

ORTOMA CARRIES OUT A 100 PER CENT GUARANTEED RIGHTS ISSUE OF APPROXIMATELY SEK 52 MILLION, AND A DIRECTED NEW ISSUE OF SHARES OF SEK 16 MILLION

Ortoma AB (publ) (“Ortoma” or the “Company”) (First North GM Sweden: ORTB) hereby announces that the Board of Directors has resolved to carry out a rights issue of shares of approximately SEK 52 million with preferential rights for the Company’s existing shareholders (the “Rights Issue), and a directed share issue of approximately SEK 16 million (the “Directed Share Issue” and, together the “Share Issues”). The Directed Share Issue is directed to a new investor, Anders Hallberg. The subscription price per share in the Share Issues amounts to SEK 7.0. The Share Issues are carried out to provide the financial flexibility necessary for Ortoma to execute its growth strategy, accelerate market penetration together with the Company’s partner Johnson & Johnson (DePuy Synthes and Johnson & Johnson K.K), and create the conditions for long-term value creation. The Share Issues are subject to approval by the extraordinary general meeting to be held on 24 March, 2026. The Rights Issue is covered to 100 per cent by subscription undertakings and guarantee commitments. In connection with the Rights Issue, the Board of Directors has resolved to postpone the publication of the interim report for Q1 2026 to May 21 2026.

Notice of the extraordinary general meeting will be published by way of a separate press release.

The Share Issues in Brief

- The Rights Issue comprises a maximum of 7,416,746 new shares of series B and, if fully subscribed, will provide the Company with approximately SEK 52 million before transaction-related costs. The subscription price in the Rights Issue is SEK 7.0 per share, and corresponds to a discount of approximately 37.1 per cent compared to the theoretical price (known as TERP – theoretical ex-rights price) based on the closing price of Ortomas' share on First North GM Sweden on 2 March 2026.
- The Company’s shareholders have preferential rights to subscribe for shares in the Rights Issue, whereby each existing share entitles the holder to one (1) subscription right, and five (5) subscription rights entitle the holder to subscribe for one (1) new share. Shares subscribed for in the Directed Share Issue do not entitle the holder to participate in the Rights Issue.
- The record date for participation in the Rights Issue is 27 March 2026. The last day of trading in the Company’s shares including the right to participate in the Rights Issue is 25 March 2026.
- The subscription period in the Rights Issue will run from 31 March to 15 April 2026.

- Trading in subscription rights is expected to take place on Nasdaq First North Growth Market during the period 31 March to 10 April 2026.
- The Rights Issue is fully covered by subscription commitments and guarantee undertakings
- The subscription price in the Directed Issue is the same as in the Rights Issue, i.e. SEK 7.0 per share, and has been determined through arm's length negotiations with the investor. The Directed Share Issue is directed to Anders Hallberg, (who is not a shareholder of Ortoma) and comprises 2,285,715 new shares of series B, whereby the Company will receive proceeds of approximately SEK 16 million before deduction of issue-related costs.
- The Share Issues are subject to approval by an extraordinary general meeting to be held on 24 March 2026. Notice of the extraordinary general meeting will be published through a separate press release.
- The proceeds from the Rights Issue will strengthen the Company's financial position and are expected to be sufficient to finance the Company's current commercial operations until cash flow positivity, which is expected to occur in H2 2027.
- No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish an information document (the "**Information Document**") in accordance with Article 1.4 db of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").

Background and reasons

Ortoma is a medtech company developing advanced AI-based solutions for orthopedic surgical procedures. The Ortoma Treatment Solution (OTS) Hip, is designed to assist surgeons to achieve greater precision and improved patient treatment outcomes for hip replacement procedures. OTS Hip enables personalized pre-operative 3D planning including automated implant suggestion, motion analysis and implant placement. The plan is transferred to the OTS Hip navigation system that provides real-time tracking information of the surgical tools to support optimal positioning of the implant in the patient. OTS Hip is designed to easily integrate in the conventional workflow for hip replacement procedures with a limited footprint.

OTS Hip is commercially launched in Japan with successful uptake and being prepared for launch in both the EU and the US where the solution is regulatory cleared. While Ortoma maintains a lean organisation focused on development and manufacturing, the commercial launch of OTS Hip will be supported by its strategic partner Johnson & Johnson, one of the leading players in orthopedics, providing strong external validation and access to extensive commercial infrastructure.

The Company will receive approximately SEK 68 million before deduction of transactions costs, which will approximately amount to SEK 8 million. The Company intends to use the net proceeds to finance the following areas of use:

- Approximately 30 per cent to build-up of inventory levels to support projected demand for commercial rollout, including manufacturing scale-up;
- Approximately 50 per cent for maintenance of sufficient working capital for day-to-day operations, including, inter alia, including quality and regulatory infrastructure;

- Approximately 15 per cent for operational scalability and systems, including build-out of commercial, operational, and data systems to support multi-region expansion; and
- Approximately 5 per cent to research including continued investment in product innovation and development initiatives to expand its technology to new areas of use.

