



MAGNASENSE RESOLVES ON THE PREVIOUSLY ANNOUNCED RIGHTS ISSUE OF UNITS OF A MINIMUM OF APPROX. MSEK 15 AND A MAXIMUM OF APPROX. MSEK 26.7 TO DEVELOP SALIVA-BASED DIAGNOSTICS AS AN ALTERNATIVE TO BLOOD TESTING

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The Board of Directors of Magnasense AB ("Magnasense" or the "Company") announced on 20 January 2025 its intention to carry out a rights issue of units and to enter into negotiations with Atlas Special Opportunities, LLC ("Atlas") regarding the management of outstanding debt. As a result of successful negotiations, an addendum has been entered into with Atlas that includes, among other things, an extension of the maturity of the convertible bonds of series 2023/2026, the introduction of lock-up provisions and terms governing repayment. Consequently, the Board of Directors has today, with support of the authorization from the extraordinary general meeting on 24 February 2025, resolved on an issue of not less than 23,809,524 units and not more than 42,380,037 units, consisting of shares and warrants free of charge, with preferential rights for the Company's existing shareholders (the "Rights Issue"). Each unit consists of forty-five (45) shares, forty-five (45) warrants of series TO 5 and thirty-six (36) warrants of series TO 6. The subscription price has been set at SEK 0.63 per unit, which corresponds to SEK 0.014 per share. Upon full subscription, the Company will receive proceeds of approximately SEK 26.7 million before issue costs. In the event that the attached warrants of series TO 5 and TO 6 are exercised for subscription of new shares, the Company may receive an additional approximately SEK 53.4 million before issue costs, with approximately SEK 26.7 million from each series. The proceeds from the Rights Issue are intended to strengthen working capital to ensure continued operations and advance the initial phase of the oral health project. In connection with the Rights Issue, the Company has received subscription commitments and free of charge top-down guarantee commitments (the "Top-down Guarantee") totalling approximately SEK 6.6 million, corresponding to approximately 24.9 percent of the Rights Issue. Among these commitments, approximately SEK 5.1 million has been provided by members of the Board of Directors (including former board member) and



management, including CEO Marco Witteveen and Chairman Jens Umehag, and approximately SEK 1.5 million has been provided by Atlas in the form of a free of charge Top-down Guarantee. In order for the Rights Issue to be completed, at least 23,809,524 units must be subscribed for with or without preferential rights, corresponding to gross proceeds of approximately SEK 15 million or a subscription rate of approximately 56.2 percent. The stated minimum number of units includes units subscribed for within the framework of subscription and guarantee commitments.

Specifically regarding the structure of the Rights Issue (minimum limit for number of units subscribed)

Regarding the structure of the Rights Issue, shareholders and potential investors should note that the Rights Issue is subject to both a minimum and a maximum limit regarding the number of subscribed units. In order for the Rights Issue to be completed, at least 23,809,524 units must be subscribed for with or without preferential rights, corresponding to at least 1,071,428,580 shares, at least 1,071,428,580 warrants of series TO 5 and at least 857,142,864 warrants of series TO 6. The minimum level corresponds to gross proceeds of approximately SEK 15 million or a subscription rate of approximately 56.2 per cent. The stated minimum number of units includes units subscribed for within the framework of subscription and guarantee commitments of approximately SEK 6.6 million, which means that these are included in the calculation.

If fewer than 23,809,524 units are subscribed for, the Rights Issue will not be completed. In such case, paid subscribed units (BTU) will be cancelled and the payment made for subscription will be repaid to the holders of BTU. Repayment of the payment is expected to commence no later than two weeks after the end of the subscription period. NOTE THAT IF THE RIGHTS ISSUE IS NOT COMPLETED, UNIT RIGHTS ACQUIRED BY INVESTORS ON NASDAQ FIRST NORTH GROWTH MARKET WILL THUS BE WORTHLESS AND NEITHER THE PROCEEDS PAID FOR SUCH UNIT RIGHTS IN THE MARKET NOR ANY BROKERAGE FEES WILL BE REFUNDED. INVESTORS WHO ACQUIRE UNIT RIGHTS IN THE MARKET THUS RISK LOSING THE ENTIRE AMOUNT THEY HAVE PAID FOR THE UNIT RIGHTS.

