

Extraordinary general meeting held in Coala-Life Group AB (publ)

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At the extraordinary general meeting in Coala-Life Group AB (publ) (the “Company”) held today, on 26 January 2023, the following resolutions were passed in accordance with the proposals presented in the notice to attend the meeting and the complete proposals available on the Company’s website www.coalalife.com.

The extraordinary general meeting resolved:

- that the board of directors shall consist of five (5) ordinary members without deputy members until the end of the next annual general meeting and to elect Per Lindeberg as new ordinary board member. The board of directors thus consists of Per Carendi (chairman), Ebba Fåhraeus, Peter Troija, Christian Jørgensen and Per Lindeberg. It was also resolved that the new board member is to be entitled to remuneration (board fees) as resolved by the annual general meeting (i.e. SEK 200,000 reduced proportionally taking into account that the new board member will not serve the entire time period between the annual general meeting held on 30 May 2022 and the next annual general meeting).
- on changes to the limits of the share capital (from no less than SEK 18,750,000 and no more than SEK 75,000,000 to no less than SEK 37,500,000 and no more than SEK 150,000,000) and the number of shares (from no less than 75,000,000 and no more than 300,000,000 to no less than 150,000,000 and no more than 600,000,000) in the articles of association and on issuance of units consisting of new shares and warrants with preferential rights for the Company’s shareholders (the “Rights Issue”). The Rights Issue comprises no more than 198,704,085 new shares and no more than 198,704,085 warrants, which may only be subscribed for and allotted together in the form of units where each unit consists of one (1) share and one (1) warrant. The record date for receipt of unit rights and a right to participate in the issue with preferential rights shall be Thursday 2 February 2023. Each share entitles to five (5) unit rights and two (2) unit rights entitle to subscription of one (1) unit. Subscription may also take place without unit rights. Subscription of units, with or without exercise of unit rights, is to take place during the period from and including 7 February 2023 until and including 21 February 2023. The subscription price for a unit shall amount to SEK 0.51 and refers to the share (the warrants are issued free of charge). Three (3) warrants entitle the holder to subscribe for one (1) new share in the Company at a subscription price per share corresponding to 70 percent of

the volume weighted average trading price of the Company's share on Nasdaq First North Growth Market during a period of 10 trading days immediately preceding 8 September 2023 (8 September 2023 included), however no less than SEK 0.25 and no more than SEK 0.70 per share. Through the Rights Issue, the Company's share capital may be increased by no more than SEK 66,234,695, out of which no more than SEK 49,676,021.25 is from the new shares, and no more than SEK 16,558,673.75 is from the new shares that may be subscribed for through exercise of the warrants.

- on issuance of additional units consisting of new shares and warrants with deviation from the shareholders' preferential rights to enable set-off of convertible loan and additional allocation in the event of oversubscription in the Rights Issue (the "**Expansion Option**"). The Expansion Option comprises no more than 19,870,410 new shares, and no more than 19,870,410 warrants, which may only be subscribed for and allotted together in the form of units where each unit consists of one (1) share and one (1) warrant, on the same terms and conditions as in the Rights Issue. Through the Expansion Option, the Company's share capital may be increased by no more than SEK 6,623,470 out of which no more than SEK 4,967,602.50 is from the new shares, and no more than SEK 1,655,867.50 is from the new shares that may be subscribed for through exercise of the warrants.
- on issuance of new shares with deviation from the shareholders' preferential rights to enable payment of commitment consideration to guarantors in the Rights Issue in the form of new shares (the "**Commitment Consideration Issue**"). The new shares are issued against a subscription price per share corresponding to the higher of (i) SEK 0.51 and (ii) 90 percent of the volume weighted average trading price (VWAP) of the company's share on Nasdaq First North Growth Market during the period from and including 7 February 2023 until and including 21 February 2023 (i.e. corresponding to the subscription period in the Rights Issue). The Commitment Consideration Issue comprises of no more than 19,075,591 new shares, corresponding to an increase in the Company's share capital of no more than SEK 4,768,897.75.

Time plan for the Rights Issue (all dates refer to 2023)

31 January	Last day of trading incl. preferential rights
1 February	First day of trading excl. preferential rights
2 February	Record date for participation in the Rights Issue with preferential rights, i.e. shareholders who are registered in the share register on this day will receive unit rights entitling them to participate in the Rights Issue with preferential rights
7 February – 16 February	Trading in unit rights (trading in paid subscribed units will commence on the same date and continue until the Rights Issue has been registered with the Swedish Companies Registration Office)
7 February – 21 February	Subscription period (with or without preferential right)
Around 22 February	Announcement of outcome of Rights Issue
Around 6 March	Rights Issue is completed and registered

11
September
– 22
September

Exercise period for warrants

Full terms and conditions for the Rights Issue will be disclosed in the EU Growth Prospectus which will be published by the Company no later than in conjunction with the commencement of the subscription period.

Advisers

Redeye AB acts as financial adviser and Setterwalls Advokatbyrå AB acts as legal adviser in connection with the Rights Issue. Nordic Issuing acts as the issuing agent in the Rights Issue.

IMPORTANT INFORMATION

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in the Company. No action has been taken and no measures will be taken to permit a public offering in any jurisdictions other than Sweden.

This release is not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017/1129 ("**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. This announcement does not identify, or purport to identify, risks (direct or indirect) that may be associated with an investment in shares or other securities in the Company. A so-called EU Growth Prospectus (the "**Prospectus**") will be prepared in connection with the Rights Issue and be reviewed and approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) which is the national competent authority in Sweden under the Prospectus Regulation. 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. This press release constitutes an advertisement in accordance with article 2 k of the Prospectus Regulation.

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, Japan, Canada, Hong Kong, New Zealand, Russia, Switzerland, Singapore, South Africa 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 or other securities in the Company have been registered, and no shares 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 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 an applicable exemption in 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 press release 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 press release 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.

About us

Coala-Life Group AB ("Coala Life" or the "Company") founded in 2015, is a Cloud Based Software as a Service provider, and medical device developer and reseller, listed on Nasdaq First North Growth Market. The Company focuses on B2B solutions for managed Remote Patient Monitoring ("RPM"), offering medical care providers, primarily in the US, with a highly scalable, cost-efficient platform to remotely and virtually manage large volumes of patients suffering from chronic diseases. The company offers care providers a comprehensive solution and lifts the administrative work from the care providers regarding, amongst other things, follow-up, 24/7 monitoring, as well as the reimbursement process from state and private health insurance companies. Patients are monitored long-term in everyday life and typically have diabetes, obesity, and /or cardiovascular disease.

For more information see www.coalalife.com

For more information, please contact:

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Certified Adviser

The company's Certified Adviser is Erik Penser Bank AB.

Attachments

[Extraordinary general meeting held in Coala-Life Group AB \(publ\)](#)