

Statement from the board of directors in Emplicure AB (publ) regarding mandatory takeover offer from TomEQT Private AB

The board of directors of Emplicure AB (publ) (“Emplicure” or the “Company”) recommends the shareholders of Emplicure not to accept the mandatory takeover offer of SEK 0.50 per share made by TomEQT Private AB (“TomEQT Private”) on May 29, 2023.

This statement is made by the board of directors of Emplicure in accordance with clause II.19 of the Takeover rules for certain trading platforms of January 1, 2021 (the “Takeover Rules”). The board member Johan Wieslander has not participated and will not participate in the board of directors’ preparations of or resolutions on matters relating to the Offer (see definition below) with reference to that family members of Johan Wieslander and Thomas von Koch (owner of TomEQT Private) have a private friendship relation.

Background

On May 24, 2023, Emplicure announced that the board of directors resolved on a directed issue of 50,000,000 shares in the Company to TomEQT Private (the “Issue”). After the Issue, TomEQT Private owns a total of 50,000,000 shares in the Company, which corresponds to approximately 50.6 percent of the total number of shares and votes in the Company. TomEQT Private has thus exceeded the threshold for the obligation to make a mandatory bid.

On May 29, 2023, TomEQT Private announced a public takeover offer to the shareholders of Emplicure for the acquisition of all shares in Emplicure for SEK 0.50 in cash per share in accordance with the rules on mandatory bids (the “Offer”). The Offer entails a valuation of all shares in Emplicure of approximately MSEK 49.4.¹

The offered consideration corresponds to:

- a premium of approximately 19 percent compared to the closing price of approximately SEK 0.42 for the Company's share on the Nasdaq First North Growth Market on 23 May 2023, which was the last trading day before the Company announced the Issue, and
- a discount of approximately 22 percent compared to the closing price of approximately SEK 0.64 for the Company's share on the Nasdaq First North Growth Market on 26 May 2023, which was the last trading day before the publication of the Offer.

The acceptance period for the Offer runs from May 30, 2023 and up until and including June 20, 2023 at 6 p.m. CEST. The expected settlement date is June 28, 2023.

For further information regarding the Offer, please refer to TomEQT Private's announcement of the Offer, which is available on TomEQT Private's website www.tomeprivateab.com.

The board of directors’ recommendation

The board of directors has evaluated the Offer in accordance with the Takeover rules. The board of directors has based its opinion regarding the Offer on an overall assessment of several factors that the board of directors has considered to be relevant when evaluating the Offer. These factors include, but are not limited to, the current market price of the shares in Emplicure, the Company’s strategic and

¹ Based on 98,863,256 shares, i.e. including the shares that TomEQT itself already holds, but which have not yet been registered with the Swedish Companies Registration Office

financial position, current and expected market conditions, as well as the Company's expected future development and long-term value creation, including associated opportunities and risks.

In evaluating the Offer, the board of directors has considered the general development in the areas where Emplicure operates as well as the conditions for long-term value creation in the Company. Furthermore, the board of directors has analysed the Company's value in relation to comparable companies as well as the board of directors' view of the Company's value based on the potential of Emplicure's technology platform, development projects and product portfolio.

The board of directors has further noted that TomEQT Private does not have the ambition to acquire all the shares in Emplicure and that the Offer is prompted by legal requirements.

In an overall assessment, the board of directors' assessment is that the Offer does not reflect the long-term potential of Emplicure. Against this background, the board of directors recommends the shareholders not to accept the Offer. In connection with this, the board of directors informs that none of the board members who directly or indirectly hold shares in Emplicure intend to accept the Offer regarding their own holdings.

The board of directors wants to emphasise that the board of directors considers it positive for the Company and its future development that TomEQT Private has invested in the Company and that the Issue enables the implementation of the activities included in the Company's business plan during the next twelve months. The board of directors considers sees TomEQT Private to be a strategically important owner in the Company.

Emplicure's shareholders should consider that the liquidity of Emplicure's shares may deteriorate if TomEQT Private acquires a larger amount of shares through the Offer.

Impact on the Company and its employees

According to the Takeover rules, the board of directors shall, based on what TomEQT Private stated in connection with the publication of the Offer and/or in the offer document, report its opinion on the impact that the implementation of the Offer will have on the Company, especially employment, and its opinion on TomEQT Private's strategic plans for the Company and the effects these may have on employment and the locations where the Company operates.

In its offer document, TomEQT Private has stated, among other things, the following:

*"TomEQT Private does not plan to work for any significant changes to Emplicure's operations after the Offer. Nor are any changes planned with respect to Emplicure's management or employees (including their terms of employment), the employment in Emplicure or any material changes to the locations where Emplicure operates."*²

The board of directors assumes that this description is correct and, in relevant aspects, has no reason to assume otherwise.

Miscellaneous

This statement shall in all respects be governed by and interpreted in accordance with Swedish law. Disputes arising from this statement shall be settled exclusively by a Swedish court.

Advisor

In connection with the Offer, the board of directors has engaged Advokatfirman Lindahl as legal adviser.

Emplicure AB (publ)
The board of directors

² Please note that this is an in-house translation.

For additional information, please contact:

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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