

The Board of Directors of Ortivus AB proposes a fully underwritten rights issue of approximately SEK 54 million

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The Board of Directors of Ortivus AB ("Ortivus" or the "Company") has today resolved to convene an extraordinary general meeting to be held on 19 September 2025, with a proposal to carry out a rights issue of B shares corresponding to approximately SEK 54 million, with preferential rights for the Company's existing shareholders (the "Rights Issue"). The Rights Issue is fully underwritten through subscription and guarantee commitments from the Company's largest shareholder, Ponderus Invest AB. The notice convening the extraordinary general meeting will be published through a separate press release.

Summary of the Board's proposal regarding the Rights Issue

- **Purpose of the Rights Issue:** The Rights Issue aims to strengthen the Company's working capital and balance sheet, reduce financial costs, and provide room for further product development in identified market segments. A significantly improved capital base will also enable the Company to increase its market share in the growing e-health sector.
- **Entitlement:** Shareholders registered as of the record date, 26 September 2025, holding A or B shares in the Company, will receive one (1) subscription right for each existing share held on the record date. One (1) subscription right entitles the holder to subscribe for one (1) new B share. The Rights Issue comprises a maximum of 44,307,468 B shares, and if fully subscribed, the Company's share capital will increase by SEK 15,507,613.80.
- **Subscription period:** The subscription period runs from 1 October 2025 to 15 October 2025. The Board has the right to extend the subscription period and the deadline for payment.
- **Subscription price:** The subscription price is SEK 1.22 per B share, corresponding to the volume-weighted average price (VWAP) of the Company's B share over the last 20 trading days.
- **Trading of subscription rights:** Subscription rights will be traded on Nasdaq First North Growth Market from 1 October 2025 to 10 October 2025.
- **Proceeds:** Provided the Rights Issue is fully subscribed, the Company will receive gross proceeds of approximately SEK 54 million before issue-related costs.
- **Dilution:** Shareholders who do not participate in the Rights Issue will have their shareholding diluted by up to 50% but may economically offset the dilution by selling their subscription rights.

- **Underwriting and guarantee commitments:** The Rights Issue is covered approximately 25.8% by subscription commitments and 74.2% by guarantee commitments from Ponderus Invest AB. Consequently, the Rights Issue is fully underwritten, corresponding to 100% of the Rights Issue. Ponderus Invest AB's guarantee commitments may result in its principal shareholder, Peter Edwall (directly and indirectly), exceeding 30% of the voting rights in the Company upon full execution of the guarantee. Any execution of the part of the guarantee that triggers approval under the Swedish Act (2023:560) on review of foreign direct investments is conditional on a decision by the Swedish Inspectorate for Strategic Products (ISP) permitting allocation.
- **Information document:** No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish an information document (the "Information Document") in accordance with Article 1.4 db of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). The Information Document will be made available on the Company's website prior to the start of the subscription period.
- **Notice of the extraordinary general meeting:** The notice convening the extraordinary general meeting will be published via a separate press release.

Background and Purpose

The purpose of the Rights Issue is to strengthen the Company's working capital and balance sheet, reduce financial costs, provide room for further product development in identified market segments, and support efforts to increase its market share in the e-health sector.

If fully subscribed, the Rights Issue will provide the Company with approximately SEK 54 million before issue-related costs, which are expected to amount to approximately SEK 1.8 million. The net proceeds are therefore expected to be approximately SEK 52.2 million.

Terms of the Rights Issue

Shareholders registered as of the record date, 26 September 2025, in Ortivus will receive one (1) subscription right for each existing share held in the Company (A or B share). One (1) subscription right entitles the holder to subscribe for one (1) new B share. The last day for trading Ortivus shares with entitlement to participate in the Rights Issue is 24 September 2025.

