

COMMUNIQUÉ FROM EMP LICURE AB'S (PUBL) EXTRA GENERAL MEETING 2 MAY 2023

The extra general meeting in Emplicure AB (publ), corp. reg. no 556967-7189 (the "Company") was held on 2 May 2023 in Uppsala whereby the shareholders primarily resolved on the following matters.

Resolution on amendment of the articles of association (item 7)

The general meeting resolved to adopt new articles of association in accordance with the board of directors' proposal, entailing amendments of the limits of the share capital and the number of shares.

- The limits of the share capital in §4 is amended, entailing the following wording:

The share capital shall be at least 1,250,000 SEK and maximum 5,000,000 SEK.

- The limits of the numbers of shares in §5 is amended, entailing the following wording:

The number of shares shall be at least 25,000,000 and maximum 100,000,000.

Resolution on issue of new shares with deviation from the shareholders' pre-emption rights (item 8)

The general meeting resolved on issue of new shares with deviation from the shareholders' pre-emption rights in accordance with the board of directors' proposal.

The resolution means that the Company's share capital is increased with not more than 1,120,137.20 SEK by an issue of not more than 22,402,744 new shares, essentially as follows.

The right to subscribe for new shares shall, with deviation from the shareholders pre-emption rights, belong to the creditors in accordance with the loan agreement which the Company entered into on 4 November 2022.

Subscription for shares shall be made on a subscription list not later than 9 May 2023. Payment for new shares shall be made not later than 9 May 2023 through set-off of claims against the Company in connection with subscription.

The new shares are issued at a subscription price of 0.4374 SEK per share. The subscription price corresponds to 85 % of the volume weighted average price of the share on Nasdaq First North Growth Market during a period of ten trading days before the Company's request regarding conversion, i.e. the period 15–28 March 2023, and has been determined in accordance with the terms of the loan agreement. The terms of the loan agreement have been determined after negotiations with the creditors at arm's length, and the board of directors' assessment is therefore that the subscription price has been set on market conditions.

Through the share issue, the number of outstanding shares and votes will increase with 22,402,744 from 26,460,512 to 48,863,256. The share capital will increase with 1,120,137.20 SEK, from 1,323,025.60 SEK to 2,443,162.80 SEK. The set-off issue will result in a dilution effect for existing shareholders of approximately 45.85 percent of the number of shares and votes in the Company.

Resolution on an authorization for the board of directors to issue new shares (item 9)

The general meeting resolved to authorize the board of directors to resolve, whether on one or several occasions, during the period up to the next annual general meeting, to increase the Company's share capital by issue of new shares in accordance with the board of directors' proposal.

The resolution means that the board of directors shall be authorized to adopt resolutions on issues of shares within the limits set out in the articles of association. The board of directors shall be authorized to adopt resolutions on issues of shares with or without deviation from the shareholders' pre-emption rights. An issue in accordance with this authorization shall be on market conditions.

Resolution on amendment of the articles of association (item 10)

The general meeting resolved to adopt new articles of association in accordance with the board of directors' proposal, entailing amendments of the limits of the share capital and the number of shares.

- The limits of the share capital in §4 is amended, entailing the following wording:

The share capital shall be at least 2,400,000 SEK and maximum 9,600,000 SEK.

- The limits of the numbers of shares in §5 is amended, entailing the following wording:

The number of shares shall be at least 48,000,000 and maximum 192,000,000.

Majority requirements etc.

All resolutions at the extra general meeting were adopted with required majority.

Emplicure AB (publ)

The board of directors

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Emplicure's Certified Adviser is Erik Penser Bank.



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