

Mentice resolves on a rights issue of approximately SEK 31.95 million

The Board of Directors of Mentice AB (publ) ("Mentice" or the "Company"), (Nasdaq First North Premium Growth Market) has today, based on the authorization granted by the annual general meeting on 27 May 2025, resolved on a rights issue of shares of approximately SEK 31.95 million before deduction of issue costs (the "Rights Issue"). The Company has received subscription undertakings from existing shareholders and members of the Board of Directors and management, for a total of approximately SEK 24.4 million, corresponding to approximately 76.5 percent of the Rights Issue. The purpose of the Rights Issue is primarily to strengthen the company's financial position during the time under which the company is executing the realignment.

Mentice's CEO Frans Venker comments:

"This rights issue is an important step in supporting the action program we recently initiated to enhance our operational efficiency and sharpen our strategic focus. I'm very pleased with the strong support from our largest shareholders in this through their commitments in this capital raise. Together with the Chairman and other Board members, I will participate in the rights issue, which reflects our firm belief in the strategy now being implemented and Mentice's strengthened position going forward."

Summary

- The Company will receive approximately SEK 31.95 million upon full subscription in the Rights Issue and before deduction of costs related to the Rights Issue (which are expected to amount to MSEK 1.5).
- Anyone who is registered in the share register as a shareholder in Mentice on the record date 1 August 2025 will receive one (1) subscription right for each share held in the Company. The subscription rights entitle the holder to subscribe for new shares with preferential rights, whereby ten (10) subscription rights entitle the holder to subscribe for one (1) share.
- The subscription period for the Rights Issue will run from 5 August 2025 up to and including 19 August 2025.
- The Rights Issue entails an issue of a maximum of 2,556,885 shares.
- The subscription price is SEK 12.50 per share, corresponding to a discount of approximately 13.8 percent, compared to the closing price of Mentice' share on Nasdaq First North Premium Growth Market on 23 July 2025, the last trading day before announcement of the Rights Issue.
- The Rights Issue is covered to approximately 76.5 percent subscription commitments.
- 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 of the European Parliament and of Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**").

Background and motive

Mentice AB (publ) is a global leader in high-tech endovascular simulation and training technology. The company's solutions are used by leading hospitals, medical universities, and medtech companies around the world to enhance clinical training, improve patient safety, and streamline care delivery. With a broad product portfolio—including the VIST® platform and the Ankyras® software suite—alongside a strong regulatory foundation and well-established partnerships, Mentice holds a solid position in a rapidly growing global market.

During the first half of 2025, the company's new CEO, Frans Venker, conducted a strategic review of operations with the aim of focusing resources on core areas and increasing operational efficiency. This review has resulted in a decision to implement a global restructuring, expected to generate annual cost savings of up to SEK 25 million, thereby laying the foundation for a more focused and agile Mentice. As part of this restructuring, the company has also decided to consolidate its physical simulation operations into the new facility in Denver, USA, to further enhance delivery capacity and reduce complexity within its global structure.

To enable this transformation while maintaining the pace of investment in the company's technology platform and strategic customer projects, the Board of Directors intends to carry out a rights issue corresponding to 10 percent of the share capital, equivalent to approximately SEK 31.95 million. The rights issue is thus an important tool to provide financial flexibility during the transformation period without compromising the company's long-term innovation agenda.

The Board believes that the rights issue will improve financial flexibility and strengthen the foundation for profitable growth, while also allowing existing shareholders to participate in the financing on proportionate and attractive terms. The proposed capital raise is therefore a key component of Mentice's ambition to continue driving the development of evidence-based medtech simulation, with the goal of contributing to improved clinical outcomes for patients worldwide.

Use of proceeds

The net proceeds from the rights issue are intended to be used with a preliminary even distribution for the following areas (allocation may be subject to adjustment):

- Financing the global restructuring, including one-time costs for personnel transitions and facility consolidation;
- Continued investment in product development, including further enhancement of the VIST® platform and new software modules; and
- Commercial initiatives in selected key markets, including regulatory approvals and customer implementations, and initiation and acceleration of strategic growth initiatives and partnerships.

Terms of the Rights Issue

Anyone who is registered in the share register as a shareholder in Mentice on the record date will receive one (1) subscription right for each share held in the Company. The subscription rights entitle the holder to subscribe for new shares with preferential rights, whereby ten (10) subscription rights entitle the holder to subscribe for one (1) share.

The Rights Issue entails an issue of a maximum of 2,556,885 shares. The subscription price is SEK 12.50 per share, corresponding to a discount of approximately 13.8 percent to the closing price of Mentice' share on Nasdaq First North Premium Growth Market on 23 July 2025, the last trading day before announcement of the Rights Issue.