Summary of the Rights Issue

- The Board of Directors of Magnasense has today, with support of the authorization from the extraordinary general meeting on 24 February 2025, resolved on an issue of not less than 23,809,524 units and not more than 42,380,037 units consisting of shares and warrants free of charge with preferential rights for the Company's shareholders.
- The Rights Issue is subject to both a minimum and a maximum limit regarding the number of subscribed units. If fewer than 23,809,524 units are subscribed for with and without preferential rights in the Rights Issue, including units subscribed for within the framework of commitments of approximately SEK 6.6 million, corresponding to approximately SEK 15 million or a subscription rate of approximately 56.2 per cent, the Rights Issue will not be carried out.



- The gross proceeds from the Rights Issue amount to approximately SEK 26.7 million before issue costs and are intended to strengthen working capital to ensure continued operations and advance the initial phase of the oral health project. Upon full exercise of the attached warrants of series TO 5 and TO 6, the Company can receive a total of approximately SEK 53.4 million before issue costs with approximately SEK 26.7 million from each series. Net proceeds from subscription of shares through the exercise of warrants of series TO 5 and TO 6 are intended to be used to advance the next phases of oral health product development and support the Company's broader long-term objectives.
- Shareholders who on the record date 22 April 2025 are registered in the share register maintained by Euroclear Sweden AB will receive one (1) unit right for each share held. Two (2) unit rights entitle to subscription of one (1) unit. One (1) unit contains forty-five (45) shares, forty-five (45) warrants of series TO 5 and thirty-six (36) warrants of series TO 6.
- The subscription price has been set at SEK 0.63 per unit, corresponding to SEK 0.014 per share. The warrants are issued free of charge.
- The subscription period for the Rights Issue runs from 24 April 2025 up to and including 8 May 2025.
- Trading in unit rights is expected to take place from 24 April 2025 to 5 May 2025. NOTE THAT IF THE RIGHTS ISSUE IS NOT COMPLETED, UNIT RIGHTS THAT INVESTORS HAVE ACQUIRED ON NASDAQ FIRST NORTH GROWTH MARKET WILL THUS BE WITHOUT VALUE AND NEITHER THE PAYMENT MADE FOR SUCH UNIT RIGHTS IN THE MARKET NOR ANY BROKERAGE FEE WILL BE REPAID. INVESTORS WHO ACQUIRE UNIT RIGHTS IN THE MARKET THUS RISK LOSING THE ENTIRE AMOUNT THEY HAVE PAID FOR THE UNIT RIGHTS.
- The Rights Issue is covered by subscription and guarantee commitments of approximately SEK 6.6 million, corresponding to approximately 24.9 percent of the Rights Issue. This means that additional commitments have been provided compared to what was previously communicated. The subscription commitments with and without preferential rights have been received from the board members Fredrik Häglund, Michael Schwartz, William Ferenczy and William Vickery, which in total amount to approximately SEK 1.2 million or approximately 4.5 percent of the Rights Issue. The free of charge Top-down Guarantee amounts to approximately SEK 5.4 million or approximately 20.3 per cent of the Rights Issue and has been provided by members of the Board of Directors (including former board member) and management, including CEO Marco Witteveen and Chairman Jens Umehag, and Atlas. To the extent the Top-down Guarantee needs to be utilized, payment will be made through set-off of (i) the loans (including interest) obtained from board members and communicated by the Company on 26 September 2024, (ii) fees payable to members of the Board of Directors (including former board member) and management and (iii) outstanding convertible bonds of series 2023/2026. If the Top-down Guarantee is not utilized within the scope of the Rights Issue, Fredrik Häglund and Michael Schwartz, in their capacity as lenders, have expressed their intention to allow their loans (including interest) to remain with deferred repayment to support the Company's financial position.



- One (1) warrant of series TO 5 entitles the holder to subscribe for one (1) new share during the period from 18 May 2026 up to and including 1 June 2026 at a subscription price per share of SEK 0.014, corresponding to 100 percent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market after final registration with the Swedish Companies Registration Office.
- One (1) warrant of series TO 6 entitles the holder to subscribe for one (1) new share during the period from 2 June 2027 up to and including 16 June 2027 at a subscription price per share of SEK 0.0175, corresponding to 125 per cent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market after final registration with the Swedish Companies Registration Office.

