

BeammWave resolves on a rights issue of units of approximately SEK 39.5 million

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The Board of Directors of BeammWave AB (publ) ("BeammWave" or the "Company") has today resolved on a new issue of units with preferential rights for the Company's existing shareholders of initially approximately SEK 39.5 million before transaction costs (the "Rights Issue"). The Rights Issue is subject to approval by an Extraordinary General Meeting, scheduled to be held on 25 April 2024. Notice of the Extraordinary General Meeting will be published separately. The Company has received subscription commitments and declarations of intent from a selection of the Company's larger existing shareholders, including Concejo AB who continues to support BeammWave by, in addition to subscribing for their pro-rata share of the Rights Issue, participates through a top guarantee of approximately 7.5 percent of the Rights Issue. In total, the Rights Issue is covered by subscription commitments and declarations of intent amounting to approximately SEK 8.0 million, corresponding to approximately 20.2 percent of the Rights Issue. Furthermore, the Company has entered into agreements on guarantee commitments of approximately SEK 18.7 million which, together with the subscription commitments, secures the Rights Issue up to approximately 67.5 percent. Company intends to use the proceeds from the Rights Issue to, among other, accelerate product development in collaboration with potential partners, prepare for market launch, and bolster its sales force by adding local representatives in additional markets.

Summary of the Rights Issue

- Each existing share in the Company as of the record date on 2 May 2024, entitles the holder to one (1) unit right. Each one (1) unit right entitles the holder to subscribe for one (1) unit. Each unit consists of one (1) B-share and one (1) warrant of series TO 2024B.
- The subscription price in the Rights Issue is set at SEK 3.00 per unit, equivalent to SEK 3.00 per new share. The warrants are issued free of charge.
- The subscription period runs from 6 May 2024, up to and including 20 May 2024.
- The last day of trading in the shares with the right to receive unit rights in the Rights Issue is 26 April 2024.
- Prior of the Rights Issue, the Company has received subscription commitments, declarations of intent, and entered into guarantee commitments totalling approximately SEK 26.7 million, equivalent to 67.5 percent of the Rights Issue.
- The Company intends to publish a prospectus regarding the Rights Issue around 2 May 2024.
- The proceeds from the Rights Issue will be used to, among other, accelerate product development in collaboration with potential partners, prepare for market launch, and bolster its sales force by adding local representatives in additional markets.

- The resolution on the Rights Issue is conditioned that the limits for the share capital and number of shares in the articles of association being changed in accordance with the board of director's proposal to the Extraordinary General Meeting. Notice of the Extraordinary General Meeting will be published through a separate press release.

Terms of Warrants of series TO 2024B

- The Rights Issue includes a maximum of 13,161,630 warrants of series TO 2024B.
- Each warrant of series TO 2024B entitles the holder to subscribe for one (1) new B-share in the Company during the period 2 - 16 December 2024, at a subscription price equal to 70 percent of the volume-weighted average share price of the Company's share during a period of ten (10) trading days immediately preceding the first day of the exercise period, i.e. during 18 - 29 November 2024, but not less than SEK 3.0 and not more than SEK 6.0 per share.
- The warrants of series TO 2024B are intended to be listed for trading following the final registration of the Rights Issue with the Swedish Companies Registration Office.

Reasons for the Rights Issue

BeammWave is now entering a new phase, which means that the Company will increasingly engage with customers in conceptual as well as paid product-preparatory projects. In addition, further development and subsequent commercialization of products will continue. To prepare for the intended market launch, the Company is conducting the Rights Issue to finance accelerated product development efforts, in collaboration with potential partners. The Company also intends to strengthen its sales force by adding local representatives in one or more additional markets.

In the event that the Rights Issue is fully subscribed, the gross proceeds from the Rights Issue will amount to approximately SEK 39.5 million (excluding any proceeds from the exercise of warrants of series TO 2024B, before deduction of issuance costs. The net proceeds, as well as any proceeds from the exercise of the warrants are planned to be distributed proportionally as follows and, in the event that not all measures can be implemented, according to the following priority order:

Increased sales efforts 20%
New product development 65%
Customer-specific product development 10%
Patent 5%

Subscription commitments, declarations of intent, and guarantee commitments

The Company has received subscription commitments and declarations of intent from a number of the Company's existing shareholders, including Concejo AB, as well as members of the Company's Board of Directors and management team, amounting to approximately SEK 8.0 million, equivalent to approximately 20.2 percent of the Rights Issue. Furthermore, the Company has entered into guarantee commitments with a number of existing shareholders and new investors, consisting of a so-called top guarantee of approximately SEK 3.0 million, equivalent to approximately 7.5 percent of the Rights Issue, and a so-called bottom guarantee of approximately SEK 15.7 million, equivalent to approximately 38.5 percent of the Rights Issue. The bottom guarantee secures, provided that subscriptions are made at least corresponding to the subscription commitments and declarations of

intent, that approximately 60.0 percent of the Rights Issue is subscribed and paid for. The top guarantee secures, provided that subscriptions are made at least corresponding to the subscription commitments, declarations of intent, and the bottom guarantee commitments, that 67.5 percent of the Rights Issue is subscribed and paid for.

