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Amniotics announces outcome of rights issue

Today, the board of directors of Amniotics AB (publ) ("Amniotics" or the "Company") announces the outcome of the rights issue of units, consisting of a maximum of 144,596,970 newly issued shares and 144,596,970 warrants series TO 2, that was announced on 20 December 2022 (the "Rights Issue"). In total, 74,395,035 units were subscribed for by exercise of unit rights, corresponding to approximately 51.4 per cent of the Rights Issue. In addition, a total of 8,297,907 units were subscribed for without unit rights, corresponding to approximately 5.7 per cent of the Rights Issue, and 18,524,938 units were subscribed for using guarantors, corresponding to approximately 12.8 per cent of the Rights Issue. The Rights Issue was thus subscribed for at approximately 70 per cent and Amniotics will thereby initially receive approximately MSEK 25.3 before issue costs as well as set off and repayment of outstanding bridge loans to Fårö Capital AB ("Fårö Capital") and Modelio Equity AB (publ) ("Modelio"). After the Rights Issue and completion of set-off, Modelio's remaining loan amounts to a capital amount of MSEK 4.0, whereas Fårö Capital's loan is re-paid in full. In June 2023, the Company can receive additional proceeds if the warrants series TO 2 issued in the Rights Issue are utilized for subscription of shares.

Subscription and allotment

In total, 74,395,035 units were subscribed for by exercise of unit rights, corresponding to approximately 51.4 per cent of the Rights Issue. In addition, 8,297,907 units were subscribed for without unit rights, corresponding to approximately 5.7 per cent of the Rights Issue, and 18,524,938 were subscribed for by guarantors, corresponding to approximately 12.8 per cent of the Rights Issue. The Rights Issue was thus subscribed to approximately 70 per cent.

Each unit consists of one (1) share and one (1) warrant series TO 2. One (1) warrant series TO 2 allows for the subscription of one (1) new share in the Company, during the period from and including 5 June 2023 up to and including 19 June 2023. The subscription price for the new shares by exercise of warrants series TO 2 corresponds to 70 per cent of the volume-weighted average price of the Company's share during 10 trading days before 31 May 2023 (including 31 May 2023), but with a minimum price of SEK 0.055 per share (corresponding to the share's approximate quota value) and a maximum price of SEK 0.5 per share. Through the Rights Issue the Company receives initial proceeds of approximately MSEK 25.3 before issue costs as well as set off and repayment of outstanding bridge loans to Fårö Capital and Modelio. After the Rights Issue and completion of set-off, Modelio's remaining loan amounts to a capital amount of MSEK 4.0, whereas Fårö Capital's loan is re-paid in full. In June 2023, the Company can receive additional proceeds if the warrants series TO 2 issued in the Rights Issue are utilized for subscription of new shares.

Through the Rights Issue, the number of shares in the Company will increase by 101,217,880 shares, from 16,066,330 shares to 117,284,210 shares, and the share capital will increase by SEK 5,474,787.970577, from SEK 869,013.954998 to SEK 6,343,801.925575. If all warrants series TO 2 are exercised in full for subscription of new shares in the Company, the number of shares will increase with an additional 101,217,880 shares to 218,502,090 shares in total and the share capital will increase with an additional SEK 5,474,787.970577 to SEK 11,818,589.896152.

Trading in paid subscribed units (BTU) will take place on Nasdaq First North Growth Market with the short name AMNI BTU until the Rights Issue has been registered with the Swedish Companies Registration Office (Sw. Bolagsverket), which is expected to take place during week 12, 2023. Thereafter, the BTU will be converted into shares and warrants. The warrants will thereafter be admitted to trading on Nasdaq First North Growth Market as soon as possible after completed registration with the Swedish Companies Registration Office.

Allocation of units subscribed for without unit rights has been carried out in accordance with the principles stated in the EU growth prospectus that was prepared due to the Rights Issue and that was published by the Company on 17 February 2023 (the “**Prospectus**”). Notification of allocation will be announced through a settlement note that will be sent out by mail to each subscriber. Allocated shares shall be paid in accordance with the instructions on the settlement note.

Advisors

Vator Securities AB acts as financial advisor and issuer agent and Setterwalls Advokatbyrå AB acts as legal advisor to Amniotics in connection with the Rights Issue.

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About Amniotics

Amniotics is a biopharma company focusing on mesenchymal stem cells (MSC) from amniotic fluid. The company was born out of the discovery of a novel source of stem cells in full-term amniotic fluid. Based on a decade of research at the internationally recognized Lund University Stem Cell Centre and the Skåne University Hospital of Lund, the company is pioneering the harvesting and propagation of tissue specific neonatal quality mesenchymal stem cells (MSC). These stem cells have unique properties for applications in regenerative medicine. Amniotics has also an, by Läkemedelsverket

(Swedish MPA), approved Good Manufacturing Practice (GMP) facility to produce Advanced Therapy Medicinal Products (ATMPs). With the GMP facilities operational since 2020, Amniotics is now in clinical phase with the leading drug candidate PulmoStem™. The company is looking to establish strategic partnerships with researchers and companies that are interested in developing stem-cell-based therapies targeting diseases with high unmet needs.

The company is listed at Nasdaq First North Growth Market in Stockholm.

Amniotics Certified Adviser at First North is Redeye AB, e-post: certifiedadviser@redeye.se.

Learn more at www.amniotics.com.

IMPORTANT INFORMATION

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, warrants or other securities in Amniotics. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for units in Amniotics has only been made through the Prospectus that Amniotics published on 17 February 2023. The prospectus has been approved and registered by the Swedish Financial Supervisory Authority and published on Amniotics's website, www.amniotics.com. The approval of the Prospectus by the Swedish Financial Supervisory Authority shall not be regarded as an approval of the shares, warrants or any other securities. This release is however not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017 /1129 ("**Prospectus Regulation**") and 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 shares, warrants or other securities in Amniotics. 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. Thus, investors are encouraged to review the Prospectus in its entirety.

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, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland 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, warrants or other securities in Amniotics have been registered, and no shares, warrants 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, warrants 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 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 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” (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.

This press release may contain forward-looking statements which reflect the Company’s current view on future events and financial and operational development. Words such as “*intend*”, “*expect*”, “*anticipate*”, “*may*”, “*believe*”, “*plan*”, “*estimate*” and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements.

Attachments

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