

This announcement is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, the United States or in any other jurisdictions where such offer pursuant to legislation and regulations in such relevant jurisdictions would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important notice" at the end of this announcement and in the tender offer document which will be published shortly before the beginning of the acceptance period for the Offer.

## Magle Chemoswed Holding AB announces a recommended cash offer of SEK 0.004 per share to the shareholders of Amniotics AB

**Magle Chemoswed Holding AB[1] ("Magle" or "Magle Group") hereby announces a recommended public offer to the shareholders of Amniotics AB ("Amniotics" or the "Company") to tender all their shares to Magle Group at a price of SEK 0.004 in cash per share (the "Offer")[2]. The shares in Amniotics are listed on Nasdaq First North Growth Market.**

### Summary

- The shareholders of Amniotics are offered SEK 0.004 in cash per share in Amniotics.
- The total value of the Offer, based on all outstanding 2,733,052,159[3] shares in Amniotics, amounts to approximately SEK 10.9 million.
- The price per share in the Offer represents a premium of:
  - approximately 25.0 per cent compared to the closing share price for Amniotics' share on Nasdaq First North Growth Market of SEK 0.0032 on 21 March 2024 (the last day of trading prior to the announcement of the Offer); and
  - approximately 48.1 per cent compared to the volume-weighted average trading price for Amniotics' share of approximately SEK 0.0027 during the last 10 days prior to the announcement of the Offer.
- Amniotics' Board of Directors has recommended Amniotics' shareholders to accept the Offer. [4]
- Shareholders representing in aggregate approximately 20.7 per cent of the number of outstanding shares and votes in Amniotics have, subject to certain conditions, irrevocably undertaken to accept the Offer.[5]
- An offer document regarding the Offer is expected to be made public on or about 5 April 2024. The acceptance period for the Offer is expected to commence on or about 8 April 2024 and expire on or about 29 April 2024.
- The Offer is conditional upon the Offer being accepted to such extent that Magle Group becomes the owner of shares representing more than 90 per cent of the total number of outstanding shares in Amniotics (calculated before as well as on a fully diluted basis). Further, the Offer will be made on the terms and subject to the conditions 2 – 7 set out below in this announcement.

Justin Pierce, CEO of Magle Group, comments:

*"The access to cGMP-licensed facilities for the development and manufacturing of advanced therapy medicinal products is often a bottleneck for emerging biotech companies, not least in the Nordics. Through the proposed acquisition of Amniotics, Magle Group is taking an important step in the efforts to broaden its CDMO service offering to this rapidly expanding field of medical product development. Further, the transaction would provide opportunities to increase the bandwidth of our DSM-based product portfolio."*

Peter Buhl Jensen, Chairman of the Board of Directors in Amniotics, comments:

*"We welcome the cash offer from Magle Group, which we firmly believe is in the best interest of our shareholders and employees. Substantial synergies can be exploited by bringing together the capabilities and knowledge of our companies, which will create new opportunities to bring advanced medical treatments forward to patients around the globe."*

### **Background and reason for the Offer**

Amniotics is a clinical-stage biotech company developing innovative therapies based on amniotic fluid-derived mesenchymal stem cells. The company develops advanced therapy medicinal products (ATMPs) to treat diseases and injuries where effective treatments are currently lacking. Amniotics has an established GMP facility, approved and licensed by the Swedish Medical Products Agency. In parallel with its proprietary developing projects, the company has capabilities as a Contract Development and Manufacturing Organization (CDMO) for other biotech companies. Amniotics is headquartered in Lund, Sweden.

Through the proposed acquisition, Magle Group will take over Amniotics' cGMP-licensed ATMP facility, thereby ensuring that Nordic research-based companies will have access to development and manufacturing support in this rapidly growing area of biotechnology. Further, the integration of Amniotics' capabilities and knowledge with Magle Group's groundbreaking DSM (Degradable Starch Microspheres) technology allows opportunities to broaden the DSM-based product portfolio.

Magle Group remains committed to Amniotics' ongoing project and clinical activities, based on the potential to provide long-term benefits to patients. Magle Group does not currently foresee any material changes to Amniotics' operations, including operational sites, its management or employees or their terms of employment. However, Magle Group expects the business combination to offer synergies in the long-term perspective.

### **The Offer**

#### *Consideration*

The shareholders of Amniotics are offered SEK 0.004 in cash per share in Amniotics.

Should Amniotics, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the consideration in the Offer will be adjusted accordingly. In the event of either of the foregoing, Magle Group reserves the right to determine whether this price adjustment mechanism or condition 7 to completion of the Offer (see below) shall be invoked.

