

PRESS RELEASE

07 November 2023 12:00:00 CET

Senzime issues a third tranche of consideration shares to sellers of Respiratory Motion

In connection with the acquisition of Respiratory Motion, Inc. ("Respiratory Motion"), which was announced on 1 June 2022, Senzime AB (publ) ("Senzime" or the "Company") agreed to issue up to 8,477,937 shares in one or several tranches as initial consideration. A first tranche of 2,127,537 shares was issued on 1 July 2022 and a second tranche of 5,055,954 shares was issued on 5 July 2023. Senzime's Board of Directors also resolved on 5 July 2023 to extend the end date for the sellers to fulfil conditions to receive shares until 31 August 2023. Senzime's Board of Directors has today, based on the authorization granted by the general meeting on 16 May 2023, resolved to issue a third tranche of 1,583,064 shares to the sellers of Respiratory Motion that have fulfilled the conditions precedent to receive shares per 31 August 2023. The shares are issued at the same subscription price as in the first tranche, i.e. SEK 18.59 per share.

On 1 June 2022, the Company entered into an acquisition agreement on the purchase of all of the outstanding shares in Respiratory Motion for an initial consideration of USD 19 million on a cash- and debt-free basis (the "**Initial Consideration**") with an additional potential earn-out payment of up to USD 25 million, to be paid out in 2024, at the earliest (the "**Transaction**"). The earn-out payment is based on the outcome of Respiratory Motion's sales budget for 2023.

Pursuant to the Transaction agreements, the Initial Consideration shall, following customary adjustments for net debt and normalized working capital, be paid with 8,477,937 shares in Senzime (the "**Consideration Shares**") to those sellers of Respiratory Motion that fulfil certain conditions precedent by 1 July 2023, at the latest. Senzime's Board of Directors resolved on 5 July 2023 to extend the date for the sellers to fulfil conditions to receive shares until 31 August 2023. Each seller who fulfils the conditions by the said date will receive its part of the Initial Consideration, which is offset against the subscription amount for the seller's Consideration Shares.

Senzime's Board of Directors has now, in relation to the Transaction and based on the authorization to issue shares granted by the general meeting on 16 May 2023, resolved on a directed issue of up to 1,583

064 shares at a subscription price of SEK 18.59 per share. The subscription price per share represents the volume weighted average price (VWAP) for the period of the last twenty trading days up to and including 31 May 2022. The shares are issued to sellers of Respiratory Motion that have fulfilled the conditions precedent by 31 August 2023. Payment for the shares is made through set-off against the sellers' share in the Initial Consideration. The reason for the deviation from the shareholders' pre-emption rights is to complete the Transaction in accordance with to the agreements entered into.

This share issue entails a dilution of approximately 1.3 percent of the number of shares and votes in the Company (calculated as the number of newly issued shares divided by the total number of shares in the Company after this share issue). The number of shares and votes in the Company will increase through the share issue by 1,583,064 from 118,122,614 to 119,705,678. The share capital will increase by SEK 197,883 from SEK 14,765,326.75 to SEK 14,963,209.75.

On 1 July 2022, a number of 2,127,537 Consideration Shares were issued, on 5 July 2023 a number of 5,055,954 Consideration Shares were issued and now up to 1,583,064 Consideration Shares are being issued. The total number of Consideration Shares issued as a result of the acquisition of Respiratory Motion now amounts to 8,766,555, which is slightly higher – 288,618 shares – than the number that was originally communicated (which was 8,477,937 shares). The difference is due to final contractual commitments within the transaction. Respiratory Motion has been consolidated into Sensime's financial reporting since 1 July 2022.

Prospectus

Sensime have prepared a prospectus for the Consideration Shares. The prospectus was approved by the Swedish Financial Supervisory Authority on 1 August 2022. The prospectus is available on the Company's website, www.sensime.com, and on the Swedish Financial Supervisory Authority's website, www.fi.se. The shares in this share issue will be admitted to trading on Nasdaq Stockholm as soon as they have been duly registered with the Companies Registration Office and Euroclear Sweden.

Advisor

Advokatfirman Lindahl is acting as legal advisor to Sensime in connection with the Consideration Share Issues.

Important information

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Any investment decision in connection with the share issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. Sensime has not authorized any offer to the public of shares or rights in any member state of the EEA. In any EEA Member State and in the United Kingdom, this communication is only addressed to and is only directed at qualified investors in that Member State or in the United Kingdom within the meaning of the Prospectus Regulation.

In the United Kingdom, this document 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 document relates is available only to, and will be engaged in only with, "qualified investors" 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"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of 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 document and should not act or rely on it.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Senzime have been subject to a product approval process, which has determined that the shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the share issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Senzime.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Senzime and determining appropriate distribution channels.

Forward-looking statements

To the extent this press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements

as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Undue reliance should not be placed on the forward-looking statements in this press release. The information, opinions and forward-looking statements contained in this press release speak only as at its date and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release.

For further information, please contact:

Philip Siberg, CEO of Sensime AB

Phone: +46 (0) 707 90 67 34, e-mail: philip.siberg@sensime.com

Slavoljub Grujicic, CFO

Phone: +46 (0) 76 306 60 11, e-mail: slavoljub.grujicic@sensime.com

About Sensime

Sensime is a Swedish medical device company that develops, manufactures, and markets CE- and FDA-cleared patient monitoring systems. Sensime's employees worldwide are committed to the vision of a world without anesthesia- and respiratory-related complications. The company markets an innovative portfolio of solutions, including the TetraGraph® and ExSpiron® 2Xi for real-time monitoring of neuromuscular and respiratory functions, typically under and after surgery. The goal is to help eliminate in-hospital complications, and radically reduce health care costs related to surgical and high acuity procedures.

Sensime targets a market opportunity valued more than SEK 40 billion per year, and operates with sales teams in the world's leading markets. The company's shares are listed on Nasdaq Stockholm Main Market (Nasdaq: SEZI) and cross-traded in the US on the OTCQX market (OTCQX: SNZZF). More information is available at sensime.com.

Attachments

[Sensime issues a third tranche of consideration shares to sellers of Respiratory Motion](#)