The proceeds from the Rights Issue will strengthen the Company's financial position and are expected to be sufficient to finance the Company's current commercial operations until cash flow positivity, which is expected to occur in H2 2027.

Terms of the Rights Issue

Those who are registered by Euroclear Sweden AB as shareholders in Ortoma on the record date 27 March 2026, will receive one (1) subscription right for each existing ordinary share (regardless of share series). The subscription right provides the holder with the preferential right to subscribe for new ordinary shares, where five (5) subscription rights entitle the holder to subscribe for one (1) new ordinary share of series B. In addition, it will be possible for investors to apply for subscription of shares without subscription rights. The preferential rights in the Rights Issue are calculated based on the number of shares in the Company prior to the Directed Share Issue.

The Rights Issue comprises a maximum of 7,416,746 new shares of series B and, if fully subscribed, will provide the Company with approximately SEK 52 million before transaction-related costs. The subscription price in the Rights Issue is the same as in the Directed Share Issue, i.e. SEK 7.0 per share, and corresponds to a discount of approximately 37.1 per cent compared to the theoretical price (known as TERP – theoretical ex-rights price) based on the closing price of Ortomas' share on First North GM Sweden on 2 March 2026.

The subscription period will run from 31 March 2026 up to and including 15 April 2026. Subscription rights that are not exercised during the subscription period will thereafter expire and lose their value. Trading in subscription rights will take place on Nasdaq First North Growth Market from 31 March 2026 up to and including 10 April 2026, and trading in interim shares (paid subscribed shares, "BTA") will take place from 31 March 2026 up to and including 22 April 2026.

Should all shares of series B not be subscribed for by virtue of subscription rights, the Board of Directors shall, within the framework of the maximum amount of the Rights Issue, decide on the allocation of ordinary shares which have not been subscribed for by virtue of subscription rights. In such case, ordinary shares shall:

- firstly, be allocated to those who have expressed an interest in subscribing and have subscribed for new ordinary shares by virtue of subscription rights, regardless if the subscriber were a shareholder on the record date or not, and in the event of oversubscription, in relation to the number of subscription rights each have exercised for subscription of new ordinary shares,
- secondly, be allocated to others whom have declared interest in subscribing for ordinary shares without exercising subscription rights, and in the event of oversubscription, in relation to the number of new ordinary shares specified in the respective subscription registration, and, to the extent that this is not possible, by lottery,

- thirdly and lastly, up to approximately SEK 52 million, be allocated to the investors who have provided guarantees and in accordance with the conditions of their respective guarantee and, to the extent this cannot be done, by lottery.

Preliminary timetable for the Rights Issue

Last day of trading in shares including right to receive subscription rights	25 March 2026
First day of trading in shares excluding right to receive subscription rights	26 March 2026
Record date for the right to receive subscription rights	27 March 2026
Publication of the disclosure document	27 March 2026
Trading in subscription rights	31 March – 10 April 2026
Subscription period	31 March – 15 April 2026
Trading in paid subscribed shares (BTA)	31 March – 22 April 2026
Announcement of the outcome of the Rights Issue	Around 17 April 2026

Subscription and guarantee commitments

The Rights Issue is covered by subscription commitments and guarantee undertakings corresponding to 100 per cent of the issue amount. The Company's largest shareholder Roy Forslund, also Director och the Board in the Company, has entered into a subscription commitment to subscribe for new shares corresponding to SEK 2 million. Furthermore, Anders Hallberg has undertaken to subscribe for shares without the exercise of subscription rights for an amount of approximately SEK 20 million. Thus, in total, the subscription commitments amounts to SEK 22 million, corresponding to approximately 42.4 per cent of the Rights Issue. A number of guarantors, including DNB Bank ASA[1], have entered into guarantee commitments totaling approximately SEK 30 million, corresponding to approximately 57.6 per cent of the Rights Issue. According to the guarantee commitments, the guarantors shall subscribe for any shares not otherwise subscribed for. The guarantee fee is paid in cash and amounts to 8.0 percent of the guaranteed amount.

None of the above mentioned commitments are secured by bank guarantee, blocked funds, pledges or similar arrangements.

Terms of the Directed Share Issue and reasons for the deviation from the shareholders' preferential rights

The Board of Directors has today resolved, subject to approval by the extraordinary general meeting to be held on 24 March 2026, to carry out the Directed Share Issue. The Directed Share Issue comprises 2,285,715 new shares of series B at a subscription price of SEK 7.0 per share, whereby the Company will receive proceeds of approximately SEK 16 million before deduction of issue-related costs attributable to the Directed Share Issue.

The Directed Share Issue is directed to Anders Hellberg, who, through the Directed Share Issue and by way of subscription for new shares in the Rights Issue to the amount of SEK 20 million (see further under section “*Subscription and guarantee commitments*”), is intended to become a significant shareholder in the Company. Anders Hallberg brings more than 25 years of experience in healthcare investing. He was previously the majority owner of the fund management company HealthInvest Partners AB and has held earlier roles as sell-side analyst and portfolio manager specializing in the healthcare sector. Anders Hallberg has been ranked as the top medical technology analyst by Prospera and was named Fund Manager of the Year in the healthcare funds category by Dagens Industri and Morningstar. He currently serves as Chairman of the Board of Directors of Medivir, listed on Nasdaq Stockholm, and is the owner of Hallberg Management AB. The Board of Directors believes that, in its current phase of development, the Company would benefit from strengthening its shareholder base with a financially strong, long-term sector specialist investor who can actively contribute to the Company’s continued development and sustainable value creation.