No commission will be charged in respect of the settlement of the Amniotics shares tendered to Magle Group under the Offer.

#### *Bid premium*

The consideration under the Offer represents a premium of[6]:

- approximately 25.0 per cent compared to the closing share price for Amniotics' share on Nasdaq First North Growth Market of SEK 0.0032 on 21 March 2024 (the last day of trading prior to the announcement of the Offer); and
- approximately 48.1 per cent compared to the volume-weighted average trading price for Amniotics' share of approximately SEK 0.0027 during the last 10 days prior to the announcement of the Offer.

#### *Total value of the Offer*

The total value of the Offer, based on all outstanding 2,733,052,159[7] shares in Amniotics, amounts to approximately SEK 10.9 million.

#### **Magle Group's shareholding in Amniotics and pre-acquisition**

Hans Henrik Lidgard, who controls approximately 73.96 per cent of the shares and votes in Magle Group and therefore should be regarded as a related party to Magle Group, holds 1,017,326 shares in Amniotics, corresponding to approximately 0.037 per cent of the shares and votes in Amniotics [8], through a pension insurance. Save for Hans Henrik Lidgard's said shareholding, neither Magle Group nor any closely related companies or closely related parties own any shares or financial instruments in Amniotics that give financial exposure to Amniotics' shares at the time of this announcement.

Hans Henrik Lidgard has during a period of six months prior to announcement of the Offer acquired 497,900 shares in Amniotics. The shares were acquired on 1 March 2024 at a price of SEK 0.0036 per share. Save for Hans Henrik Lidgard's said pre-acquisition, neither Magle Group nor any of its closely related parties have acquired or agreed to acquire any shares in Amniotics during the six months preceding the announcement of the Offer or any other financial instruments that give financial exposure to Amniotics' shares. The above acquisition is a so-called pre-acquisition according to the Takeover Rules. In accordance with the Takeover Rules, the terms of the offer for shares in Amniotics may not be less favourable in the Offer than in the pre-acquisition. The price per share in the Offer exceeds the price per share paid in the pre-acquisition.

Magle Group may acquire, or enter into agreements to acquire, shares in Amniotics outside the Offer and any purchases made or arranged will be disclosed in accordance with applicable rules.

#### **Recommendation from Amniotics' Board of Directors**

The Board of Directors in Amniotics has recommended Amniotics' shareholders to accept the Offer. [9] For further information regarding the recommendation, please refer to a separate press release from Amniotics.

#### **Undertakings to accept the Offer**

Magle Group has obtained irrevocable undertakings to accept the Offer from the following shareholders in Amniotics:

- LSCS Invest AB has undertaken to accept the Offer regarding their 287,888,101 shares in Amniotics, corresponding to approximately 10.5 per cent of the shares and votes in Amniotics [10]; and
- Marcus Larsson, directly and through Deflexum AB, has undertaken to accept the Offer regarding his 278,903,077 shares in Amniotics, corresponding to approximately 10.2 per cent of the shares and votes in Amniotics[11].

Accordingly, irrevocable undertakings to accept the Offer from shareholders representing in total 566,791,178 shares have been obtained, which corresponds to approximately 20.7 per cent of the shares and votes in Amniotics.[12]

The undertakings will lapse in the event that a third party, prior to the last time of acceptance the Offer, makes an offer for all shares in Amniotics which corresponds to an offer value exceeding the price in the Offer by not less than thirty (30) per cent per share ("**Superior Competing Offer**"), provided that Magle Group does not match the Superior Competing Offer (i.e. announces a revised Offer at a price that at least corresponds to the price in the Superior Competing Offer) within six (6) business days of the Superior Competing Offer. Further, the undertakings are conditional upon that Magle Group (a) in all material respects complies with the provisions of the Swedish Stock Market Self-Regulation Committee's takeover rules for certain trading platforms (the "**Takeover Rules**"), and (b) declares the Offer unconditional no later than 30 June 2024 (unless a Superior Competing Proposal is launched, in which case condition (b) shall no longer apply).

### **Warrants**

The Offer does not include warrants held by Amniotics.

