Press Release
18 November 2026 11:25:00 CET

Episurf completes the acquisitions of the Kuststaden and Botrygg portfolios and pays the consideration through, inter alia, an issue of consideration shares

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Episurf Medical AB (u.n.c.t. Episurf AB) (publ) ("Episurf" or the "Company") has, as part of the Company's strategy to build a Nordic property platform with a focus on cash flow and return, today, on 18 November 2026, completed the closing of the acquisition of all shares in Kuststaden Invest AB (the "Kuststaden Acquisition") and, through an acquisition company, completed the closing of the acquisition of all shares in Botrygg Polygonen 2 AB (the "Botrygg Acquisition" and, together with the Kuststaden Acquisition, the "Acquisitions"). As part of the consideration to be paid for the Acquisitions, the Board of Directors of Episurf has, today, by virtue of the authorisation granted by the Company's Annual General Meeting held on 25 May 2026, resolved on issues of Class B shares to Sanfors Kapitalförvaltning AB and the sellers of Kuststaden Invest AB.

"Botrygg and Kuststaden have built well-managed property portfolios with stable cash flows and long-term lease agreements. Combined, the portfolios add close to MSEK 100 in annual net operating income." Says Jens Andersson, CEO, Episurf

The Kuststaden Issue

The closing of the Kuststaden Acquisition comprises all shares in Kuststaden Invest AB, including its wholly owned property-owning subsidiaries and a property portfolio of twenty properties with an agreed property value amounting to MSEK 647. In connection with the closing of the acquisition of all shares in the Kuststaden Acquisition, the Board of Directors of Episurf has, as part of the consideration to be paid, pursuant to the authorisation granted by the Company's Annual General Meeting held on 25 May 2026, resolved to issue an aggregate of 2,446,621,333 Class B shares at a subscription price of SEK 0.075 per Class B share, to Neel Family Office AB, Virbo Invest AB, Kulberga AB, Magnus Johansson and Robert Pejic, by way of off-setting a promissory note corresponding to approximately MSEK 183.5 (the "**Kuststaden Issue**").[1]

The Botrygg Issue

The closing of the Botrygg Acquisition comprises all shares in Botrygg Polygonen 2 AB, including its property portfolio of nine community properties with an agreed property value amounting to MSEK 820. In connection with the closing of the acquisition of the shares in the Botrygg Acquisition, the Board of Directors of Episurf has, as part of the consideration to be paid, pursuant to the authorisation granted by the Company's Annual General Meeting held on 25 May 2026, resolved to issue 4,000,000,000 Class B shares, to Sanfors Kapitalförvaltning AB, at a subscription price of SEK 0.055 per Class B share, by way of off-setting a promissory note corresponding to MSEK 220 (the "**Botrygg Issue**" and together with the Kuststaden Issue, "the **Issues**").[2]

The reason for the deviation from the shareholders' preferential rights in connection with the Issues is to enable the fulfilment of the Company's previously announced commitments as a result of the Acquisitions. The subscription prices have been determined by agreements between the parties following negotiations on an arm's length basis.

Through the Issues, the number of shares in Episurf will increase by 6,446,621,333 Class B shares, from a total of 17,871,654,667 shares to 24,318,276,000 shares, and the number of votes in Episurf will increase by 6,446,621,333, from 17,872,601,381 to 24,319,222,714. The Company's share capital will increase by SEK 64,466,213.33, from SEK 178,716,546.67 to SEK 243,182,760. For existing shareholders, this entails a dilution effect of approximately 26.51 per cent of both the share capital and the votes in the Company.

An exemption document in accordance with Article 1.5, first paragraph, ba and Annex IX of Regulation (EU) 2017/1129 of the European Parliament and of the Council regarding the admission to trading of the newly issued Class B shares in Episurf Medical AB (u.n.c.t. Episurf AB) on Nasdaq Stockholm will be registered with the Swedish Financial Supervisory Authority and published on Episurf's website (www.episurf.se) prior to the admission to trading on Nasdaq Stockholm of the newly issued Class B shares.

Advisers

Roschier Advokatbyrå is acting as legal adviser to Episurf in connection with the Issues.

For further information, please contact:

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The information was submitted for publication, through the agency of the contact person set out above, at 11:25 CET on 18 November 2026.

About Episurf Medical AB (u.n.c.t. Episurf AB)

Episurf is a real estate company with exposure to a diversified portfolio of property assets. The company aims to create value growth through the acquisition and management of Nordic properties. The company also has a medical technology business based on the individualised Episealer® implant and associated surgical instruments, which are used to treat cartilage damage in joints. Episurf's head office is located in Stockholm, Sweden.

THIS PRESS RELEASE HAS BEEN PUBLISHED IN SWEDISH AND IN ENGLISH. IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE LANGUAGE VERSIONS, THE SWEDISH VERSION SHALL PREVAIL.

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Forward-looking statements

This press release contains forward-looking statements that relate to the Company's intentions, assessments or expectations regarding the Company's future results, financial position, liquidity, development, prospects, expected growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not refer to historical facts and can be identified through statements which includes, but is not limited to, terms such as "consider", "expects", "anticipates", "intends", "appreciates", "will", "can", "assumes", "should", "could" and, in any case, negations thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, which in many cases are based on additional assumptions. Although the Company considers that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that the assumptions will occur or that they are correct. Since these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual result or outcome may, for many different reasons, differ materially from the forward-looking statements. Such risks, uncertainties, eventualities and other significant factors may cause actual events to deviate significantly from the expectations expressly or implicitly stated in this press release through the forward-looking statements.

The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and each recipient of this press release should not unduly rely on the forward-looking statements in this press release. The information, perceptions and forward-looking statements expressly or implicitly set forth herein are provided only as of the date of this press release and may change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events or circumstances that occur relating to the content of this press release.

[1] For further information regarding the Kuststaden Acquisition, please refer to Episurf's press releases dated 10 June 2026 and 11 November 2026.
[2] For further information regarding the Botrygg Acquisition, please refer to Episurf's press release dated 11 May 2026.

Attachments
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