

COMMUNIQUÉ FROM ANNUAL GENERAL MEETING IN EMLICURE AB (PUBL)

The annual general meeting in Emplicure AB (publ) (the “Company”) was held on Wednesday 6 April 2022 in the premises of United Spaces, Rådhuset Vaksalagatan 2, Uppsala.

Adoption of the income statement and balance sheet and consolidated income statement and balance sheet

The annual general meeting adopted the income statement and the balance sheet as well as the consolidated income statement and balance sheet for the 2021 financial year.

Disposition of results

The annual general meeting resolved, in accordance with the board of directors’ proposal, to carry the accumulated loss forward in new account.

Discharge from liability

The annual general meeting granted the members of the board of directors and the managing director discharge from liability for the management of the Company’s business for the financial year 2021.

Board of directors and auditor

In accordance with the proposal of the nomination committee, the general meeting resolved on re-election of the board members Gunilla Ekström, Ingemar Kihlström, Johan Wieslander and Håkan Engqvist and election of Gisela Sitbon as a new board member. The general meeting was informed that Thomas Lundqvist had declined re-election. Gisela Sitbon was elected as chairman of the board of directors. In accordance with the proposal of the nomination committee, the annual general meeting further resolved that the chairman shall receive remuneration with SEK 250,000 and that every other board member shall receive remuneration with SEK 125,000 until the next annual general meeting.

In accordance with the proposal of the nomination committee, the annual general meeting resolved to appoint the auditing firm Öhrlings PricewaterhouseCoopers AB (PwC) as auditor until the end of the next annual general meeting. The annual general meeting further resolved, in accordance with the proposal of the nomination committee, that the auditor shall receive remuneration according to approved invoice.

Principles for the appointment of the nomination committee ahead of the next annual general meeting

The annual general meeting resolved to adopt principles for the appointment of the nomination committee ahead of the next annual general meeting in accordance with the proposal of the board of directors. It was resolved that the Company’s nomination committee shall consist of four members which shall carry out the tasks which, pursuant to the Swedish Code of Corporate Governance, shall be carried out by the nomination committee. The nomination committee shall, besides the chairman of the board of directors, be comprised of one representative of each of the three largest shareholders in the Company in terms of votes as per the last banking day in September. The chairman of the nomination committee shall, unless the members of the committee unanimously decides otherwise, be the member who represents the largest shareholder with regards to the number of votes.

Adoption of an incentive program intended for the Company’s employees and directed warrant issue

The annual general meeting resolved in accordance with the board of directors’ proposal to (A) introduce an employee stock option program, in accordance with the rules for qualified employee stock options, intended for the Company’s employees and to (B) carry out a directed issue of warrants to the Company, to ensure the Company’s delivery of shares under the employee stock option program. The decisions under item A and B above were taken together.



Emplicure is a pharmaceutical company developing new and innovative drugs by combining existing and approved active substances, and advanced materials science within ceramic biomaterials. The product portfolio is focused on chronic pain, and with abuse deterrent formulations. The wholly owned subsidiary, Amplicon AB develops consumer products, with tobacco-free nicotine as the first product. Emplicure is listed on Nasdaq First North Growth Market (EMPLI). Read more at www.emplicure.com

The program include not more than 411 160 employee stock options which shall be assigned to the program participants free of charge. Each employee stock option shall entitle the participant to acquire one (1) new share in the Company at an exercise price of 8 SEK. The incentive program shall be directed to employees of the Company and its subsidiaries. The board of directors may also allocate and allot employee stock options to persons being employed by the Company or its subsidiaries before the end of the financial year 2022. The managing director of the Company may be allocated a maximum of 102 790 employee stock options and other employees may be allocated a maximum of 80 000 employee stock options each. The right to participate in the employee stock option program is conditioned upon the participant entering into a qualified employee stock option agreement with the Company on, inter alia, the terms and conditions under item 5 in the proposal. The employee stock options may be exercised for subscription of shares at the earliest of three years after the participant has signed the qualified stock option agreement with the Company and not later than June 30, 2026. The board of directors, or the person appointed by the board of directors shall be responsible for the design and management of the qualified employee stock option program in accordance with the material terms and conditions of the annual general meeting's decision.