### **Conditions for completion of the Offer**

The completion of the Offer is conditional upon:

1. the Offer being accepted to such extent that Magle Group becomes the owner of shares representing more than 90 per cent of the total number of outstanding shares in Amniotics (calculated before as well as on a fully diluted basis);
2. no other party announcing an offer to acquire shares in Amniotics on terms that are more favorable to the shareholders of Amniotics than the Offer;
3. with respect to the Offer and completion of the acquisition of Amniotics, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals and clearances from competition authorities and the National Inspectorate of Strategic Products (Sw. *Inspektionen för strategiska produkter*), being obtained, in each case on terms which, in Magle Group's opinion, are acceptable;

4. neither the Offer nor the acquisition of Amniotics being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of court or public authority, or any similar circumstance, which is actual or can reasonably be anticipated, and which Magle Group could not reasonably have foreseen at the time of announcement of the Offer;
5. no circumstances having occurred which have or could reasonably be expected to have a material adverse effect on Amniotics' financial position or operation, including Amniotics' sales, results, liquidity, equity ratio, equity or assets, and Amniotics being subject to bankruptcy, reorganization or similar proceedings;
6. no information made public by Amniotics or otherwise made available to Magle Group by Amniotics being inaccurate, incomplete or misleading, and Amniotics having made public all information which should have been made public; and
7. Amniotics not taking any measures that are likely to impair the prerequisites for making or implementing the Offer.

Magle Group reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions is not satisfied or cannot be satisfied. However, with regard to conditions 2 – 7 above, the Offer may only be withdrawn provided that the non-satisfaction of such condition is of material importance to Magle Group' acquisition of Amniotics or if otherwise approved by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*).

Magle Group reserves the right to waive, in whole or in part, one, several or all of the conditions set out above, including, with respect to condition 1, to complete the Offer at a lower level of acceptance.

### **Financing**

The Offer is not subject to any financing condition. The consideration paid under the Offer will be financed through a combination of cash reserves in Magle Group and available credit facilities according to customary terms for financing of public offers on the Swedish market.

### **Description of Magle Group**

The Magle Group aims to establish itself as a leader in high-quality life-changing healthcare innovations to meet medical needs through scientific excellence. The Magle Group is founded on strategic acquisitions aimed at driving growth and diversifying risk.

Today, the Group includes two operational areas. Magle Chemoswed – a contract development and manufacturing organization (CDMO) with a strong reputation for its high-quality development and manufacturing expertise and Magle PharmaCept – an established sales and marketing company for development and direct sales of the Groups medical technology products.

For more information about Magle Group, please refer to [www.maglegroup.com](http://www.maglegroup.com).

### **Description of Amniotics**

Amniotics AB (publ) is a clinical stage biotech company, developing innovative therapies, based on amniotic fluid derived stem cells. The company develops therapies to treat diseases where effective treatments are currently lacking.

Amniotics has an established GMP-facility, approved and licensed by the Swedish Medical Products Agency. The company has capabilities as a Contract Development and Manufacturing Organization (CDMO) for other biotech companies. Amniotics is headquartered in Lund, Sweden. The company is listed at Nasdaq First North Growth Market in Stockholm.

For more information about Amniotics, please refer to [www.amniotics.com](http://www.amniotics.com).

### **Preliminary timetable[13]**

An offer document regarding the Offer is expected to be made public on or about 5 April 2024. The acceptance period for the Offer is expected to commence on or about 8 April 2024 and expire on or about 29 April 2024. Assuming that the Offer is declared unconditional no later than on or about 1 May 2024, settlement is expected to begin on or about 6 May 2024.

Magle Group reserves the right to extend the acceptance period for the Offer, as well as to postpone the settlement date.

### **Approvals and clearances from authorities**

The completion of the Offer is conditional upon, inter alia, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals and clearances from competition authorities and the National Inspectorate of Strategic Products, being obtained, in each case on terms which, in Magle Group's opinion, are acceptable. According to Magle Group's current assessment, the completion of the Offer will require submission of an application for clearance to the National Inspectorate of Strategic Products pursuant to the Swedish FDI Act (Sw. *Lagen om utländska direktinvesteringar*). According to Magle Group's current assessment, the completion of the Offer will not require any approvals or clearances from competition authorities or any other authorities than the National Inspectorate of Strategic Products.

### **Due diligence**

Magle Group has, in connection with the preparation of the Offer, conducted a confirmatory due diligence review of Amniotics including a documentary review and meetings with the management of Amniotics. Amniotics has informed Magle Group that no inside information (as defined in Article 7 of the EU Market Abuse Regulation) has been disclosed to Magle Group during the due diligence review, save for information regarding Amniotics liquidity situation, which was announced by Amniotics through a press release on 21 March 2024.

### **Compulsory redemption proceedings and delisting**

If Magle Group, whether in connection with the Offer or otherwise, acquires shares representing more than 90 per cent of the total number of shares in Amniotics, Magle Group intends to commence compulsory redemption proceedings under the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) to acquire all remaining shares in Amniotics and to promote delisting of Amniotics' shares from Nasdaq First North Growth Market.