If not all B shares are subscribed with the support of subscription rights, the Board will, within the framework of the maximum amount of the Rights Issue, decide on the allocation of shares subscribed without subscription rights according to the following principles:

a) In the first instance, shares will be allocated to subscribers who have also subscribed for shares using subscription rights, regardless of whether the subscriber was a shareholder on the record date or not. If full allocation is not possible, allocation will be made pro rata in relation to the number of subscription rights exercised, and if that is not feasible, by lottery.

b) In the second instance, if not all B shares are allocated as above, shares will be allocated to those who have subscribed without subscription rights. If full allocation is not possible, allocation will be made pro rata in relation to the number of shares subscribed according to a special subscription list, and if that is not feasible, by lottery.

c) In the third and final instance, shares subscribed without subscription rights will be allocated to Ponderus Invest AB in its capacity as underwriter.

The subscription period runs from 1 October 2025 to 15 October 2025. The Board has the right to extend both the subscription period and the payment deadline. Subscription rights will be traded on Nasdaq First North Growth Market from 1 October 2025 to 10 October 2025. Trading in paid subscribed shares (BTA) is expected to run from 1 October 2025 until week 45, 2025. New shares will carry entitlement to dividends from the date they are registered in the share register maintained by Euroclear Sweden AB.

The subscription price is SEK 1.22 per share. The subscription price has been set based on the volume-weighted average price (VWAP) of the Company's B share over the last 20 trading days.

The Rights Issue comprises a maximum of 44,307,468 shares, and if fully subscribed, the Company's share capital will increase by SEK 15,507,613.80. If fully subscribed, the Company will receive gross proceeds of approximately SEK 54 million before issue-related costs. The Rights Issue will result in dilution of approximately 50% for shareholders who do not participate.

Subscription and Guarantee Commitments

The Company has received subscription commitments from Ponderus Invest AB amounting to SEK 13,944,867.18 (corresponding to 25.8% of the Rights Issue) and a guarantee commitment from Ponderus Invest AB amounting to SEK 40,110,243.78 (corresponding to 74.2% of the Rights Issue).

No compensation is payable for the subscription or guarantee commitments provided by Ponderus Invest AB. The Rights Issue is therefore fully secured at no cost to the Company.

The subscription and guarantee commitments are not secured by bank guarantees, blocked funds, pledges, or similar arrangements. Ponderus Invest AB's guarantee commitment may result in its principal shareholder, Peter Edwall (directly and indirectly), exceeding 30% of the voting rights in the Company upon full execution of the guarantee. Any execution of the part of the guarantee that triggers approval under the Swedish Act (2023:560) on the review of foreign direct investments is conditional on a decision by the Swedish Inspectorate for Strategic Products (ISP) permitting allocation.

Information Document

No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish an Information Document in the form prescribed by Annex IX of the Prospectus Regulation. Complete terms and instructions for the Rights Issue, as well as other information about the Company, will be included in the Information Document, which is expected to be published around 30 September 2025.

The Information Document will be made available on the Company's website prior to the start of the subscription period.

Preliminary Timetable for the Rights Issue

The timetable below is preliminary and may be subject to change.

Extraordinary General Meeting for the Rights Issue:

19 September 2025

Last day of trading in the shares, including entitlement to subscription rights:

24 September 2025

First day of trading in the shares, excluding entitlement to subscription rights:

25 September 2025

Record date for entitlement to subscription rights:

26 September 2025

Publication of the Information Document:

30 September 2025

Trading in subscription rights:

1–10 October 2025

Subscription period:

1–15 October 2025

Trading in paid subscribed shares (BTA):

1 October – week 45, 2025

Announcement of the outcome of the Rights Issue:

17 October 2025

Financial Information for Q2 2025

The Company has today published its interim report for the second quarter of 2025 (H2 2025).

Important Information

This press release and the information contained herein is not for publication, distribution, or release, in whole or in part, directly or indirectly, in or into the United States, the United Kingdom, Canada, Australia, Hong Kong, Japan, South Africa, or any other jurisdiction where such publication, distribution, or release would be unlawful or require registration or other measures under applicable law.

