

NeoDynamics announces outcome of rights issue

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO, THE UNITED STATES OF AMERICA, AUSTRALIA, BELARUS, CANADA, HONG KONG, JAPAN, NEW ZEALAND, RUSSIA, SINGAPORE, SOUTH AFRICA, SOUTH KOREA, SWITZERLAND OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR REQUIRE REGISTRATION OR ANY OTHER MEASURE.

The Board of Directors of NeoDynamics AB (publ) ("NeoDynamics" or the "Company") announces today the outcome of the rights issue of shares and warrants ("Rights Issue") which was resolved by the Board of Directors on June 22, 2023 and approved by an Extraordinary General Meeting on July 27, 2023. The Rights Issue is subscribed to a total of approximately 80 percent. A total of 55,944,417 units were subscribed, corresponding to approximately 46.4 percent of the Rights Issue, by exercise of unit rights (incl. subscription commitments). In addition, 2,298,596 units were subscribed without unit rights, corresponding to approximately 1.9 percent of the Rights Issue. Additionally, the guarantors have been allocated 38,163,542 units, corresponding to approximately 31.7 per cent of the Rights Issue. Through the Rights Issue, NeoDynamics will receive initially approx. SEK 58 million before deductions of issue costs. Based on the subscribed number of units, the board has determined that the reduction of the share capital shall be **57,837,327.5**, from **69,894,051.4** to **12,056,723.9**.

"I would like to thank all existing shareholders who have participated in the rights issue for your continued support and extend a warm welcome to new shareholders. Our first commercial order in the US, together with the issue, gives a significant boost to the company's continued commercialization and market processing in the US and at selected centers in the UK, Germany and Sweden. The rights issue was subscribed to a level similar to last year, which, taking into account the difficult trading conditions we have seen in 2023, we see as a success", says Anna Eriksrud, CEO of NeoDynamics.

Outcome

In total, 58,243,013 Units, corresponding to approximately 48.3 percent of the Rights Issue, have been subscribed with and without the support of unit rights. 55,944,417 Units, corresponding to approximately 46.4 percent of the Rights Issue, have been subscribed with the exercise of Unit rights and 2,298,596 Units, corresponding to approximately 1.9 percent of the Rights Issue, have been subscribed without Unit rights. The guarantors have therefore been allocated 38,163,542 Units, corresponding to approximately 31.7 percent of the Rights Issue, resulting that the Rights Issue is subscribed to a total of approximately 80 percent and NeoDynamics will therefore receive approximately SEK 58 million before deductions for issue costs.

Each unit consists of six (6) shares and five (5) warrants of which two (2) are of series T02, and three (3) are of series T03 ("Units").

Each (1) warrant of series T02 entitle to subscription of one (1) new share in the Company at a subscription price corresponding to 70 per cent of the average volume-weighted share price of the Company's share during the period from November 3, 2023 up to and including November 16, 2023, however, not less than SEK 0.02 per share and not more than SEK 0.15 per share. Subscription of shares with warrants of series T02 shall take place in accordance with the terms and conditions for the warrants during the period from November 20, 2023 up to and including December 1, 2023.

Each (1) warrant of series T03 entitle to subscription of one (1) new share in the Company at a subscription price corresponding to 70 per cent of the average volume-weighted share price of the Company's share during the period from February, 1 2024 up to and including February 15, 2024, however, not less than SEK 0.02 per share and not more than SEK 0.15 per share. Subscription of shares with warrants of series T03 shall take place in accordance with the terms and conditions of the warrants during the period from February 19, 2024 up to and including March 1, 2024.

Notification regarding allocation

Allocation of Units has been made in accordance with the allocation principles described in the prospectus that was published in connection with the Rights Issue (the "Prospectus"). A notification regarding allocation of Units subscribed for without the exercise of Unit rights will be made by post of a settlement note to each subscriber. Allocated Units subscribed for without the exercise of Unit rights shall be paid for in accordance with the instructions in the settlement note.

