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Nanologica Announces Outcome of Rights Issue

Nanologica AB (publ) ("Nanologica" or the "Company") today announces the outcome of the Company's rights issue of approximately SEK 99.4 million (the "Rights Issue"), for which the subscription period ended on October 14, 2024. The Rights Issue concerns so-called units, consisting of four shares and one free of charge warrant of series TO 2024/2025 ("Unit"). The Rights Issue has been subscribed to approximately 87.0 percent with and without the support of unit rights, of which approximately 69.5 percent was subscribed for with the support of unit rights and approximately 17.5 percent was subscribed for without the support of unit rights. Underwriting commitments of 1,438,755 Units, corresponding to approximately 13.0 percent of the Rights Issue, will thus be utilized. The Rights Issue provides the Company with proceeds of approximately SEK 99.4 million before transaction costs and before set-off of loans. The net cash proceeds from the Rights Issue are estimated to approximately SEK 76.5 million.

About the Rights Issue

Those who on the record date 25 September 2024 were registered shareholders in the share register maintained by Euroclear Sweden AB received one (1) unit right for each existing share. Four (4) unit rights entitled the holder to subscribe for one (1) Unit consisting of four (4) shares and one (1) warrant of series TO 2024/2025 free of charge. The subscription price was SEK 9.00 per Unit, corresponding to SEK 2.25 per share. In addition, the opportunity was offered to register for subscription of Units without the support of unit rights. The Rights Issue was fully covered by subscription commitments and underwriting commitments.

Final outcome

In the Rights Issue, 7,679,872 Units were subscribed for with unit rights, corresponding to approximately 69.5 percent of the Rights Issue. In addition, 1,926,027 Units were subscribed for without the support of unit rights, corresponding to approximately 17.5 percent of the Rights Issue. Together, subscription with and without the support of unit rights thus corresponds to approximately 87.0 percent of the Rights Issue. In this part, the Rights Issue has been allotted and will be partially registered with the Swedish Companies Registration Office.

Due to the abovementioned subscription rate, the underwriting commitment from Flerie Invest AB will be used for 1,438,755 Units, corresponding to the remaining approximately 13.0 percent of the Rights Issue. As a result of the regulations for insider trading, and in accordance with the resolution on the Rights Issue, subscription and allotment of Units covered by the underwriting commitment are expected to be completed during week 46. Thereafter, the Rights issue in this part will be partially registered with the Swedish Companies Registration Office.

Payment for 333,332 Units, corresponding to approximately SEK 3.0 million, has been made through set-off against part of the bridge loan that the Company raised from external lenders in August 2024.

Payment for Units subscribed for by Flerie Invest AB when fulfilling the underwriting commitment will be made through set-off against claims that Flerie Invest AB has on the Company. Thus, a total of 1,772,087 Units, corresponding respectively to approximately SEK 15.9 million and 16.0 percent of the Rights issue, will be paid by way of set-off.

Through the Rights Issue, Nanologica will receive approximately SEK 99.4 million before deduction of transaction costs and before set-off against loans. The net cash proceeds from the Rights Issue are estimated to approximately SEK 76.5 million.

The outcome of the Rights Issue means that the authorization for a resolution on an over-allotment issue, in the event that the Rights Issue would be oversubscribed, which was resolved by the extraordinary general meeting on 23 September 2024, will not be exercised.

Notification of allotment

Allotment of Units has been made in accordance with the allotment principles set out in the prospectus published on September 26, 2024. Notice of allotment to the persons who have subscribed for Units without unit rights is expected to be distributed on October 17, 2024. Units thus subscribed for and allotted shall be paid in cash in accordance with the instructions on the settlement note. Investors who have subscribed for Units through a nominee will receive notification of allotment in accordance with the respective nominee's procedures. Only those who have been assigned Units will be notified.

Trading in BTU

Trading in BTU (paid subscribed unit) is currently conducted on Nasdaq Stockholm and will cease after the main part of the Rights Issue has been registered with the Swedish Companies Registration Office. BTU will then be converted into shares and warrants of series TO 2024/2025. The last day of trading in BTU is estimated to be October 30, 2024.

Number of shares, share capital, dilution and reduction of the share capital

Through the Rights Issue, including the fulfilment of the underwriting commitment that the Company intends to use, the number of shares in Nanologica will increase by 44,178,616 shares from 44,178,618 shares to 88,357,234 shares and the share capital will increase by approximately SEK 4,417,861.6, from SEK 4,417,861.8 to SEK 8,835,726.4, corresponding to a dilution effect of approximately 50 percent of the total number of shares and votes in the Company.

