

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 22 December 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 to:

- change the articles of association and reduce the share capital without cancellation of shares;
- change the articles of association and issue units consisting of new shares and warrants with preferential rights for the shareholders (the "**Rights Issue**");
- authorize the board of directors to increase the share capital to enable payment of consideration to guarantors in the form of new shares in the Company;
- change the articles of association and increase the share capital through bonus issue without issuance of new shares;
- reduce the share capital without cancellation of shares;
- authorize the board of directors to increase the share capital;
- change the articles of association and reduce the share capital without cancellation of shares subject to authorization from the Swedish Companies Registration Office or a general court.

The board of directors' proposals in accordance with items (ii), (iii), (v), and (vi) were presented in order to enable a Rights Issue at a subscription price per new share below the current quotient value of the Company's shares, to minimize the subsequent increase of the share capital and to adjust the limits of the share capital and the number of shares in the articles of association, to be registered simultaneously. The board of directors' proposal in accordance with item (viii) was presented in order to, subject to authorization from the Swedish Companies Registration Office or a general court, enable further reduction of the share capital following registration of the other proposals, with the main purpose of de-creasing the quotient value in order to adapt the capital structure.

No proposal was presented under item 6 of the proposed agenda in the notice to attend the meeting regarding election of new board member and determination of board fees.

The Rights Issue in short

The Rights issue comprises no more than 1,256,531,200 new shares and no more than 314,132,800 warrants, which may only be subscribed for and allotted together in the form of no more than 314,132,800 so called units where each unit consists of four (4) new shares and one (1) warrant. Each warrant entitles to subscription of one (1) new share in the Company.

The subscription price is SEK 0.24 per unit, corresponding to a subscription price of SEK 0.06 per share. The warrant is issued free of charge.

The record date for receipt of unit rights and a right to participate in the Rights Issue with preferential rights is Thursday 4 January 2024. Each share entitles to one (1) unit right and one (1) unit right entitles to subscription of one (1) unit.

In the event that not all units are subscribed for by exercise of unit rights, the board of directors shall, within the framework of the maximum amount for the issue, secondly resolve on allotment of units to those who have subscribed without unit rights and thirdly to those who have entered into guarantee commitments.

Subscription of new shares through exercise of warrants may be made during the period from and including 30 May 2024 until and including 12 June 2024. Each warrant entitle the holder to subscribe for one (1) new share in the Company at a subscription price per share corresponding to the higher of (i) 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 before 24 May 2024 (24 May 2024 included), however not less than SEK 0.06, and (ii) the quotient value of the share at the time of exercise of warrants.

Subscription undertakings, declaration of intention to subscribe and guarantee commitments

The Rights Issue is covered by subscription undertakings, declaration of intention to subscribe and guarantee commitments corresponding to a total of approximately SEK 55.0 million, corresponding to approximately 73.0 percent of the Rights Issue. The subscription undertakings amount to approximately SEK 20.9 million, corresponding to approximately 27.8 percent of the Rights Issue, and the declaration of intention to subscribe amounts to SEK 3.5 million, corresponding to approximately 4.6 percent of the Rights Issue.

The guarantee commitments amount to approximately SEK 30.6 million, corresponding to approximately 40.6 percent of the Rights Issue. Subscription undertakings and guarantee commitments from senior executives and board members of Coala Life amount to a total of SEK 22.2 million.

For guarantee commitments, a cash consideration of twelve (12.0) percent of the guaranteed amount is paid, alternatively fourteen (14.0) percent in the form of newly issued shares in the Company. No consideration is paid for the subscription undertakings or the declaration of intention to subscribe. The subscription undertakings and guarantee commitments are not secured by bank guarantee, blocking funds, pledging or similar arrangements and the declaration of intention to subscribe has neither been formalized in a written agreement nor secured.

Preliminary schedule for the Rights Issue (all dates refer to 2024)

2 January	Last day of trading in the share with the right to receive unit rights
3 January	First day of trading in the share without the right to receive unit rights
4 January	Record date for participation in the Rights Issue
8 – 17 January	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)
8 – 22 January	Subscription period (with or without preferential right)
Around 24 January	Announcement of outcome of Rights Issue

Prospectus

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.

Advisors

Coala Life has mandated Penser By Carnegie and Setterwalls Advokatbyrå AB as financial and legal advisors respectively in connection with 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 and be available on www.coalalife.com and www.fi.se/en/our-registers/prospektregistret. 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

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Certified Adviser

The Company's Certified Adviser is Carnegie Investment Bank AB (publ).

Attachments

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