

Xbrane resolves on a directed issue of shares to guarantors in connection with the completed rights issue

Stockholm, Sweden, 19 March 2024 – Xbrane Biopharma AB (publ) ("Xbrane" or the "Company") (Nasdaq Stockholm: XBRANE) has today, based on the authorization granted by the extraordinary general meeting on 22 February 2024, resolved on a directed issue of 33,402,483 shares to guarantors who entered into guarantee commitments in the rights issue of units announced on 22 January 2024 (the "Rights Issue") and who have chosen to receive guarantee compensation in the form of newly issued shares in the Company (the "Compensation Issue"). The subscription price in the Compensation Issue amounts to SEK 0.23 per share, the same as the subscription price per share in the Rights Issue. Payment is made by offsetting claims.

Terms for the Compensation Issue

In connection with the announcement of the Rights Issue, it was communicated that the Rights Issue was covered by guarantee commitments corresponding to a total of approximately SEK 229 million. In accordance with the underwriting agreements, guarantors are entitled to guarantee compensation corresponding to eleven (11) percent of the guaranteed amount in cash or shares. The Board of Directors has resolved that payment shall be made by offsetting the guarantors' claims on the Company, in relation to the guarantors that have chosen to receive guarantee compensation in the form of newly issued shares, amounting to a total of approximately SEK 7.7 million.

The Board of Directors of Xbrane have today, based on the authorization granted by the extraordinary general meeting on 22 February 2024, resolved on the Compensation Issue, which comprises a total of 33,402,483 shares, corresponding to approximately SEK 7.7 million. The cash component of the guarantee compensation amounts to approximately SEK 17.5 million. The subscription price in the Compensation Issue amounts to SEK 0.23 per share, the same as the subscription price per share in the Rights Issue.

In accordance with the executed guarantee commitments, guarantors are entitled to guarantee compensation corresponding to eleven (11) percent of the guaranteed amount in cash or shares in the Company. As a result of the guarantee commitments, each subscriber thus has a claim on the Company regarding guarantee compensation. Each subscriber has declared its willingness to allow the Company to offset the debt regarding guarantee compensation by carrying out an offset issue. The Compensation Issue is thus carried out in order to fulfil the Company's obligations to the guarantors as a result of the guarantee agreements entered into. The Company's alternative to carrying out the Compensation Issue is to instead settle the guarantee compensation through cash payment. The Board of Directors is of the opinion that – taking into account current market conditions – it is in the interest of the Company's financial position and in the interest of the shareholders to carry out the Compensation Issue on the stated terms and conditions, as the Company will then release funds that strengthen the Company's working capital.

Through the Compensation Issue, the number of shares in Xbrane will increase by 33,402,483, from 1,496,080,914 to 1,529,483,397, as calculated after the registration of shares subscribed for through units with and without preferential rights in the Rights Issue. The share capital will thereby

increase by approximately SEK 7,488,371.10, from approximately SEK 335,400,487.58 to approximately SEK 342,888,858.69, as calculated after the registration of shares subscribed for with and without preferential rights in the Rights Issue. The Compensation Issue thus entails a dilution effect on the Company's shares of approximately 2.2 percent.

Advisors

Pareto Securities has been appointed Sole Manager and Bookrunner. Baker & McKenzie Advokatbyrå KB is acting as legal adviser to the Company. Advokatfirman Delphi KB is acting as legal adviser to Pareto Securities in connection with the Rights Issue. Nordic Issuing acts as issuing agent in connection with the Rights Issue.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Xbrane in any jurisdiction, neither from Xbrane nor from someone else.

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 the Company. Any investment decision in connection with the Rights Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Sole Manager and Bookrunner. 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. The Sole Manager and Bookrunner is acting for the Company in connection with the Rights Issue and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any other matter referred to herein.

This announcement does not constitute a recommendation concerning any investor's option with respect to the Rights Issue. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this announcement and publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance.

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 securities described herein have also not been, and will not be, registered under the applicable securities laws of Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Singapore, South Africa, South Korea or Switzerland. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus and a supplementary prospectus relating to the Rights Issue have been approved by the SFSA and published by the Company and are available on the Company's website.

In all EEA Member States ("**EEA**"), other than Sweden, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only those investors to whom an offer may be made without an approved prospectus in the relevant EEA Member State.

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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, unless it is not required by law or Nasdaq Stockholm's rule book for issuers.

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 (c) 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 Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Manager and Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties. 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.

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

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 26 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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