Background and motive

Magnasense has become a leading developer of saliva-based testing for disease as an alternative to blood testing. Saliva-based diagnostics offer a non-invasive, cost-effective, and highly convenient way to detect and monitor a wide range of health conditions, from diseases to systemic issues like diabetes and cancer. With easy sample collection, faster results, and the potential for early detection, Magnasense's technology is poised to transform healthcare by making testing more accessible, efficient, and patient-friendly, driving both better outcomes and lower costs. Magnasense's innovative product platform enables the creation of integrated, user-friendly saliva-based tests for personalized diagnostics and monitoring.

Following a portfolio review, the Company is strategically concentrating its initial work on developing diagnostics to address critical gaps in oral health, building on the expertise and insights gained from previous projects and partnerships like RADx. This shift also marks a transition in focus from home-use diagnostics to professional use, aligning with shorter time-to-market opportunities in the oral health domain.

Periodontitis is a serious gum disease that happens when the gums and the bones supporting the teeth become infected. It starts as gingivitis, a mild gum irritation, but if not treated, it can get worse, causing the gums to pull away from the teeth, form pockets of infection, and eventually lead to tooth loss. Periodontitis is affecting over 1 billion people, with severe cases being the 6th most common disease worldwide. It impacts 45-50 percent of adults over 30, and 11 percent of the global adult population suffers from severe forms. The condition is linked to a higher risk of stroke, heart disease, diabetes, and respiratory issues. Diabetes, affecting 537 million adults globally, increases the likelihood of periodontitis by 2-3 times, and conversely, periodontitis can worsen blood glucose control in diabetics.

Diagnosing periodontitis remains a clinical challenge. A simple, cost-effective saliva test could revolutionize the assessment of oral health, aligning with Magnasense's mission to leverage innovative diagnostics for diseases like periodontitis and diabetes.



By focusing on saliva testing for the oral health market, Magnasense has been able to streamline its operations to significantly reduce costs

The Rights Issue, together with the agreement with Atlas, is critical for fulfilling the Company's obligations and advancing the oral health project. The proceeds will allow Magnasense to start working on the product's design and development, which will extend through the end of 2025. This phase is crucial to establish a strong foundation for the project as a whole. The subscription level of the Rights Issue will influence the extent to which the Company can progress the oral health project without external support. To complement this funding, Magnasense is actively pursuing grants and strategic partnerships with key stakeholders in the oral health sector to accelerate development and optimize resource allocation. The full product development stages are as follows:

1. Design & Development
2. Verification
3. Transfer to Manufacturing
4. Validation
5. Regulatory Approval & Market Release

The vision is to establish Magnasense as a leader in saliva-based diagnostics, starting with the transformative oral health initiative. By leveraging insights gained from past projects funded by the National Institutes of Health (NIH), fostering cost-effective partnerships, and aligning the Company's innovations with market demands, Magnasense aim to drive sustainable growth, strengthen its competitive position, and create lasting value for shareholders.

Use of funds

If the Rights Issue is fully subscribed, the Company will receive proceeds of approximately SEK 26.7 million before deduction of issue costs. The proceeds are intended to be used for the following purposes:

- Strengthen working capital to ensure continued operations
- Advance the initial phase of the oral health project

The attached warrants in the Rights Issue offer an opportunity for future capital injection during May-June 2026 and June 2027.

Upon full exercise of the attached warrants of series TO 5 and TO 6, the Company may receive a total of approximately SEK 53.4 million before issue costs, with approximately SEK 26.7 million from each series. Net proceeds from subscription of shared through the exercise of warrants of series TO 5 and TO 6 are intended to be used to advance the next phases of oral health product development and support the Company's broader long-term objectives.

**Preliminary timetable**

16 April 2025: Last day of trading including right to receive unit rights

17 April 2025: First day of trading excluding right to receive unit rights

22 April 2025: Record date for participation in the Rights Issue

22 April 2025: Estimated date of publication of the information memorandum

24 April - 8 May 2025: Subscription period for the Rights Issue

24 April - 5 May 2025: Trading in unit rights

24 April - until the Rights Issue is registered with the Swedish Companies Registration Office:
Trading in paid subscribed units (BTU)

12 May 2025: Preliminary date for announcement of the outcome of the Rights Issue

Terms of the Rights Issue

On 20 January 2025, the Board of Directors of Magnasense announced its intention to carry out the Rights Issue. The Company's Board of Directors has today, with the support of the authorization from the extraordinary general meeting on 24 February 2025, decided to carry out the Rights Issue. The Company will issue a minimum of 23,809,524 units (corresponding to a minimum of 1,071,428,580 shares, a minimum of 1,071,428,580 warrants of series TO 5 and a minimum of 857,142,864 warrants of series TO 6) and a maximum of 42,380,037 units (corresponding to a maximum of 1,907,101,665 shares, a maximum of 1,907,101,665 warrants of series TO 5 and a maximum of 1,525,681,332 warrants of series TO 6) at a subscription price of SEK 0.63 per unit, which corresponds to SEK 0.014 per share. Upon full subscription, the Company will receive proceeds of approximately SEK 26.7 million before issue costs. Upon full exercise of the attached warrants of series TO 5 and TO 6, the Company may receive an additional total of approximately SEK 53.4 million before issue costs.