Both the top- and bottom guarantee commitments entitle to compensation of 12 percent of the guaranteed amount in cash. Instead of cash compensation, the guarantors may choose to receive guarantee compensation in the form of newly issued shares in the Company. If the guarantors choose to receive guarantee compensation in the form of newly issued shares, the guarantee compensation will amount to 16 percent of the guaranteed amount. The subscription price for any shares issued to the guarantors shall correspond to the volume-weighted average share price (VWAP) of the Company's shares on Nasdaq First North Growth Market during the subscription period of the Rights Issue (6 – 20 May 2024), however not lower than the subscription price in the Rights Issue.

Extraordinary General Meeting

The Board of Directors has today resolved to convene an Extraordinary General Meeting on 25 April 2024. A notice will be published by BeammWave shortly through a separate press release.

Prospectus

Full terms and conditions for the Rights Issue as well as other information about the Company and further information about subscription commitments and guarantee commitments, will be included in the EU Growth Prospectus that the Company is expected to publish around 2 May 2024 (the “**Prospectus**”).

Preliminary Timetable for the Rights Issue

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| 25 April 2024 | Extraordinary General Meeting |
| 26 April 2024 | Last day of trading in the share including the right to receive unit rights |
| 29 April 2024 | First day of trading in the share excluding the right to receive unit rights |
| 2 May 2024 | Estimated date for the publication of the Prospectus |
| 2 May 2024 | Record date for the Rights Issue |
| 6 – 15 May 2024 | Trading in unit rights |
| 6 – 20 May 2024 | Subscription period |
| 6 May 2024 – Until the Rights Issue is registered with the Swedish Companies Registration Office | Trading in paid subscribed units (Sw. “ BTU ”) |
| Around 22 May 2024 | Estimated publication of the outcome in the Rights Issue |

Shares and Dilution

Assuming full subscription in the Rights Issue, the share capital will increase by SEK 1,300,837.870 from SEK 1,300,837.870 to SEK 2,601,675.740 through the issuance of 13,161,630 shares, resulting in the total number of shares increasing from 13,161,630 to 26,323,260, representing a dilution effect of approximately 50.0 percent of the share capital and number of shares. If all warrants are fully exercised, the share capital will increase by an additional maximum of SEK 1,300,837.870 and the number of shares will increase by an additional maximum of 13,161,630 shares, equivalent to a dilution effect of approximately 33.3 percent in relation to the share capital and number of shares, assuming full subscription in the Rights Issue.

The total dilution effect if the Rights Issue is fully subscribed and all warrants of series TO 2024B are exercised amounts to a maximum of approximately 66.7 percent. Shareholders who do not participate in the Rights Issue have the opportunity to financially compensate themselves for this dilution by selling their unit rights.

If all guarantors would choose to receive guarantee compensation in the form of newly issued shares, there would be an additional dilution effect of approximately 1.6 percent in relation to the share capital and the number of shares given a fully subscribed Rights Issue (based on the lowest subscription price that may be set to the shares in the issue to the guarantors).

Advisors

Redeye AB acts as financial advisor, and Advokatfirman Delphi i Malmö AB acts as legal advisor to BeammWave in connection with the Rights Issue. Aktieinvest FK AB acts as issuing agency in connection with the Rights Issue.

For further information, please contact:

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About us

BeammWave AB are experts in communication solutions for frequencies over 24GHz. The company is building a solution intended for 5G and 6G, in the form of a radio chip with antenna and associated algorithms. The company's approach with digital beamforming is unique and patented, with the aim of delivering a solution with higher performance at a lower cost. The company's share serie B (BEAMMW B) is listed on the Nasdaq First North Growth Market in Stockholm.

Redeye AB is the Certified Adviser of the Company.

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*This announcement does not constitute a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and the Council (the “**Prospectus Regulation**”). This press release does not contain and does not constitute an invitation or an offer to acquire, sell, subscribe or otherwise trade in shares, warrants, unit rights or other securities of BeammWave in the United States or elsewhere. The invitation to affected persons to subscribe for units in BeammWave will only take place through the prospectus that BeammWave intends to publish on the Company's website, after approval and registration by the Swedish Financial Supervisory Authority. The prospectus will, among other things, contain risk factors, certain financial information and information about the Company's management and Board of Directors. This press release has not been approved by any regulatory authority and does not constitute a prospectus. Investors should not subscribe or acquire securities referred to in this press release except on the basis of the information that will be contained in the prospectus that will be published.*

Topics discussed in this announcement may constitute forward looking statements. Forward looking statements are statements that are not historical facts that can be identified by the use of words such as, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “will”, “may”, “continue”, “should” and similar expressions. Forward looking statements in this press release are based on various assumptions, many of which in turn are based on further assumptions. Although BeammWave believes these assumptions were reasonable when made, these assumptions are inherently associated with known and unknown material risks, uncertainties, unforeseen events and other important factors that are difficult or impossible to predict and that are beyond its control. Such risks, uncertainties, unforeseen events and other important factors could cause actual events to differ materially from the expectations expressed or implied in this announcement by such forward looking statements. Information, opinions and forward looking statements contained in this announcement speak only as at its date, and may be changed without notice.

This information is information that BeammWave 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 2024-03-25 08:12 CET.