If not all shares are subscribed for by exercise of subscription rights, allotment of the remaining shares is intended to be made within the highest amount of the Rights Issue: firstly, to those who have subscribed for shares by exercise of subscription rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights that each and every one of those, who have applied for subscription of shares without exercise of subscription rights, have exercised for subscription of shares; and secondly, to those who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of shares the subscriber in total has applied for subscription of shares. To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

Preliminary timetable for the Rights Issue

The timetable below for the Rights Issue is preliminary and may be subject to change.

30/7: Last day of trading including the right to receive subscription rights

31/7: First day of trading excluding the right to receive subscription rights

1/8: Record date

4/8: Estimated date for publication of the Information Document

5/8-19/8: Subscription period

5/8-14/8: Trading in subscription rights

21/8: Estimated date for publication of the outcome

Subscription commitments

Existing shareholders Bure Equity AB, Fjärde AP-Fonden, Gulf Offshore and Göran Malmberg have undertaken to subscribe for shares in the Rights Issue, amounting to approximately SEK 21.2 million, corresponding to approximately 66.5 percent of the Rights Issue. No compensation will be paid for subscription commitments or subscription intentions made.

In addition, CEO Frans Venker has undertaken to subscribe for shares for SEK 1 million, the Company's Chairman Magnus Nilsson has undertaken to subscribe for shares for SEK 0.5 million, and other members of the board and management have undertaken to subscribe for shares for SEK 1.7 million. The Company has thus received subscription commitments amounting to 76.5 percent of the Rights Issue.

The subscription commitments are not secured by bank guarantees, blocked funds, pledges or similar arrangements.

Share capital and number of shares

Provided that the Rights Issue is fully subscribed, the number of shares in Mentice will increase by 2,556,885 shares, from 25,568,850 shares to 28,125,735 shares. The share capital will increase by SEK 127,844.25, from SEK 1,278,442.5 to SEK 1,406,286.75. Shareholders who choose not to participate in the Rights Issue will through the Rights Issue have their ownership diluted by up to 10 percent (based on the total maximum number of outstanding shares in the Company after the Rights Issue). These shareholders have the opportunity to compensate themselves financially for this dilution effect by selling the received subscription rights.

Information document

No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish the Information Document in the form provided for in Annex IX of the Prospectus Regulation. The Information Document will be made available on the Company's website before the subscription period in the Rights Issue begins.

Advisors

Zonda Partners AB has been appointed as Sole Manager and Bookrunner in connection with the Rights Issue. Setterwalls Advokatbyrå AB is acting as legal advisor to the Company in connection with the Rights Issue.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to legal restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such legal restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Mentice in any jurisdiction, neither from Mentice nor from someone else.

This press release is not a prospectus for the purposes 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 an Information Document in the form provided for in Annex IX of the Prospectus Regulation before the subscription period in the Rights Issue begins.

This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Company. The information contained in this announcement relating to the Rights Issue 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 press release or its accuracy or completeness. Zonda Partners AB are acting for Mentice in connection with the Rights Issue and no one else and will not be responsible to anyone other than Mentice for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any other matter referred to herein. Zonda Partners AB are not liable to anyone else for providing the protection provided to their customers or for providing advice in connection with the Rights Issue or anything else mentioned herein.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public Rights Issue of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the USA, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

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 press release and should not act or rely on it.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the group 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 and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change

without notice. Neither the Company nor anyone else undertake 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, unless it is required by law or Nasdaq First North Premium Growth Market's rule book for issuers.

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 offered shares have been subject to a product approval process, which has determined that such 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 in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company 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 Rights 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 the Company.

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

The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

For more information, please contact:

Frans Venker, CEO, Mentice

Email: frans.venker@mentice.com

Mobile +46 (0) 735 25 30 81

About Mentice

Mentice (STO: MNTC) is the world leader in proficiency based simulation solutions for image guided interventional therapies. Our solutions help healthcare professionals acquire, retain, and enhance their procedural skills driving improved productivity and outcomes. Mentice solutions are scientifically validated and have been specifically developed for healthcare providers and the medical device industry. Neurovascular, cardiovascular, and peripheral interventions are just some of the clinical areas covered by our solutions. Learn more about the features and benefits of Mentice solutions at: www.mentice.com

Marketplace| Nasdaq First North Growth Market, Stockholm | Ticker symbol MNTC
Certified Adviser| FNCA Sweden AB

This information is information that Mentice 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 2025-07-24 08:00 CEST.

Attachments

[Mentice resolves on a rights issue of approximately SEK 31.95 million](#)