If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by a maximum of SEK 20,558 (based on the current share quota value). The dilutive effect as a result of the employee stock option program is calculated to be circa two (2) percent of the shares and votes in the Company, based on the current number of shares in the Company and assuming all warrants are exercised for subscription of shares.

The resolution was supported by shareholders holding more than nine-tenths (9/10) of the votes cast and the shares represented at the general meeting.

Adoption of an incentive program intended for the Company's board of directors and one board member in the Company's subsidiary and directed warrant issue

The annual general meeting resolved, in accordance with the proposal from shareholders representing circa 30 percent of the shares in the Company, to (A) introduce an employee stock option program, in accordance with the rules for qualified employee stock options, intended for the Company's board of directors and one board member in the board of directors of Company's subsidiary Amplicon AB, and to (B) carry out a directed issue of warrants to the Company, to ensure the Company's delivery of shares under the employee stock option program. The decisions under item A and B above were taken together. The program include not more than 616 740 employee stock options which shall be assigned to the program participants free of charge. Each employee stock option shall entitle the participant to acquire one (1) new share in the Company at an exercise price of 8 SEK. The incentive program shall be directed to the Company's board of directors and to Thomas Hammargren, as board member of the subsidiary Amplicon AB's board of directors. The board of directors, or the person appointed by the board of directors shall be responsible for the allocation and allotment of the employee stock options. The board of directors may also allocate and allot employee stock options to persons being elected as members of the Company's board of directors by the general meeting during 2022. Each participant may be allocated a maximum of 411 160 employee stock options. The right to participate in the employee stock option program is conditioned upon the participant entering into a qualified employee stock option agreement with the Company on inter alia, the terms and conditions under item 5 in the proposal. The employee stock options may be exercised for subscription of shares at the earliest of three years after the participant has signed the qualified stock option agreement with the Company and not later than June 30, 2026.

If all warrants are exercised for subscription of shares, the Company's registered share capital will increase by a maximum of SEK 30,837 (based on the current share quota value). The dilutive effect as a result of the employee stock option program is calculated to be circa three (3) percent of the shares and votes in the Company, based on the current number of shares in the Company and assuming all warrants are exercised for subscription of shares.



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The resolution was supported by shareholders holding more than nine-tenths (9/10) of the votes cast and the shares represented at the general meeting. It was noted that the board member Håkan Engqvist will not participate in the incentive program.

Authorization to the board of directors to resolve on new issues

The annual general meeting authorized the board of directors to, for the period up to the next annual meeting of shareholders to resolve, whether on one or several occasions, to increase the company's share capital by an issue of new shares, warrants and or convertible instruments. The board of directors may, in accordance with the annual general meeting's resolution, adopt decisions on an issue of shares, warrants and/or convertible instruments with deviation from the shareholders' pre-emption rights and/or an issue in kind or an issue by way of set-off or otherwise on such terms and conditions as referred to in Chapter 2, Section 5, second paragraph, points 1-3 and 5, of the Swedish Companies Act. The board of directors may not however adopt decisions that results in an increase of the company's share capital with more than ten (10) per cent in relation to the existing share capital when the authorisation was first used. An issue in accordance with this authorization shall be on market conditions.

The resolution was supported by shareholders holding more than two thirds (2/3) of the votes cast and the shares represented at the general meeting

All resolutions at the annual general meeting were adopted unanimously.

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This information is information that Emplicure AB (publ) is obliged to disclose pursuant to the EU Market Abuse Regulation. The informationen was submitted for publication, through the agency of the contact persons above, on April 6, 2022 at 16:00 CET.

Adviser

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