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## Amniotics cancels the planned extraordinary general meeting and presents a new timetable for the planned rights issue

On 20 December 2022, Amniotics AB (publ) (“Amniotics” or the “Company”) published that the Board of Directors, subject to a subsequent approval at an extraordinary general meeting in the Company on 20 January 2023, resolved on a rights issue of units consisting of shares and warrants with preferential rights for existing shareholders amounting to approximately SEK 36.1 million (the “Rights Issue”). Due to an administrative error, the extraordinary general meeting cannot be held as planned, which means that the Board of Directors today has decided to cancel the planned extraordinary general meeting, present a new timetable for the Rights Issue, and, subject to a subsequent approval at an extraordinary general meeting on 17 February 2023, resolve on the Rights Issue again. Notice to the new extraordinary general meeting on 17 February 2023 will be published in a separate press release.

### Updated timetable the Rights Issue

- 17 February 2023: Extraordinary general meeting.
- 17 February 2023: Estimated date for publication of prospectus regarding the Rights Issue (the “Prospectus”).
- 17 February 2023: Last day of trading in the Company's share with the right to participate in the Rights Issue.
- 20 February 2023: First day of trading in the Company's shares excluding the right to participate in the Rights Issue.
- 21 February 2023: Record date for the right to participate in 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.

### **The Rights Issue in brief**

In addition to the updated timetable for the Rights Issue, the other terms and conditions for the Rights Issue still applies without changes in accordance with what was published in the Company's press release on 20 December 2022, which means, among other things that:

- 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 to 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.
- 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.
- For the guarantee commitments, a guarantee fee of fifteen (15) percent of the guaranteed amount is payable in cash. No compensation is paid for the subscription commitments.
- 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.
- In connection with the Rights Issue, Amniotics has renegotiated the outstanding loans from Modelio Equity AB and Färö Capital AB in May 2022. After the Rights Issue, Modelio Equity AB's remaining loan will amount to a capital amount of SEK 4.0 million, whereas Färö Capital AB's loan will be paid in full. The loan is extended until 30 September 2023 and continues to run with a monthly interest rate of 1.5 percent.

### **Extraordinary general meeting**

The Board of Directors' resolution on the Rights Issue is subject to subsequent approval at the extraordinary general meeting on 17 February 2023. The resolution on the Rights Issue requires and is conditional on the limits for share capital and the number of shares in the Articles of Association being changed in accordance with the Board of Directors' proposal to the extraordinary general meeting. Notice to the extraordinary general meeting will be published in a separate press release.

### **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 will only be made through the Prospectus that Amniotics estimates to publish on 17 February 2023 on Amniotics's website, [www.amniotics.com](http://www.amniotics.com). The upcoming 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.

*This information is information that Amniotics is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-01-17 21:50 CET.*

Press Release  
17 January 2023 21:50:00 CET



## Attachments

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