### **Applicable law and disputes**

The Offer, as well as any agreements entered into between Magle Group and the shareholders in Amniotics as a result of the Offer, shall be governed and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be settled exclusively by Swedish courts, and the Stockholm District Court (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

The Takeover Rules and the Swedish Securities Council's rulings regarding the interpretation and application of the Takeover Rules, including, where applicable, the Swedish Securities Council's interpretation and application of the formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee (Sw. *Näringslivets Börskommitté*), are applicable to the Offer.

### **Advisors**

Vator Securities AB is the financial advisor and Advokatfirman Schjødt is the legal advisor to Magle Group in connection with the Offer.

### **Magle Chemoswed Holding AB**

*The Board of Directors*

### **Information about the Offer:**

Information about the Offer is made available at:

<https://maglegroup.com/offer-erbjudande-amniotics>

### **For other enquiries, please contact:**

Justin Pierce, CEO

Email: [justin.pierce@maglechemoswed.com](mailto:justin.pierce@maglechemoswed.com)

Telephone: +46 (0)70 593 58 21

For administrative questions regarding the Offer, please contact your bank or the nominee registered as holder of your shares.

### ***Important notice***

***This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.***

***The Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, the United States or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and regulations in***

*the relevant jurisdiction, by use of mail or any other communication means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the Internet) of interstate or foreign commerce, or of any facility of national securities exchange or other trading venue, of Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, the United States or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and regulations in the relevant jurisdiction, and the Offer cannot be accepted by any such means, instrumentality or facility of, in or from, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, the United States, or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and regulations in the relevant jurisdiction. Accordingly, this press release and any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or the United States or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and regulations in the relevant jurisdiction.*

*This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or the United States. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, or the United States must not forward this press release or any other document received in connection with the Offer to such persons.*

*The Offer, the information and documents contained in this press release are not being made and have not been approved by an "authorised" person for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the "FSMA"). The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire shares in a body corporate and the object of the transaction may reasonably be regarded as being the acquisition of day to day control of the affairs of that body corporate within article 62 (sale of a body corporate) of the FSMA (Financial Promotion) Order 2005.*

*Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Magle Group and Amniotics. Any such forward-looking statements speak only as of the date on which they are made and Magle Group has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations. The reader should, however, consult any additional disclosures that Magle Group or Amniotics have made or may make.*



- [1] Magle is a Swedish public limited liability company listed on Nasdaq First North Growth Market.
- [2] Should Amniotics, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the consideration in the Offer will be adjusted accordingly.
- [3] Including 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*).
- [4] Amniotics' board member and CEO Marcus Larsson has, directly and through Deflexum AB, undertaken towards Magle Group to accept the Offer. Accordingly, Marcus Larsson has conflicts of interest in relation to the Offer.
- [5] The calculation includes 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office.
- [6] Source for Amniotics' share price: Nasdaq First North Growth Market.
- [7] Including 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office.
- [8] The calculation includes 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office.
- [9] Amniotics' board member and CEO Marcus Larsson has, directly and through Deflexum AB, undertaken towards Magle Group to accept the Offer. Accordingly, Marcus Larsson has conflicts of interest in relation to the Offer.
- [10] The calculation includes 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office.
- [11] The calculation includes 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office.
- [12] The calculation includes 22,504,384 shares subscribed and allotted as a result of exercise of warrants of series TO 3 but not yet registered with the Swedish Companies Registration Office.
- [13] All dates are preliminary and may be subject to change.

## About Us

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The Magle Group aims to establish itself as a leader in high-quality life-changing healthcare innovations to meet medical needs through scientific excellence. The Magle Group is founded on strategic acquisitions aimed at driving growth and diversifying risk. Today, the Group includes two operational areas. Magle Chemoswed – a contract development and manufacturing organization (CDMO) with a strong reputation for its high-quality development and manufacturing expertise and Magle PharmaCept – an established sales and marketing company for development and direct sales of the Groups medical technology products. Learn more on [www.maglechemoswed.com](http://www.maglechemoswed.com) and <https://maglegroup.com/> and [www.maglepharmacept.com](http://www.maglepharmacept.com)

Vator Securities is the Company's certified adviser on Nasdaq First North Growth Market and can be reached at [ca@vatorsec.se](mailto:ca@vatorsec.se) or +46 (0)8-580 065 99.

*This information is information that Magle Chemoswed is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-03-22 07:30 CET.*

## Attachments

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Magle Chemoswed Holding AB announces a recommended cash offer of SEK 0.004 per share to the shareholders of Amniotics AB