

## OPTICEPT ANNOUNCES FINAL OUTCOME OF THE COMPANY'S RIGHTS ISSUE

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, HONG KONG, NEW ZEALAND, SOUTH AFRICA, SOUTH KOREA, SWITZERLAND, SINGAPORE, JAPAN, RUSSIA, BELARUS OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL. PLEASE SEE "IMPORTANT INFORMATION" AT THE END OF THIS PRESS RELEASE.

On 15 December 2022, OptiCept Technologies AB (publ) ("OptiCept" or the "Company") announced the preliminary outcome of the Company's rights issue (the "Rights Issue"). The Company has received the final outcome of the Rights Issue, which is in line with the preliminary results, which concludes that 1,098,982 units, corresponding to approximately 77.3 percent of the offered units, have been subscribed for with unit rights in the Rights Issue. Additionally, 281,424 units, corresponding to approximately 19.8 percent of the offered units, have been subscribed for without unit rights. In aggregate, the subscriptions by exercise of unit rights and the applications for subscription without unit rights correspond to approximately 97.1 percent of the offered units. Thus, no guarantee commitments will need to be utilized. The Rights Issue will provide the Company with approximately SEK 106.3 million before deduction of costs related to the Rights Issue.

On 4 November 2022, OptiCept announced that the board of directors of the Company had resolved on a rights issue of units, consisting of new shares and warrants, of up to approximately SEK 110 million, conditional on the approval of an extraordinary general meeting. On 23 November 2022, OptiCept announced that the extraordinary general meeting resolved to approve the Rights Issue.

### Final outcome

The Rights Issue is comprised of 1,421,767 units, of which 1,098,982 units, corresponding to approximately 77.3 percent of the offered units, have been subscribed for with unit rights. Additionally, 281,424 units have been subscribed for without unit rights, corresponding to approximately 19.8 percent of the offered units. Consequently, the Rights Issue is subscribed to approximately 97.1 percent of offered units with and without the support of unit rights. Thus, no guarantee commitments will need to be utilized. The last day of trading in paid subscribed units (Sw. BTU) is expected to be on 27 December 2022. The new shares and warrants subscribed for with and without unit rights are expected to be traded on Nasdaq First North Growth Market as from 30 December 2022.

### **Notice of allotment**

Those who have subscribed for units without unit rights will be allocated units in accordance with the principles set out in the prospectus published on 30 November 2022. Notice of allotment to the persons who subscribed for units without subscription rights is expected to be distributed on 19 December 2022. Subscribed and allotted units shall be paid in cash in accordance with the instructions on the settlement note sent to the subscriber. Subscribers who have subscribed through a nominee will receive notification of allocation in accordance with their respective nominee's procedures. Only those who have been allotted units will be notified.

### **Number of shares and share capital**

Through the Rights Issue, the number of shares in OptiCept will increase by 9,662,842, from 19,904,740, to 29,567,582 and the share capital will increase by a maximum of SEK 869,655.78, from SEK 1,791,426.60 to SEK 2,661,082.38.

Upon full exercise of the warrants of series TO5 and TO6 covered by the Rights Issue, the number of shares may increase by up to an additional 2,760,812 shares, from 29,567,582 to 32,328,394 and the share capital to increase by up to additional SEK 248,473.08, from SEK 2,661,082.38 to SEK 2,909,555.46, provided that all warrants are exercised.

### **Advisers**

Pareto Securities AB acts as Sole Manager and Bookrunner and Moll Wendén Advokatbyrå AB is legal adviser to the Company and Advokatfirman Schjødt is legal adviser to Pareto Securities AB in connection with the Rights Issue.

### **Important information**

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to 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 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 to sell or an offer to buy or subscribe for shares issued by the Company in any jurisdiction where such offer or invitation would be illegal. This press release is not a prospectus for the purposes of the Prospectus Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved or reviewed by any regulatory authority in any jurisdiction. A prospectus regarding the Rights Issue described in this press release has been registered with the Swedish Financial Supervisory Authority and is kept available at, *inter alia*, OptiCept's website.

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 offering 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 United States of America, Canada, Australia, Hong Kong, New Zealand, South Africa, South Korea, Switzerland, Singapore, Japan, Russia, Belarus 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 EEA Member States, with the exception of Sweden (each such EEA Member State, a “**Relevant State**”), this press release and the information contained herein are intended only for and directed to qualified investors as defined in the Prospectus Regulation. The Securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with exceptions in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.

In the United Kingdom, this press release is directed only at, and communicated only to, persons who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation (2017/1129) who are (i) persons who fall within the definition of "investment professional" in article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or (ii) persons who fall within article 49(2)(a) to (d) of the Order, or (iii) persons who are existing members or creditors of OptiCept or other persons falling within Article 43 of the Order, or (iv) persons to whom it may otherwise be lawfully communicated (all such persons referred to in (i), (ii), (iii) and (iv) above together being referred to as “**Relevant Persons**”). This press release must not be acted on or relied on by persons in the UK who are not Relevant Persons.

This announcement 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 new shares. Any investment decision in connection with the Rights 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 by Pareto Securities. Pareto Securities is acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the Rights Issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and

value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

### **Forward-looking statements**

This press release contains forward-looking statements that reflect the Company's intentions, assessments, or current expectations about and targets for the Company's future results of operations, financial condition, development, 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 the fact that they contain 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. 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 contained in this press release speak only as at its date and are subject to change without notice. Neither the Company nor anyone else does 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, unless required by law or by Nasdaq First North Growth Market Rulebook for Issuers of Shares.

### **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 OptiCept 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**”). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the securities in the Company has led to the conclusion that: (i) the target market for such securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600 /2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“UK MiFIR”); and (ii) all channels for distribution of such securities to eligible counterparties and professional clients are appropriate (the “**UK Target Market Assessment**” and, together with the EU Target Market Assessment, the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in OptiCept may decline and investors could lose all or part of their investment; the shares in OptiCept offer no guaranteed income and no capital protection; and an investment in the shares in OptiCept 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 OptiCept. Each distributor is responsible for undertaking its own target market assessment in respect of the shares in OptiCept and determining appropriate distribution channels.

*The information was submitted, through the agency of the contact person below, for publication on 16 December 2022, 14:50 CET.*

## Contacts

---

For further information, please contact:

Thomas Lundqvist, CEO  
+46 73 268 05 70  
Thomas.Lundqvist@opticept.se

Ulf Hagman, Chairman of the Board  
+46 733 63 63 80  
ulf.hagman@opticept.se

## About Us

---

OptiCept Technologies AB (publ) provides the food and plant industry with technological solutions that contribute to a more sustainable world and enable climate-smart economic growth. OptiCept optimizes biological processes - Increased extraction from raw material, extended shelf life, reduced waste, and improved quality (taste, aroma, color, nutritional content) of the final product.

The positive effects of technology increase efficiency for our customers, better products for the consumers, and minimal impact on our environment. Through patented technology in PEF (pulsed electric field) and VI (Vacuum Infusion), the technology opens up new business opportunities for the food and plant industry worldwide. OptiCept's vision is to contribute to a sustainable world by offering efficient green cutting-edge technology that is easy to use in the areas of FoodTech and PlantTech.

The company is located in Lund and the share is traded on the Nasdaq First North Growth Market. Erik Penser Bank is a Certified Adviser and is available at 08-463 80 00 or [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se).

For further information visit:  
[OptiCept Technologies Official Website](#)

## Attachments

---

[OptiCept announces final outcome of the company's rights issue](#)