Trading in BTU

Trading in BTU (Sw. betald tecknad unit) is currently taking place at Nasdaq Stockholm and will cease when the Rights Issue has been registered by the Swedish Companies Registration Office, which is expected to take place around week 37, 2023. BTUs will then be converted to ordinary shares and warrants series T02, respectively T03.

Guarantee Commitments

In connection with the Rights Issue, the Company has entered into agreements on guarantee commitments through partly a so-called top guarantee and partly a so-called bottom guarantee. No compensation is paid for the top guarantee. For the bottom guarantee a guarantee fee of 12 per cent of the guaranteed amount is paid in cash compensation, alternatively an optional compensation of 14 per cent in form of Units. In the event that guarantors choose compensation in the form of Units, these will be paid in the form of a directed set-off issue after registration of the Rights Issue. Guarantors who choose compensation in the form of Units must notify the company by 31 August 2023 at the latest.

Number of shares and share capital

As a result of the Rights Issue, the share capital increases by SEK 57,843,933.0 to SEK 69,894,051.4 through the issuance of 578,439,333 new shares, which results in the total number of outstanding shares in the Company increasing from 120,501,184 to 698,940,514. The Rights Issue results in a dilution of the ordinary shares of approximately 83 percent. The Extraordinary General Meeting on July 27, 2023 decided to reduce the share capital by an amount corresponding to the increase of the share capital through subscription of shares in the Rights Issue, with adjustment to obtain a suitable

quota value. The Board has decided to reduce the share capital with of SEK 57,837,327.5, from SEK 69,894,051.4 to SEK 12,056,723,9. This reduction means that the quota value per share was reduced from SEK 0.10 to SEK 0.01725.

Upon full exercise of all 482,032,775 warrants of series TO2 and series TO3 issued in the Rights Issue, the share capital will increase by a further maximum of SEK 8,315,065.37 to SEK 20,371,789.24 through the issuance of a maximum of 482,032,775 shares, resulting in that the total number of outstanding shares in the Company increases further from 698,940,514 to 1,180,973,289. Upon full exercise of warrants series TO2 and series TO3, the additional dilution of the ordinary shares amounts to approximately 40 percent.

Advisers

Redeye AB is a financial advisor in connection with the Rights Issue. Advokatfirman Lindahl KB acts as legal advisor to NeoDynamics in connection with the Rights Issue. Nordic Issuing AB acts as the issuing agent in connection with the Rights Issue.

For further information, please contact:

Anna Eriksrud, CEO NeoDynamics AB, phone 0708 444 966 or e-mail anna.eriksrud@neodynamics.com

Aaron Wong, CFO NeoDynamics AB, phone 0735 972 011 or e-mail aaron.wong@neodynamics.com

About NeoDynamics

NeoDynamics AB (publ) is a Swedish Medical Technology Company dedicated to advancing diagnosis and care of cancer. The company's first product NeoNavia®, a new innovative pulse biopsy system for ultrasound-guided tissue sampling, is currently being introduced to the market. NeoNavia® is CE approved, and in September 2022, received a 510k approval from the FDA. The biopsy system is built on a patented pulse technology, based on research at the Karolinska Institutet in Sweden. NeoNavia is evaluated for breast cancer diagnosis at leading clinics in Europe and launches in USA during 2023. NeoDynamic's shares are listed on Nasdaq First North Growth Market Stockholm (ticker: NEOD). The company's Certified Adviser is Redeye AB.

About NeoNavia®

NeoNavia® is the trade name for the complete biopsy system intended for use in ultrasound-guided sampling. NeoNavia® consists of a base unit, a hand unit, and three types of biopsy needles. The pulse technology drives the respective needle type, which facilitates needle insertion and placement in the suspected tumor. The system is designed to offer physicians and patients precise and robust tissue sampling for accurate diagnosis and individualized treatment.

About the pulse technology

The patented pulse technology is based on a pneumatically driven mechanism that enables high precision and control when inserting and positioning the biopsy needle, regardless of tissue type. The pneumatic drive unit that generates pulses is located in a hand-held instrument. With power from the base unit, the hand-held driver accelerates the biopsy needle with great control, even over short distances, enabling a distinct step-by-step insertion without affecting the surrounding tissue. This enables good access and flexibility in sampling, even in tiny and tricky localized tumors.