Shareholders and potential investors should note that the Rights Issue is subject to both a minimum and a maximum limit regarding the number of subscribed units. If fewer than 23,809,524 units are subscribed for, including units subscribed for under subscription and guarantee commitments, the Rights Issue will not be completed.

The right to subscribe for units shall, with preferential rights, be granted to those who are registered as shareholders on the record date for the Rights Issue, whereby one (1) unit right is received for each (1) share held. Two (2) unit rights entitle to subscription of one (1) unit. One (1) unit contains forty-five (45) shares, forty-five (45) warrants of series TO 5 and thirty-six (36) warrants of series TO 6.



The subscription period for the Rights Issue runs from 24 April 2025 up to and including 8 May 2025. The Board of Directors of the Company has the right to extend the subscription period. Trading in unit rights is expected to take place from 24 April 2025 until 5 May 2025. NOTE THAT IF THE RIGHTS ISSUE IS NOT COMPLETED, UNIT RIGHTS THAT INVESTORS HAVE ACQUIRED ON NASDAQ FIRST NORTH GROWTH MARKET WILL THUS BE WITHOUT VALUE AND NEITHER THE PAYMENT MADE FOR SUCH UNIT RIGHTS IN THE MARKET NOR ANY BROKERAGE FEE WILL BE REFUNDED. INVESTORS WHO ACQUIRE UNIT RIGHTS IN THE MARKET THUS RISK LOSING THE ENTIRE AMOUNT THEY HAVE PAID FOR THE UNIT RIGHTS.

If not all units are subscribed for with support of unit rights, the Board of Directors shall resolve on the allotment of the remaining units within the maximum amount of the Rights Issue as follows. Firstly, allotment shall be made to those who have also subscribed for units with the support of unit rights and who have indicated this on the application form, regardless of whether they were shareholders on the record date or not, and, in the event of oversubscription, in proportion to the number of unit rights exercised for subscription. Secondly, allotment shall be made to others who have only applied for subscription of units without the support of unit rights and who are not covered by the above, regardless of whether they were shareholders on the record date or not, and in the event that allotment to them cannot be made in full, allotment shall be made in proportion to the number of units subscribed for by each of them and. In the third and final instance, any remaining units shall be allocated to the parties that have guaranteed the Rights Issue, pro rata in relation to the guarantee commitments made. To the extent that allotment at any stage according to the above cannot be made pro rata, allocation shall be made by drawing lots.

Warrants of series TO 5 and TO 6

One (1) warrant of series TO 5 entitles the holder to subscribe for one (1) new share during the period from 18 May 2026 up to and including 1 June 2026 at a subscription price per share of SEK 0.014, corresponding to 100 per cent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market after final registration with the Swedish Companies Registration Office.

One (1) warrant of series TO 6 entitles the holder to subscribe for one (1) new share during the period from 2 June 2027 up to and including 16 June 2027 at a subscription price per share of SEK 0.0175, corresponding to 125 per cent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market after final registration with the Swedish Companies Registration Office.

Shares and share capital

The Rights Issue entails that the number of shares may increase by a maximum of 1,907,101,665 shares, from 84,760,075 shares to 1,991,861,740 shares, and that the share capital may increase



by a maximum of SEK 26,699,423.31, from SEK 1,186,641.05 to SEK 27,886,064.36, which corresponds to a dilution of approximately 95.7 percent of the total number of shares and votes in the Company after registration of the new shares with the Swedish Companies Registration Office.

Since the Company in connection with the Rights Issue also carries out a reduction of the share capital of up to SEK 26,182,566.06, the Company's share capital after the registration of the Rights Issue and the share capital reduction will remain unchanged in relation to the share capital prior to the completion of the Rights Issue.

