



MAGNASENSE INTENDS TO CARRY OUT A DIRECTED ISSUE TO ATLAS SPECIAL OPPORTUNITIES DUE TO CALLED ON CONVERSIONS TOTALLING SEK 2.50 MILLION

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Magnasense AB ("Magnasense" or the "Company") announced on 9 April 2024 that it had entered into a SEK 45 million loan facility agreement (the "Loan Facility") under which the Company can call loans in seven (7) tranches (hereinafter the "Tranches" or each individually the "Tranche") and an agreement to amend the terms and conditions (the "Amendment Agreement") of the outstanding convertible bonds of series 2023/2026 (the "Convertible Bonds"), the amendment of the terms and conditions of which was approved by the general meeting of shareholders on 26 April 2024. Atlas Special Opportunities, LLC ("Atlas") has the right to call for conversion of outstanding debt in directed issues of all or part of the principal amount of the called Tranches, the principal amount of the Convertible Bonds and the transaction fee up to and including the respective maturity date. To facilitate the administration of the conversions, the parties have previously agreed that a new share issue under the Loan Facility and the Amendment Agreement (the "Agreements") shall occur when Atlas has called for conversion in an aggregate amount of at least SEK 2.50 million (the "Threshold") or if the market value of the transaction fee shares is less than SEK 1.00 million, after which the Company will notify the market. The Company today announces that Atlas has requested conversions totalling SEK 2.50 million. The issue is intended to be carried out with the support of the authorisation from the annual general meeting on 28 June 2024 through a directed issue of a total of 22,420,632 shares to Atlas. The issue proceeds are intended to be paid in full by Atlas by way of set-off against SEK 2.50 million in Convertible Bonds, whereby Convertible Bonds corresponding to SEK 2.50 million will be terminated. In accordance with the Agreements, the subscription price per share in the directed issue in respect of the accumulated conversions has been set at a weighted price of SEK 0.111, corresponding to 100.00 per cent of the lowest daily volume weighted average price according to Nasdaq First North Growth Market's price list for the share in the Company during the fifteen (15) trading days preceding the respective receipt



of the conversion request in relation to the size of the respective conversion request. After the completion of the directed issue and the termination of the Convertible Bonds, SEK 31.00 million of the Convertible Bonds remain and SEK 2.50 million of the transaction fee remains, and SEK 17.50 million of the Loan Facility remains.

The Loan Facility and the Amendment Agreement

For information on the Agreements, readers are referred to the press release dated 9 April 2024 ("Magnasense enters into a conditional agreement on a SEK 45 million loan facility with Atlas Special Opportunities and an agreement to amend the terms of outstanding convertible bonds, to be approved by an extraordinary general meeting"). Magnasense will, as previously communicated, only inform the market of conversions once the Threshold requiring a new share issue has been reached.

As a result of the directed share issue, the share capital in Magnasense will increase by SEK 313,888.848 to a total of SEK 1,186,641.05 and the number of shares will increase by 22,420,632 to a total of 84,760,075, which entails a dilution of approximately 26.45 per cent of the total number of shares and votes in the Company after registration of the new shares with the Swedish Companies Registration Office.

Considerations of the Board of Directors

Prior to the decision to enter into the Agreements, the Company's board of directors, together with a financial advisor, carefully investigated the conditions for a rights issue to raise the necessary capital. The board's assessment was that the Company, especially taking into account the Company's existing capital structure, could not fulfil its' capital requirements in any other way than through the Agreements with Atlas. The board of directors has together with a financial advisor assessed that a rights issue would require significant underwriting commitments from an underwriting consortium, which was not been deemed possible for the Company to obtain. In addition, a rights issue would likely have been carried out at a significantly lower subscription price than that which Atlas will be able to convert at in accordance with the terms and conditions of the Agreements. The board of directors' overall assessment is thus that the reasons for entering into the Agreements and subsequently carrying out directed share issues to Atlas in this way outweigh the reasons that justify the main rule of issuing shares with preferential rights for existing shareholders, and that new share issues with deviation from the shareholders' preferential rights in accordance with the Agreements thus are in the interest of the Company and all shareholders. The reason why the issue is directed to an existing shareholder is that Atlas has become a shareholder through previously completed new share issues resolved to fulfil the Company's obligations to Atlas under the Agreements.



The basis for the calculation of the subscription price has, in consultation with a financial advisor and by analysing the Company's existing indebtedness and several market factors, been determined through arm's length negotiations with Atlas. It is the Board's assessment that the subscription price through this procedure reflects current market conditions and demand and that it is thereby market-based.

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About Magnasense AB

Magnasense is a Swedish diagnostics company founded in 2019 to offer tests to monitor and optimize the dosage of biological drugs via its unique patented technology platform. In June 2020, Magnasense was listed on the Nasdaq First North Growth Market. The company's ambition is, in addition to bringing innovative diagnostic technology to the market, to make diagnostics more accessible, easier to use and to provide accurate and easily transferable results. For more information, see Magnasense's website www.magnasense.com.

This information is information that Magnasense 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 2025-02-17 09:37 CET.