None of the securities referred to herein (collectively, the "Securities") have been, or will be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, pledged, sold, delivered, or otherwise transferred, directly or indirectly, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company does not intend to register the Securities in the United States or to conduct any public offering of the Securities in the United States.

This press release does not constitute an offer to the public in the United Kingdom to acquire securities. No prospectus has been or will be registered in the United Kingdom in respect of the Securities. In the United Kingdom, this press release is directed only at persons who are "investment professionals" within the meaning of Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or high net worth companies and other persons to whom it may lawfully be communicated, falling within Article 49 (2)(a)–(e) of the Order (all such persons together referred to as "Relevant Persons"). Any investment activity to which this press release relates will be available only to, and will be engaged in only with, Relevant Persons. Persons who are not Relevant Persons should not act on or rely on this press release or any of its contents.

In the EEA member states, other than Sweden (each a "Relevant State"), this press release and the information contained herein is directed only at qualified investors as defined in Article 2 (e) of Regulation (EU) 2017/1129 (together with the delegated and implementing regulations, the "Prospectus Regulation"). The Securities are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with an exemption in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any action based on this press release or rely on it.

This press release is not a prospectus within the meaning of the Prospectus Regulation and has not been approved by any regulatory authority in any jurisdiction. No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish the Information Document in the form prescribed by Annex IX of the Prospectus Regulation prior to the start of the subscription period. The Information Document will be made available on the Company's website at www.ortivus.com.

This press release is for information purposes only and does not constitute an offer to sell or issue, or an invitation to submit an offer to purchase or acquire, or subscribe for, any securities or other financial instruments in the Company. Offers will not be made to, and application forms will not be accepted from, subscribers (including shareholders), or persons acting on behalf of subscribers, in any jurisdiction where such offer or subscription would violate applicable laws and regulations or require additional prospectuses, registrations, or other measures beyond what is required under Swedish law. Any action in breach of these restrictions may constitute a violation of applicable securities laws.

Forward-Looking Statements

This press release contains certain information that reflects the Company's current view of future events as well as its financial and operational development. Words such as "intend," "believe," "expect," "may," "plan," "estimate," and other expressions that indicate predictions or expectations regarding future development or trends, and which are not based on historical facts, constitute forward-looking statements reflecting the Company's views and expectations and involve a number of risks, uncertainties, and assumptions that could cause actual events and results to differ materially from any expected future events or performance expressed or implied by the forward-looking statements.

The information in this press release may change without notice, and except as required by applicable law, the Company assumes no obligation or duty to publicly update or review any forward-looking statements in this press release and does not intend to do so. You should not place undue reliance on forward-looking statements, which apply only as of the date of this press release. As a result of these risks, uncertainties, and assumptions, you should not place undue reliance on these forward-looking statements as a prediction of actual future events or otherwise.

This press release does not constitute investment advice. The price and value of the Securities, and any income derived from them, may go down as well as up, and you may lose your entire investment. Past performance is not indicative of future performance. The information in this press release cannot be relied upon as an indication of future performance.

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About Ortivus

Ortivus has extensive experience in mobile communication solutions and a unique understanding of clinical healthcare. We develop interactive and user-friendly solutions that support diagnostics, increase efficiency, and deliver long-term cost savings for healthcare providers. By integrating our solutions with electronic health records, dispatch systems, and national registries, we ensure fast and secure information management, a crucial factor in creating a more integrated care process.

Our solutions save valuable time for healthcare professionals, optimise resource use, and reduce the need for avoidable patient transports, resulting in more cost-effective and patient-centred care. With our combination of advanced technology and deep clinical expertise, we support our customers in meeting the healthcare challenges of today and tomorrow.

Ortivus Class A and Class B shares are listed on the NASDAQ First North Growth Market and the company's Certified Adviser is FNCA Sweden AB.

Read more about our solutions at www.ortivus.com

Attachments

[The Board of Directors of Ortivus AB proposes a fully underwritten rights issue of approximately SEK 54 million](#)