If all warrants of series TO 5 and TO 6 issued within the framework of the Rights Issue are exercised, the number of shares may increase by a maximum of 3,432,782,997 shares, from 1,991,861,740 shares to 5,424,644,737 shares.

If the Rights Issue is fully subscribed and the warrants of series TO 5 and TO 6 issued within the framework of the Rights Issue are fully exercised, a total dilution of approximately 98.4 percent will arise.

Subscription and guarantee commitments

The Company has received subscription and guarantee commitments amounting to approximately SEK 6.6 million, corresponding to approximately 24.9 percent of the Rights Issue.

Subscription commitments with and without preferential rights have been received from the board members Fredrik Häglund, Michael Schwartz, William Ferenczy and William Vickery, which in total amount to approximately SEK 1.2 million or approximately 4.5 percent of the Rights Issue.

The Top-down Guarantee amounts to approximately SEK 5.4 million or approximately 20.3 percent of the Rights Issue and has been provided free of charge by members of the Board of Directors (including former board member) and management, including CEO Marco Witteveen and chairman Jens Umehag, and Atlas. To the extent the Top-down Guarantee needs to be utilized, payment will be made through set-off of (i) the loans (including interest) obtained from board members and communicated by the Company on 26 September 2024, (ii) fees payable to members of the Board of Directors (including former board member) and management and (iii) outstanding convertible bonds of series 2023/2026. Guarantee commitments under the Top-down Guarantee will be forfeited if the Rights Issue is subscribed to 100 percent or more. The Top-down Guarantee is added to the current subscription level and aims to ensure the subscription of the last part of the Rights Issue in case the Rights Issue is not fully subscribed. In this way, the guarantee commitment is not relieved as in the case of a guarantee structure agreed up to a certain level of a rights issue (such as a so-called bottom-up guarantee). If the Top-down Guarantee is not utilized within the scope of the Rights Issue, Fredrik Häglund and Michael Schwartz, in their capacity as lenders, have expressed their intention to allow their loans (including interest) to remain with deferred repayment to support the Company's financial position. Neither the subscription commitments nor the guarantee commitments are secured by bank guarantees, restricted funds, pledging or similar arrangements. No compensation is paid for subscription commitments or commitments under the Top-Down Guarantee.



Information memorandum

Complete terms and conditions for the Rights Issue and other information about the Company will be provided in the information memorandum that is expected to be published by the Company before the subscription period commences.

Renegotiated terms with Atlas Special Opportunities, LLC

Magnasense has previously entered into an agreement with Atlas regarding a loan facility and an amendment of the terms and conditions for outstanding convertible bonds of series 2023/2026 (the "**Convertible Bonds**"), which were communicated to the market on 9 April 2024. Under the original loan facility agreement, the Company could call for loans in seven (7) instalments in an aggregate nominal amount of SEK 45 million before deduction of set-up fees and transaction costs (the "**Loan Facility**"). In order to strengthen the Company's financial flexibility before and after the Rights Issue, the parties have now entered into an addendum that entails amended terms for both the Convertible Bonds and the Loan Facility. The agreed amendments include, inter alia, an extension of the maturity of the Convertible Bonds, the introduction of lock-up provisions and terms governing repayment. A general meeting will be held no later than 30 June 2025 to approve the proposed amendments to the terms of the outstanding Convertible Bonds. For more information on the addendum, readers are referred to the press release on 10 April 2025 ("Magnasense AB enters into an addendum with Atlas Special Opportunities, LLC regarding outstanding convertible bonds of series 2023/2026 and loan facility").

Advisors

Eminova Partners Corporate Finance AB acts as financial advisor and Moll Wendén Advokatbyrå AB acts as legal advisor in connection with the Rights Issue. Eminova Fondkommission AB acts as the issue agent.

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Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or expectations regarding the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and can be identified by the use of words such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "anticipates", "should", "could" and, in each case, the negatives thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will materialise or that they are accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes could differ materially from those in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements contained in this press release are accurate and any reader of this press release should not place undue reliance on the forward-looking statements contained in this press release. The information, opinions and forward-looking statements expressed or implied herein are made only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statement to reflect events that occur or circumstances that arise in relation to the content of this press release, except as required by law or the rules of Nasdaq First North Growth Market.

About Magnasense

Magnasense is a Swedish diagnostics company founded in 2019 to offer tests to monitor and optimize the dosing of biological drugs via its unique patented technology platform. In June 2020, Magnasense was listed on 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 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 2025-04-10 18:55 CEST.