

Announcement from extra general meeting in Xbrane Biopharma AB

Today on 3 July 2025 the extra general meeting of Xbrane Biopharma AB (the "Company") was held and the following resolutions were passed by the meeting.

Resolution regarding approval of the board of directors' resolution on a directed issue of shares

The extra general meeting resolved, in accordance with the board of directors' proposal, to approve the board of directors' resolution on 10 June 2025 to issue a maximum of 1,043,478,260 shares, with deviation from the shareholders' preferential rights, as follows:

The total increase of the Company's share capital can amount to a maximum of SEK 233,933,281.222894.

The subscription price for the new shares shall be SEK 0.23 per share, in total SEK 239,999,999.800 if all shares are subscribed for. The share premium shall be transferred to the unrestricted premium reserve. The subscription price has been determined through an accelerated bookbuilding procedure, the board of director's assessment is that the subscription price reflects current market conditions and demand, and that the subscription price is therefore market-based.

Right to subscribe for the new shares, with deviation from the shareholders' preferential rights, shall be attributed to investors who have notified their interest in the accelerated book-building procedure carried out by Pareto Securities AB.

Subscription shall be made on a subscription list no later than on 10 June 2025. The board of directors is entitled to extend the subscription period.

Payment for subscribed shares shall be made to a designated account no later than 4 July 2025. For shares that are subject to reporting under the Swedish Foreign Direct Investments Screening Act (2023:560) shall be paid no later than three days after regulatory approval, however not later than 30 September 2025. The board of directors is entitled to extend the last day for payment.

In the event that a person subscribes for shares that result in the person's total shareholding exceeds a limit that means that the person's acquisition will be subject to reporting under the Swedish Foreign Direct Investments Screening Act (2023:560), allotment shall initially only be made to a level where the person falls below the said limit, and allotment of the excess amount of the subscription shall be conditional on the person obtaining the necessary approvals under the Act (2023:560).

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and in the share register kept by Euroclear Sweden AB.

The board of directors has concluded that a rights issue, compared to the Directed Issue, (i) would take significantly longer time to execute and thereby entail increased market risk exposure, (ii) would require significant underwriting commitments from an underwriting syndicate given the current market volatility, which would entail additional costs and/or additional dilution depending on the type of consideration paid for such underwriting commitments, and (iii) likely would have had to be made at a significantly lower subscription price given the discount levels in rights issues that historically have been carried out on the market. The Directed Issue will, among other things, (i) provide the Company with significant and reputable long-term shareholders, which diversifies and strengthens the Company's shareholder base, (ii) further strengthen the Company's financial position to enable the Company to continue executing on developing and commercialization of biosimilars, (iii) be conducted in a more time efficient way and at a lower cost and with less complexity and negative effect on the Company's share price than a rights issue, and (iv) ensure strong balance sheet in the current market situation, the board of directors' overall assessment is that the reasons for carrying out the Directed Issue outweigh the reasons that motivate the main rule that issues are to be made with preferential rights for the shareholders. As the subscription price has been determined through an accelerated bookbuilding procedure, the board of director's assessment is that the subscription price reflects current market conditions and demand, and that the subscription price is therefore market-based.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

For detailed terms regarding the resolution set out above, please refer to the notice and the complete proposal which are available at the Company's website, www.xbrane.com.

Contacts

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About Us

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 23 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

Attachments

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