

## LIFECARE AS: PROPOSED PARTIALLY UNDERWRITTEN RIGHTS ISSUE

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Bergen, Norway, 25 April 2024: The board of directors of Lifecare AS ("**Lifecare**" or the "**Company**") proposes to increase the share capital of the Company through issuance of new shares in the Company (the "**New Shares**"), through a partially underwritten rights issue with preferential subscription rights for existing shareholders (the "**Subscription Rights**") raising gross proceeds of minimum NOK 75 million and up to NOK 90 million (the "**Rights Issue**"). Total gross proceeds of the Rights Issue shall, however, in no event exceed a NOK amount equivalent to EUR 7,999,999 at the time of launch of the Rights Issue (based on the applicable NOK/EUR exchange rate available at the time of launch) (the "**Maximum Amount**"). Should the Maximum Amount be exceeded at the time of launch, the Rights Issue shall be downsized in order to be within the Maximum Amount at the time of launch. The Company will apply for listing of the Subscription Rights on Euronext Growth Oslo to enable trading in the Subscription Rights.

Subscribers in the Rights Issue will for every two New Shares allocated receive one warrant to subscribe for one new share in the Company (the "**Warrants**"). Any exercise of Warrants will provide the Company with additional gross proceeds.

Certain existing shareholders and external investors (jointly the "**Underwriters**") have underwritten in aggregate NOK 75 million of the Rights Issue.

The net proceeds from the Rights Issue and exercised Warrants will be used for i) Production set-up and ramp-up, including production space and production equipment, ii) market launch in the veterinary market, iii) further research and clinical studies of Lifecare's sensor technology, iv) continued product development and improvement of the Sencell Continuous Glucose Monitoring system towards market launch in the veterinary market and CE mark preparations for the human market, v) strengthening the Company's balance sheet to ensure financial capacity and flexibility to pursue growth opportunities, vi) continue to develop the organization and internationalize the Company, and vii) working capital and otherwise general corporate purposes.

The Rights Issue is subject to shareholder approval at the extraordinary general meeting of the Company, expected to be held on or about 27 May 2024 (the "**EGM**"). Notice of the EGM, including proposed resolutions regarding the Rights Issue, is expected to be sent to the shareholders on or about 2 May 2024.

Carnegie AS has been engaged as manager for the Rights Issue (the "**Manager**"). Advokatfirmaet Schjødt AS is acting as legal advisor to the Company.

### **Underwriting**

Pursuant, and subject, to the terms and conditions of the individual underwriting agreements between the Company and each of the Underwriters (jointly, the "**Underwriting Agreements**"), the Underwriters have undertaken to underwrite an aggregate subscription amount in the Rights Issue of NOK 75 million (the "**Total Underwriting Obligation**"). Any New Shares subscribed in the Rights Issue will reduce the underwriting commitment of the Underwriters.

Certain existing shareholders, including Teigland Eiendom AS, Lacal AS, Tjelta AS and Hannibal Invest AS have underwritten a total of NOK 25 million of the Rights Issue (the "**Bottom Guarantee**"), for a compensation of 10% of their underwritten amount under the Bottom Guarantee, payable in cash or in kind by issuance of new shares in the Company at the subscription price in the Rights Issue.

In addition to the Bottom Guarantee, Munkekullen förvaltning AB and Buntel AB have underwritten a total of NOK 50 million of the Rights Issue (the "**Top Guarantee**"), for a compensation in the form of a minimum of an aggregate of 25 million warrants, subject to the number of warrants constituting minimum 9% of the maximum outstanding shares in the Company after the Rights Issue, including the rights issue shares and warrants issued in connection with the rights issue, capped at 37.5m warrants at equal terms to the Warrants issued in the Rights Issue (the "**Additional Warrants**").