For more information, please visit [Neodynamics.com](https://www.neodynamics.com).

IMPORTANT INFORMATION

The information in this press release neither contains nor constitutes an offer to acquire, subscribe or otherwise trade in shares, warrants, or other securities in NeoDynamics. No action has been taken, and no action will be taken to permit an offer to the public in any jurisdiction other than Sweden.

This press release is not a prospectus within the meaning of the Prospectus Regulation (EU) 2017 /1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. This press release neither identifies nor purports to identify risks (direct or indirect) that may be associated with an investment in shares, warrants, or other securities in NeoDynamics. A prospectus will be prepared in connection with the Rights Issue, and it will also be reviewed and approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) as the competent authority in Sweden following the Prospectus Regulation. Any investment decision should be made solely based on the prospectus's information in order for an investor to fully understand the potential risks and benefits associated with the decision to participate in the Rights Issue. An investor is therefore advised to read the entire prospectus. This press release constitutes marketing following Article 2 k of the Prospectus Regulation.

The information contained in this press release may not be disclosed, published, or distributed, directly or indirectly, within or to the United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea or any other jurisdiction where such action would be illegal, subject to legal restrictions or require measures other than those that follow from Swedish law. Actions contrary to this instruction may constitute a violation of applicable securities legislation. No shares, warrants, or other securities of NeoDynamics have been registered, and no shares, warrants, or other securities will be registered, under the United States Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction from time to time. In the United States and may not be offered, sold, or otherwise transferred, directly or indirectly, in or to the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and pursuant to securities laws in the relevant state or other jurisdiction of the United States.

Within the European Economic Area ("EEA"), no offer of shares, warrants or other securities ("Securities") is made to the public in any country other than Sweden. In other member countries of the European Union ("EU"), such an offer of Securities can only be made in accordance with exceptions in the Prospectus Regulation (EU) 2017/1129. In other countries in the EEA that have implemented the Prospectus Regulation in national legislation, such an offer of Securities can only be

made in accordance with exceptions in the Prospectus Regulation and in accordance with any relevant implementation measure. In other countries in the EEA that have not implemented the Prospectus Regulation in national legislation, such an offer of Securities can only be made in accordance with the applicable exception in national legislation.

In the United Kingdom, this document, and other materials relating to the securities referred to herein, are distributed and directed only to, and an investment or investment activity attributable to this document is only available to and will only be able to be exercised by “qualified investors” (in a sense in the UK version of Regulation (EU) 2017/1129 which is part of UK legislation by the European Union (Withdrawal) Act 2018) who are (i) persons who have professional experience in dealings relating to investments and who fall within the definition of “investment professionals” in Article 19 (5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Regulation”); (ii) “high net worth entities” etc. as referred to in Article 49 (2)(a)-(d) of the Regulation; or (iii) such other persons to whom such investment or investment activity may lawfully be directed under the Regulations (all such persons are collectively referred to as “relevant persons”). An investment or an investment measure to which this notice relates is available in the United Kingdom only to relevant persons and will only be carried out with relevant persons. Persons who are not relevant persons shall not take any action based on this document nor act or rely on it.

This press release may contain certain forward-looking information that reflects the Company's current view of future events as well as financial and operational development. Words such as “intends”, “estimates”, “expects”, “may”, “plans”, “believes”, “estimates” and other expressions that imply indications or predictions of future developments or trends, and are not based on historical facts, constitute forward-looking information. Forward-looking information is inherently associated with known and unknown risks and uncertainties because it depends on future events and circumstances. Forward-looking information does not guarantee future performance or development, and actual outcomes may differ materially from what is stated in the forward-looking information.

Redeye AB is acting as financial advisor to NeoDynamics in connection with the transaction and not to anyone else and will not be liable to anyone other than NeoDynamics for providing the protection provided to its customers or for providing advice in connection with the transaction or otherwise matter referred to herein.

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

[NeoDynamics announces outcome of rights issue](#)