

Guard Therapeutics publishes prospectus due to upcoming rights issue

The Board of Directors of Guard Therapeutics International AB (publ) ("Guard Therapeutics" or the "Company") has, in connection with the Company's upcoming rights issue that was announced on 20 October 2021 (the "Rights Issue"), prepared an EU Growth Prospectus (the "Prospectus"), which today has been approved and registered by the Swedish Financial Supervisory Authority.

Publishing of the Prospectus

The Prospectus has been prepared in connection with the Rights Issue and has today, 10 November 2021, been approved and registered by the Swedish Financial Supervisory Authority. The Prospectus, containing complete terms and conditions regarding the Rights Issue, is available on Guard Therapeutics' website (www.guardtherapeutics.com) and Danske Bank A/S, Danmark, Sverige Filial's website (www.danskebank.se). The prospectus will also be available on the Swedish Financial Supervisory Authority's website (www.fi.se).

The Rights Issue in brief

- The right to subscribe for shares shall, with preferential rights, accrue to those who on the record date, 11 November 2021, are registered as shareholders in the Company, whereby holdings of one (1) existing share in the Company entitles to one (1) subscription right and seven (7) subscription rights entitles to subscribe of three (3) new shares.
- Through the Rights Issue, a maximum of 91,285,230 new shares will be issued and the subscription price amounts to SEK 1.40 per share, which means that the Company can be provided with a maximum of approximately SEK 128 million before issue costs.
- Rutger Arnhult, via M2 Asset Management AB, Jan Ståhlberg and a number of other shareholders that together represent approximately 21 percent of the shares in the Company have expressed their intention to participate pro-rata in the Rights Issue. In addition, Rutger Arnhult, via M2 Asset Management AB, and Jan Ståhlberg have expressed their intention to together subscribe for additional shares in the Rights Issue to the extent necessary for it to be fully covered.
- The subscription period in the Rights Issue runs during the period as from and including 15 November 2021 to and including 29 November 2021.
- Trading in subscription rights takes place on Nasdaq First North Growth Market during the period as from and including 15 November 2021 to and including 24 November 2021. Subscription rights that are not exercised or sold become invalid and lose their value.
- Trading in BTA (Sw. betald tecknad aktie) will take place on Nasdaq First North Growth Market under the name GUARD BTA as from and including 15 November 2021 until the Swedish Companies Registration Office has registered the Rights Issue. This registration is expected to take place during week 50, 2021.

For further information on the Rights Issue, please refer to the published Prospectus.

Advisers

Danske Bank A/S, Danmark, Sverige Filial is financial advisor and Setterwalls Advokatbyrå AB is legal advisor to Guard Therapeutics in connection with the Rights Issue.

For further information, please contact:

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About Guard Therapeutics

Guard Therapeutics is a pharmaceutical company that identifies and develops new therapies for diseases with a great medical need for more effective treatments. The company's clinical investigational drug ROSgard is being developed as a protective treatment against acute kidney injury with an initial focus on patients undergoing heart surgery. Guard Therapeutics is listed on Nasdaq First North Growth Market Stockholm.

Certified Adviser is Svensk Kapitalmarknadsgranskning AB, tel. +46 11 32 30 732, ca@skmg.se.

The information was submitted for publication, through the agency of the contact person set out above, at 12:30 CET on 10 November 2021.

IMPORTANT INFORMATION

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in Guard Therapeutics. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for shares in Guard Therapeutics will only be made through the Prospectus published by the Company on 10 November 2021. The Prospectus has been approved and registered by the Swedish Financial Supervisory Authority and has been published on the Company's website (www.guardtherapeutics.com). The approval of the Prospectus by the Swedish Financial Supervisory Authority shall not be regarded as an approval of the shares or any other securities. This release is however not a prospectus in accordance to the definition in the Prospectus Regulation (EU) 2017/1129 ("**Prospectus Regulation**") and 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 shares or other securities in Guard Therapeutics. In order for investors to fully understand the potential risks and benefits associated with a decision to participate in the Rights Issue, any investment decision should only be made based on the information in the Prospectus. Thus, investors are encouraged to review the Prospectus in its entirety. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an **advertisement**.

The information in this press release may not be released, distributed or published, directly or indirectly, in or into the United States of America, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or any other jurisdiction in which such action would be unlawful or would require registration or any other measures than those required by Swedish law. Actions in violation of these restrictions may constitute a violation of applicable securities laws. No shares or other securities in Guard Therapeutics have been registered, and no shares or other securities will be registered, under the United States Securities Act of 1933, as amended (the "**Securities Act**") or the securities legislation of any state or other jurisdiction in the United States of America and no shares or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States of America, except under an available exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States of America.

Within the European Economic Area ("**EEA**"), no public offering of shares or other securities ("**Securities**") is made in other countries than Sweden. In other member states of the EU, such an offering of Securities may only be made in accordance with the Prospectus Regulation. In other member states of the EEA which have implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation and/or in accordance with an applicable exemption under a relevant national implementation measure. In other member states of the EEA which have not implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption under national law.

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" (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) 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**"); (ii) high net worth entities etc. falling within Article 49(2)(a) to (d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be made available under 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.

This press release may contain forward-looking statements which reflect the Company's current view on future events and financial and operational development. Words such as "*intend*", "*expect*", "*anticipate*", "*may*", "*believe*", "*plan*", "*estimate*" and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are

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intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements.

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.

Attachments

[Guard Therapeutics publishes prospectus due to upcoming rights issue](#)