The extraordinary general meeting on September 23, 2024, resolved to reduce the share capital by an amount in SEK corresponding to the amount by which the share capital increases through the Rights Issue (however, only with regard to the part that the increase in share capital is attributable to the issuing of new shares), with relevant adjustments to achieve an appropriate quota value. The Company intends to carry out a reduction of the share capital either in connection with, or after, the last partial registration of the Rights Issue.

Warrants

The 11,044,654 warrants of series TO 2024/2025 issued in the Rights Issue will be exercisable for subscription of new shares during the period from and including 7 May 2025 up to and including 21 May 2025. One (1) warrant of series TO 2024/2025 is required for subscription of one (1) new share at a price of SEK 3 per share. Upon full exercise of all warrants of series TO 2024/2025, the number of

shares will increase by additional 11,044,654 shares, entailing an increase in the share capital by SEK 1,104,465.4 (based on the new quota value obtained through the above-mentioned reduction of the share capital). Upon full exercise, the Company will be provided with additional proceeds of approximately SEK 33.1 million before transaction costs. Complete terms and conditions for the warrants are available on the Company's website, www.nanologica.com.

Advisors

Nanologica has engaged Redeye AB as Joint Bookrunner, Bergs Securities AB as Joint Bookrunner and issuing agent, and Advokatfirman Lindahl KB as legal advisor in connection with the Rights Issue.

Important information

The publication, publication or distribution of this press release may be subject to restrictions by law in certain jurisdictions and persons in the jurisdictions in which this press release has been published or distributed should inform themselves of and comply with 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 regulations in their respective jurisdictions. This press release does not constitute an offer to sell or a solicitation of an offer to buy or subscribe for any securities issued by the Company in any jurisdiction in which such offer or solicitation would be unlawful. In a member state of the European Economic Area ("**EEA**"), securities referred to in this press release may only be offered in accordance with the applicable exemptions in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").

This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration, or without the application of an exemption from registration, under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration, an 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 offer of such 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, in or into the United States, Australia, Japan, Canada, Hong Kong, New Zealand, Switzerland, Singapore, South Africa or any other jurisdiction where such release, publication or distribution of this information would be contrary to applicable regulations or where such action is subject to legal restrictions or would require additional registration or other measures than what follows from Swedish law. Actions in violation of this instruction may constitute a violation of applicable securities legislation.

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. The Company has not authorized any offer to the public of securities in any member state of the EEA and no prospectus has been or will be prepared in connection with the Issue. In each EEA Member State, this announcement is only directed at "qualified investors" in that Member State as defined in the Prospectus Regulation. This press release does not identify or purport to identify any risks (direct or indirect) that may be associated with an investment in equities. An investment decision to acquire or subscribe for Units in the Rights Issue may only be made based on publicly available information.

To the extent this press release contains forward-looking statements, such statements do not represent facts and are characterized by words such as "shall", "expects", "believes", "estimates", "intends", "intends", "assumes" and similar expressions. Such statements express Nanologica's intentions, opinions, or current expectations or assumptions. Such forward-looking statements are based on current plans, estimates and projections that Nanologica has made to the best of its ability, but that Nanologica does not claim to be accurate in the future. Forward-looking statements involve risks and uncertainties that are difficult to predict and generally cannot be influenced by Nanologica. It should be kept in mind that actual events or outcomes may differ materially from those covered by, or expressed, in such forward-looking statements.

For further information, please contact

Johanna Johansson
Director IR, Communications and Marketing
johanna.johansson@nanologica.com
+46 72 211 21 90

About Nanologica AB (publ)

Nanologica is a Swedish life science tools company that develops, manufactures, and sells advanced consumables to pharmaceutical manufacturers. Nanologica's products are specially developed for the purification of peptide drugs, such as insulin and GLP-1 analogues. Due to effective purification and a long lifetime for the products, they can increase productivity and reduce costs for pharmaceutical manufacturers. Nanologica operates in a global niche market that is growing as a result of increased demand for drugs for the treatment of diabetes and obesity. The company's mission is to increase access to cost-effective drugs through its purification products and thereby contribute to more patients around the world having access to life-saving treatments. The company is headquartered in Södertälje and Nanologica's share (NICA) is listed for trading on Nasdaq Stockholm Main Market. For further information, please visit www.nanologica.com.

Attachments

[Nanologica Announces Outcome of Rights Issue](#)