

## Announcement from extra general meeting in Biovica International AB

**Today on 14 July 2025 the extra general meeting of Biovica International AB (the "Company") was held, and the following resolutions were passed by the meeting.**

### **Amendments of the articles of association**

The extra general meeting resolved, for the purpose of carrying out the below resolutions, to increase the limits for share capital in the articles of association from a minimum of SEK 3,000,000 and a maximum of SEK 12,000,000 to a minimum of SEK 11,000,000 and a maximum of SEK 44,000,000, and to increase the limits for the number of shares from a minimum of 45,000,000 and a maximum of 180,000,000 to a minimum of 170,000,000 and a maximum of 680,000,000.

### **Rights issue of shares**

The extra general meeting resolved to approve the board of directors' resolution from 11 June 2025 on a rights issue of a maximum of 127,122,299 shares, entailing an increase in the share capital of a maximum of SEK 8,474,819.939184 (the "**Rights Issue**"). If all shares are subscribed for, the Company will receive approximately SEK 80.1 million before transaction costs.

Those who on the record date on 16 July 2025 are recorded as a holder of shares in the share register kept by Euroclear Sweden AB shall have a preferential right to subscribe for new class A shares or class B shares at a subscription price of SEK 0.63 per share. Shareholders receive 1 subscription right for each share held as of the record date. 10 subscription rights entitle the holder to subscribe for 13 new shares in the Rights Issue.

Subscription for shares with subscription rights shall be made by payment in cash during the period from 18 July 2025 up until and including 1 August 2025. Subscription for shares without subscription rights shall be made on a subscription list during the period from 18 July 2025 up until and including 1 August 2025.

### **Directed issue of warrants**

The extra general meeting resolved to approve the board of directors' resolution from 11 June 2025 to issue a maximum of 83,291,780 warrants of series TO 4 B, which may result in a maximum increase in the Company's share capital of SEK 5,552,785.337167. The warrants shall entitle to subscription of new class B shares in the Company.

Right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to the guarantors in the Rights Issue who are entitled to guarantee compensation with one issued warrant in the Company for each share guaranteed in the Rights Issue (the "**Guarantors**"). The warrants are issued at no consideration and shall be subscribed for no later than 1 August 2025.

One warrant of series TO 4 B entitles to subscription of one new class B share in the Company during the period from registration of the warrants with the Swedish Companies Registration Office up to and including 30 June 2030, at a subscription price of SEK 0.95 if the warrant is exercised up to and including 30 June 2028, and at a subscription price of SEK 1.25 if the warrant is exercised during the period from 1 July 2028 up to and including 30 June 2030.

The board of directors has carefully considered the possibility of financing the operations solely through the Rights Issue but has concluded that the chosen structure is the best alternative for the Company and its shareholders. The board of directors considers it advantageous that the Guarantors under the guarantee have the right to subscribe for free warrants of series TO 4 B as the warrants constitute an integral and essential part of the compensation for the guarantee commitments which includes a right and obligation for the Guarantors to subscribe for shares in the

Company corresponding to the guaranteed amount, regardless of whether such subscription takes place under the Rights Issue or, in the event that the Guarantors do not receive full allotment under the Rights Issue, through an oversubscription issue. The board of directors considers that the implementation of the Rights Issue without the directed issue of warrants of series TO 4 B and the potential oversubscription issue, would entail a risk that the Company would lose potential financing opportunities from long-term investors. Furthermore, the board of directors, in consultation with its financial advisors, considers that the alternative of carrying out a Rights Issue with customary terms and conditions and external guarantors would have entailed a higher dilution, a higher discount and a lower secured contribution of net proceeds - with the consequence that the financial targets set by the Company in connection with the Rights Issue could not reasonably have been achieved without additional financing. In light of the above, the board of directors considers, after an overall assessment, that the Rights Issue, in combination with the directed issue of warrants and the potential oversubscription issue, is the most advantageous alternative for the Company to raise capital in a cost and time efficient manner to strengthen the Company's financial position, while maintaining the most value in the Company and being most favorable for the Company's shareholders. The remuneration in the form of issued warrants free of charge has been determined in consultation with financial advisors and after arm's length negotiations with potential underwriters. Against this background, the board of directors is of the opinion that the remuneration has been determined on market terms and is deemed to reflect prevailing market conditions.

**Authorization for the board of directors to resolve on oversubscription issue**

The extra general meeting resolved to authorize the board of directors to, during the period up until the next annual general meeting, on one or more occasions, resolve to issue a maximum of 83,291,780 class B shares with deviation from the shareholders' preferential rights, provided that the Guarantors have not received full allotment in the Rights Issue, who shall be entitled and obliged to subscribe for shares pursuant to the authorization in accordance with guarantee commitments. The board of directors shall have the right to determine that payment may be made by way of set-off or otherwise with conditions. The subscription price for shares issued pursuant to the authorization as well as the terms and conditions for such issue shall, where applicable, correspond to those applicable to the Rights Issue. The reason for the deviation from the shareholders' preferential rights is that the Company shall be able to fulfill its obligations under separate agreements with the Guarantors in connection with the Rights Issue.

For detailed terms regarding the resolutions set out above, please refer to the notice, the complete proposals as well as separate press releases which are available at the Company's website, [www.biovica.com](http://www.biovica.com).

**Contact**

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Biovica develops and commercializes blood-based biomarker assays that help oncologists monitor cancer progression. Biovica's assay, DiviTum® TKa, measures cell proliferation by detecting the TKa biomarker in the bloodstream. The assay has demonstrated its ability to provide insight to therapy effectiveness in several clinical trials. The first application for the DiviTum® TKa test is treatment monitoring of patients with metastatic breast cancer. Biovica's vision is: "Improved care for cancer patients." Biovica collaborates with world-leading cancer institutes and pharmaceutical companies. DiviTum® TKa has received FDA 510(k) clearance in the US and is CE-marked in the EU. Biovica's shares are traded on the Nasdaq First North Premier Growth Market (BIOVIC B). FNCA Sweden AB is the company's Certified Adviser. For more information, please visit: [www.biovica.com](http://www.biovica.com)

**Attachments**

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