteed amount in newly issued shares, thus guarantee compensation for the initial proceeds can increase by a maximum of approximately SEK 0.7 million.

Assuming full subscription in the Rights Issue and full exercise of the warrants, the Company may receive an additional approximately SEK 16.6-46.4 million (depending on the final subscription price for the new shares that may be subscribed for through the exercise of the warrants) before deduction of transaction costs, which may amount to a maximum of approximately SEK 2.6 million excluding costs for practical handling (i.e. in addition to previously estimated transaction costs and depending on the extent to which warrants are exercised for subscription of new shares).

In order to enable full set-off of the convertible loan raised by the Company during the fourth quarter of 2022 and to enable further allotment in the event of oversubscription, in the Rights Issue, the Rights Issue may be increased by a maximum of 19,870,410 additional units, each consisting of one (1) new share and one (1) warrant, (the "**Overallotment Option**"). Upon full exercise of the Overallotment Option and full exercise of associated warrants, the Company may receive an additional total of approximately SEK 11.8-14.8 million depending on the final subscription price for the new shares that may be subscribed for through the exercise of the warrants) before issue costs, which may amount to a maximum of approximately SEK 1.0 million excluding costs for practical handling (i.e. in addition to previously estimated transaction costs and depending on the extent to which warrants are exercised for subscription of new shares).

Supplementary Prospectus

Full information regarding the extended guarantee in the Rights Issue, as well as detailed information on estimated transaction costs, including in relation to the possible use of the warrants, will be made available in a supplementary prospectus that is expected to be approved by the Swedish Financial Supervisory Authority and published by the Company during week 7, 2023 (the "**Supplementary Prospectus**").

Advisers

Redeye AB acts as financial adviser and Setterwalls Advokatbyrå AB acts as legal adviser in connection with the Rights Issue. Nordic Issuing acts as the issuing agent in the Rights Issue.

Important information

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in the Company. No action has been taken and no measures will be taken to permit a public offering in any jurisdictions other than Sweden.

This release is not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017/1129 ("**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. This announcement does not identify, or purport to identify, risks (direct or indirect) that may be associated with an investment in shares or other securities in the Company. A so-called EU Growth Prospectus (the "**Prospectus**") has been prepared in connection with the Rights Issue and be reviewed and approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) which is the national competent authority in Sweden under the Prospectus Regulation. In order for investors to fully understand the potential risks and benefits associated with a decision to participate in the Rights Issue, any investment decision should only be made based on the information in the Prospectus and the Supplementary Prospectus. Thus, investors are encouraged to review the Prospectus and the Supplementary Prospectus in its entirety. This press release constitutes an advertisement in accordance with article 2 k of the Prospectus Regulation.

The information in this press release may not be released, distributed or published, directly or indirectly, in or into the United States of America, Australia, Belarus, Japan, Canada, Hong Kong, New Zealand, Russia, Switzerland, Singapore, South Africa or any other jurisdiction in which such action would be unlawful or would require registration or any other measures than those required by Swedish law. Actions in violation of these restrictions may constitute a violation of applicable securities laws. No shares or other securities in the Company have been registered, and no shares or other securities will be registered, under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the securities legislation of any state or other jurisdiction in the United States of America and no shares or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States of America, except under an available exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States of America.

Within the European Economic Area (“**EEA**”), no public offering of shares or other securities (“**Securities**”) is made in other countries than Sweden. In other member states of the EU, such an offering of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation. In other member states of the EEA which have implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation and/or in accordance with an applicable exemption under a relevant national implementation measure. In other member states of the EEA which have not implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption under national law.

In the United Kingdom, this press release 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 press release relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) 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 etc. falling within Article 49(2)(a) to (d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be made available under the Order (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.

About us

Coala-Life Group AB ("Coala Life" or the "Company") founded in 2015, is a Cloud Based Software as a Service provider, and medical device developer and reseller, listed on Nasdaq First North Growth Market. The Company focuses on B2B solutions for managed Remote Patient Monitoring ("RPM"), offering medical care providers, primarily in the US, with a highly scalable, cost-efficient platform to remotely and virtually manage large volumes of patients suffering from chronic diseases. The company offers care providers a comprehensive solution and lifts the administrative work from the care providers regarding, amongst other things, follow-up, 24/7 monitoring, as well as the reimbursement process from state and private health insurance companies. Patients are monitored long-term in everyday life and typically have diabetes, obesity, and /or cardiovascular disease.

For more information see www.coalalife.com

For more information, please contact:

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Certified Adviser

The company's Certified Adviser is Erik Penser Bank AB.

This information is information that Coala Life 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 2023-02-08 20:30 CET.

Attachments

[Coala-Life Group AB \(publ\) expands guarantee consortium in the ongoing rights issue and updates estimated transaction costs](#)