

Xbrane announces final outcome in a rights issue

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The final outcome for Xbrane Biopharma AB ("Xbrane" or the "Company") 94 percent guaranteed rights issue, for which the subscription period ended on 12 July 2019 (the "Rights Issue"), shows that 1,808,682 shares, corresponding to approximately 66.5 percent of the shares offered, were subscribed for by exercise of subscription rights. Additionally, 394,177 shares corresponding to approximately 14.5 percent of the Right Issue was subscribed without use of subscription rights. The remaining part of the Rights Issue, corresponding to 517,469 shares or approximately 19 percent was subscribed by the guarantors. The board of directors has therefore, in accordance with the allotment principles, allotted all shares offered in the Rights Issue. The Company receives approximately SEK 91 million before deduction for issue costs from the Rights Issue.

About the rights issue

Those registered by Euroclear Sweden AB as a shareholder in Xbrane on the record date on 26 June 2019 had preferential rights to subscribe for shares in the Rights Issue. For each share held in Xbrane, one (1) subscription right were received. 14 subscription rights entitled to subscribe for three (3) new shares at the subscription price of SEK 33.50. In addition, it was offered the opportunity to subscribe for shares without subscription rights.

Final outcome

The Rights Issue comprised a maximum of 2,720,328 shares, of which 1,808,682 shares, corresponding to approximately 66.5 percent, have been subscribed with subscription rights. Additionally, 394,177 shares corresponding to approximately 14.5 percent of the Right Issue was subscribed without use of subscription rights. The remaining part of the Rights Issue, corresponding to 517,469 shares or approximately 19 percent was subscribed for by the guarantors**. The board of directors has therefore, in accordance with the allotment principles, allotted all shares offered in the Rights Issue.

Notice of allotment

Those who have subscribed for shares without subscription rights will be allocated shares in accordance with the principles set out in the prospectus. Notice of allotment to the persons who subscribed for shares without subscription rights is expected to be distributed on 17 July 2019. Subscribed and allotted shares shall be paid in cash no later than the settlement date, 22 July 2019, in accordance with the instructions on the settlement note. Trustee-registered shareholders receive notification of allocation in accordance with the respective manager's procedures. Only those allotted will be notified.

Number of shares and share capital

Through the Rights Issue, Xbrane's share capital will increase by SEK 609,859 to approximately SEK 3,455,872 and the total number of shares will increase by 2,720,328 shares to 15,415,199 shares, when the Rights Issue has been registered with the Swedish Companies Registration Office. As soon as the increase in share capital has been registered with the Swedish Companies Registration Office, paid subscribed shares (BTA) will be converted into new shares. The new shares subscribed with and without subscription rights are expected to be traded on Nasdaq First North around 30 July 2019.

"I would like to thank existing and new shareholders for the trust in this rights issue. We are pleased to have completed the final step in fully funding our ongoing Phase III trial with our leading biosimilar Xlucane (Lucentis® biosimilar). We plan to report data from the primary efficacy end-point in the study Q2 2020.", says Martin Åmark, CEO Xbrane

Advisors

Vator Securities is financial adviser and Baker McKenzie is legal adviser to the Company in connection with the Rights Issue.

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About Xbrane

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Important information

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Any investment decision in connection with the Rights Issue must be made on the basis of all publicly available information relating to the Company. Such information has not been independently verified by the financial advisors. 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.

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 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, Hong Kong, Japan, Canada, New Zealand, Singapore, South Africa, 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 Directive 2003/71/EC (the "**Prospectus Directive**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus regarding the Rights Issue described in this press release will be prepared and submitted to Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*). Following the Swedish Financial Supervisory Authority's approval and registration of the prospectus, the prospectus will be published and kept available at Xbrane's website.

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**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of 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.

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.

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 © 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 share issue.

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.

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Each distributor is responsible for undertaking its own Target Market Assessment in respect of the shares in Xbrane and determining appropriate distribution channels.

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About Us

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Attachments

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