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## The subscription period in Amniotics AB rights issue begins today

Today, 23 February 2023, the subscription period will begin in Amniotics AB (publ) ("Amniotics" or the "Company") rights issue of units, consisting of a maximum of 144,596,970 units, corresponding to 144,596,970 newly issued shares and 144,596,970 warrants series TO 2 (the "Rights Issue"). The Company may initially receive up to SEK 36.1 million from the Rights Issue before issue costs. In the event of full utilization of warrants series TO 2 at the maximum subscription price, Amniotics may additionally receive up to approximately SEK 72.3 million. The subscription period runs up until and including 9 March 2023. The issue proceeds from the Rights Issue are primarily intended to finance clinical development, research and development and business development. The EU growth prospectus drafted in connection with the Rights Issue (the "Prospectus") (in Swedish) and application forms are held available on the Company's website, [www.amniotics.com](http://www.amniotics.com), and Vator Securities' website, [www.vatorsecurities.se](http://www.vatorsecurities.se).

### The Rights Issue in brief

- One (1) existing share in Amniotics entitles to one (1) unit right. One (1) unit right entitles to subscribe for nine (9) units. One (1) unit consists of one (1) share and one (1) warrant series TO 2.
- The subscription price has been set at SEK 0.25 per unit, which corresponds to SEK 0.25 per share. The warrants are issued free of charge. Upon full subscription in the Rights Issue, the Company will receive approximately SEK 36.1 million before deduction of issue costs. In the event of full utilization of warrants series TO 2 at the maximum subscription price, Amniotics may additionally receive up to approximately SEK 72.3 million.
- The record date for the Rights Issue occurred 21 February 2023 and the subscription period runs from today, 23 February 2023, up until and including 9 March 2023.
- A number of the Company's major shareholders support the Rights Issue and have entered into agreements regarding subscription commitments amounting to approximately SEK 8.8 million in total, corresponding to approximately 24.4 percent of the Rights Issue. The Company has also entered into agreements regarding guarantee commitments amounting to approximately SEK 16.5 million in total, whereby the Rights Issue, as such, is secured up to approximately 70 percent.

- In connection with the Rights Issue, all shareholding members of the Company's Board of Directors and management have undertaken towards Vator Securities AB, subject to customary exceptions, not to sell financial instruments in the Company for a period of 180 days from the announcement of the Rights Issue.

### **Background and reasons in brief**

Amniotics is a biopharma company that develops allogeneic cell therapy drugs based on mesenchymal stem cells (MSC) from amniotic fluid, derived from planned caesarean sections. The Company develops two types of cell therapy; one is mesenchymal stem cells ("MSCs"), with the particular characteristic that the cells are derived from different tissues of the newborn baby via amniotic fluid; lung/kidney/nervous system/skin. The second type is so-called Natural Killer cells ("NK cells") which are generated via iPSC (induced Pluripotent Stem Cells) where the produced cells are to be used in cancer treatment. The Company has today developed a multi-patented process, which includes extraction of amniotic fluid with a proprietary medical device, sorting and multiplying of the stem cells, which is carried out in the Company's own GMP-approved (Good Manufacturing Process) production facility, which includes final packaging of the stem cell material in ampoules. For a number of diseases and conditions where effective treatment today is lacking or insufficient, cell therapy can be a potential alternative. Amniotics sees an opportunity to address this medical need by developing new effective treatment methods based on tissue specific MSC and NK cells.

The Company has initiated a focused strategy to change the strategic direction and scope of the business, which will lead to cost savings in both the short and long term. The savings are expected to reduce the Company's costs by three quarters in the long term. Within the PulmoStem™-project, the Company will focus on identifying partners for continued clinical development. Amniotics will also prioritize advancing the anti-cancer program NK003 during 2023. Overall, Amniotics intends to reduce costs by focusing on its core areas, with a focus on research and development, out-licensing and partnerships for current and future stem cell projects. It is, however, the Company's assessment that the existing working capital is not sufficient to run the business over the next twelve months. In order to finance the Company's clinical studies, research and development and business development, the Company has decided to carry out the Rights Issue.

### **Prospectus and application forms**

The Prospectus (in Swedish) and application forms are held available on the Company's website, [www.amniotics.com](http://www.amniotics.com), and Vator Securities' website, [www.vatorsecurities.se](http://www.vatorsecurities.se).

### **Timetable for the Rights Issue**

- 23 February 2023 – 6 March 2023: Trading in unit rights takes place on Nasdaq First North Growth Market.
- 23 February 2023 – 9 March 2023: Subscription period.
- 23 February 2023 until the Swedish Companies Registration Office has registered the Rights Issue: Trading in paid subscribed units (BTU).
- 13 March 2023: Estimated date for the announcement of outcome in the Rights Issue.

### **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.

### **For more information, contact:**

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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](mailto:certifiedadviser@redeye.se).

Learn more at [www.amniotics.com](http://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](http://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. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an **advertisement**.

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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