### **Subscription price, Subscription Rights, Warrants, and proceeds**

The subscription price for the new shares to be issued in the Rights Issue, and thus the exact number of new shares and the exact amount of the share capital increase, will be proposed by the board of directors, based on a recommendation from the Manager, the day prior to the EGM. Pursuant to the Underwriting Agreements, the subscription price in the Rights Issue shall be the theoretical ex rights price (TERP) based on the volume-weighted average price (VWAP) of the Company's shares on Euronext Growth Oslo the three trading days prior to the EGM, less a discount of at least 35%. However, the maximum subscription price for the New Shares shall not exceed a 15% premium to the TERP calculated based on the last closing price of the Company's shares on Euronext Growth Oslo prior to the Company's announcement of the partially underwritten Rights Issue less a discount of at least 35%. The board of directors' resolution in this respect will be announced through a stock exchange announcement on the day prior to the EGM and be reflected in the final proposed resolution to the EGM.

Pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act, as the Company is expected to have converted into a public limited liability company at the time of the Rights Issue, the shareholders of the Company at the date of the EGM, and who are not resident in a jurisdiction where such offering would be unlawful or, (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action, will be granted a preferential right to

subscribe for and be allocated the New Shares in proportion to the number of shares in the Company they own as of that date, and will according to the board of directors' proposal receive Subscription Rights proportionate to their existing shareholding as registered in the Company's shareholder register in the Norwegian Central Securities Depository (the "**VPS**") at the expiry of 22 May 2024. Provided that a purchase of shares is made with ordinary T+2 settlement, shares purchased up to and including 16 May 2024 will give the right to receive Subscription Rights, whereas shares purchased from and including 21 May 2024, will not give the right to receive Subscription Rights. The Subscription Rights will be tradable and listed on Euronext Growth Oslo from and including the first day of the subscription period and until 16:30 (CEST) four trading days prior to the expiry of the subscription period. Over-subscription will be permitted.

The subscribers in the Rights Issue will without cost be allocated one Warrant issued by the Company for every two New Shares allocated to, and paid by, them in the Rights Issue. Each Warrant will give the holder a right to subscribe for one new share in the Company at a subscription price equal to the volume-weighted average price (VWAP) of the Company's shares on Euronext Growth Oslo on the three last trading days prior to the first date on which the holder can exercise the warrant in each exercise period less 30%, but in any event not exceeding the subscription price in the Rights Issue plus 30%. The Warrants may be exercised in the exercise period on or about 2 June 2025 to 13 June 2025. Other terms and conditions for the Warrants will be determined by the EGM. The Company shall use reasonable efforts to seek to ensure that the Warrants are admitted to trading on a relevant trading venue as soon as possible following completion of the Rights Issue but there can be no assurance that such admittance to trading will be obtained.

The maximum gross proceeds from the Rights Issue will be NOK 90 million (equivalent to maximum EUR 7,999,999 million) and the minimum gross proceeds will be approx. NOK 75 million.

The gross proceeds from the exercise of Warrants will depend on the number of Warrants issued and exercised, as well as the final exercise price for the Warrants, determined as described above.

### **Prospectus and indicative timeline**

In connection with the Right Issue a national prospectus (the "**Prospectus**") will be prepared and registered with the Norwegian Register of Business Enterprises (the "**NRBE**") on or about 29 May 2024. Neither the Financial Supervisory Authority of Norway nor any other public authority will carry out any form of review, control, or approval of the Prospectus. The Prospectus will not constitute an EEA prospectus. The Prospectus will be published prior to the commencement of the subscription period and will form the basis for subscriptions in the Rights Issue. Provided that the prospectus is registered with the NRBE in time, the subscription period for the Rights Issue will commence on 30 May 2024 and expire on 13 June 2024 at 16:30 hours (CEST). In the event that the Prospectus is not registered in time to uphold this subscription period, the subscription period will commence on the second trading day on the Oslo Euronext Growth following the registration of the Prospectus and expire at 16:30 hours (CEST) two weeks thereafter. A further

description of the Rights Issue, including full terms of the Rights Issue, and of other circumstances that must be considered upon subscription of shares in the Rights Issue will be included in the Prospectus.

Included below is an indicative timeline for the Rights Issue:

16 May 2024: Extraordinary general meeting

16 May 2024: Last day of trading in the shares including Subscription Rights

21 May 2024: First day of trading in the shares excluding Subscription Rights

22 May 2024: Record date for determination of the right to receive Subscription Rights

On or around 29 May 2024: Publication of the prospectus

On or around 30 May 2024: Commencement of the subscription period and first day of trading in the Subscription Rights

On or around 7 June 2024: Last day of trading in the Subscription Rights

On or around 13 June 2024: Last day of the subscription period

On or around 14 June 2024: Allocation of the new shares and Warrants

On or around 18 June 2024: Payment of the new shares

On or around 20 June 2024: Registration of the share capital increase with the Norwegian Register of Business Enterprises]

## **Contacts**

For further information, please contact:

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## **Disclosure regulation**

This information is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to Section 5-12 the Norwegian Securities Trading Act. The stock exchange announcement was published by Asle Wingsternes, Head of Communications & Public Affairs, at the time and date stated above in this announcement.

**About Lifecare:**

Lifecare AS is a clinical stage medical sensor company developing technology for sensing and monitoring of various body analytes. Lifecare's main focus is to bring the next generation of Continuous Glucose Monitoring ("**CGM**") systems to market. Lifecare enables osmotic pressure as sensing principle, combined with the ability to manipulate Nano-granular Tunnelling Resistive sensors ("**NTR**") on the sensor body for read-out of pressure variations. Lifecare's sensor technology is referred to as "Sencell" and is suitable for identifying and monitoring the occurrence of a wide range of analytes and molecules in the human body and in pets.

**Important information**

This announcement does not constitute an offer of securities for sale or a solicitation of an offer to purchase securities of the Company in the United States or any other jurisdiction. Copies of this document may not be sent to jurisdictions, or distributed in or sent from jurisdictions, in which this is barred or prohibited by law. The securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"). The securities of the Company have not been, and will not be, registered under the U.S. Securities Act. Any sale in the United States of the securities mentioned in this communication will be made solely to "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act. No public offering of the securities will be made in the United States.

Any offering of the securities referred to in this announcement will be made by means of the Prospectus. This announcement is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended) as implemented in any EEA Member State (the "**Prospectus Regulation**"). Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the Prospectus. Copies of the Prospectus will, following publication, be available from the Company's registered office and, subject to certain exceptions, on the websites of the Managers.

In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State.

In the United Kingdom, this communication is only addressed to and is only directed at Qualified Investors who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Order**") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). These materials are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to

which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

This document is not for publication or distribution in, directly or indirectly, Australia, Canada, Japan, the United States, or any other jurisdiction in which such release, publication or distribution would be unlawful, and it does not constitute an offer or invitation to subscribe for or purchase any securities in such countries or in any other jurisdiction. In particular, the document and the information contained herein should not be distributed or otherwise transmitted into the United States or to publications with a general circulation in the United States of America.

The Manager is acting for the Company in connection with the Rights Issue and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its respective clients or for providing advice in relation to the Rights Issue or any transaction or arrangement referred to in this announcement.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "intends", "may", "should", "will" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies, and other important factors which are difficult or impossible to predict and are beyond its control. 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 information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice. This announcement is made by and is the responsibility of the Company. Neither the Manager nor any of its respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein.

This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities of the Company. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness, or completeness. Neither the Manager nor any of its respective affiliates accepts any liability arising from the use of this announcement.



**PRESS RELEASE**  
25 April 2024 20:00:00 CEST

### **About us**

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*This information has been submitted pursuant to the Securities Trading Act § 5-12 and MAR Article 19 no. 3. The information was submitted for publication at 2024-04-25 20:00 CEST.*