Following an overall assessment and careful consideration, the Board of Directors considers that the implementation of the Directed Share Issue, with deviation from the shareholders’ preferential rights, in combination with the subsequent Rights Issue, constitutes a better alternative for the Company and its shareholders than carrying out an isolated rights issue. The Board assesses that this procedure, viewed objectively, is in the joint interest of both the Company and its shareholders. In making this assessment, the Board has in particular considered the following:

- The Directed Share Issue enables the Company to introduce a new principal shareholder with significant strategic value for the Company’s continued development.
- An isolated rights issue is assessed, in light of prevailing market volatility and uncertain market conditions, to entail an increased risk of adverse impact on the share price. By initiating the capital raising with the Directed Share Issue, the Board considers that the Company creates increased stability in the process.
- The combination of the Directed Share Issue and the subsequent Rights Issue enables existing shareholders to partially protect their ownership interests, while at the same time providing the Company with strategically valuable ownership.
- That Anders Hallberg has undertaken to support the Rights Issue by subscribing for new shares in an amount of SEK 20 million, thereby reducing the need for external guarantee commitments by the corresponding amount and consequently lowering any costs related to guarantee fees
- The implementation of the Directed Share Issue is assessed to be achievable at lower cost and with less complexity than an isolated rights issue, which would likely require additional underwriting structures and thereby result in higher costs and/or increased dilution.

The Board’s overall assessment is therefore that the reasons for deviating from the shareholders’ preferential rights in the Directed Share Issue outweigh the reasons supporting the main principle of preferential rights, and that the Directed Share Issue, in combination with the Rights Issue, constitutes the most advantageous alternative for the Company and all its shareholders.

In connection with the resolution on the Directed Share Issue, the Board of Directors has given particular consideration to the requirement of market terms. The subscription price has been determined through arm's length negotiations and is, in light of prevailing market conditions and the fact that shareholders are offered the opportunity to subscribe for shares at the same subscription price in the Rights Issue, assessed to be on market terms.

Changes in share capital, number of shares and dilution

In the event that the Rights Issue is fully subscribed, the number of shares will increase by 7,416,746, from 37,083,731 to 44,500,477. The share capital will increase by SEK 815,842.06, from SEK 4,079,210.41 to SEK 4,895,052.47. For existing shareholders who do not participate in the Rights Issue, this will, upon full subscription, result in a dilution effect of approximately 16.7 per cent of the share capital and 12.5 per cent of the voting rights in the Company.

The Directed Share Issue will increase the number of shares by 2,285,715, from 44,500,477 to 46,786,192. The share capital will increase by SEK 251,428.65, from SEK 4,895,052.47 to SEK 5,146,481.12. The Directed Share Issue will result in a dilution effect of approximately 4.9 per cent of the share capital and 3.8 per cent of the voting rights in the Company.

The aggregate dilution resulting from both the Directed Share Issue and the Rights Issue amounts to a maximum of approximately 20.7 per cent of the share capital and 15.7 per cent of the voting rights in the Company.

Lock-up undertakings

In connection with the Rights Issue, the Company has agreed to a lock-up undertaking, subject to customary exceptions, whereby the Company's Board of Directors may not propose or resolve on any new share issuances for a period of 180 calendar days after the announcement of the outcome of the Rights Issue. Furthermore, Anders Hallberg has agreed to a lock-up undertaking for any shares subscribed for in the Share Issues, not to sell any shares in Ortoma for a period of 180 calendar days after the announcement of the outcome of the Rights Issue, subject to customary exceptions.

Extraordinary general meeting

The Board of Directors' resolutions regarding the Share Issues are subject to approval of both the Rights Issue and the Directed Share Issue by the extraordinary general meeting to be held on 24 March 2026. Shareholders representing approximately 34.5 per cent of the shares and votes in the Company have undertaken or expressed their intention to vote in favour of the Share Issues. Notice of the extraordinary general meeting will be published through a separate press release.

Disclosure document

Full terms of the Rights Issue and certain information about the Company will be presented in a disclosure document in accordance with Article 1.4 db of the Regulation (EU) 2017/1129 of the European Parliament and of the Council (the "**Prospectus Regulation**"). The disclosure document, prepared in accordance with Annex IX to the Prospectus Regulation, is expected to be published on or around 27 March 2026.

Ortoma postpones interim report for Q1 2026

The Board of Directors of Ortoma has decided to postpone the publication of the Company's interim report for Q1 2026 to May 21 2026, instead of May 13 2026. The reason for postponing the date for publication of the report is attributable to the Rights Issue.

Advisors

DNB Carnegie Investment Bank AB acts as Sole Global Coordinator and Sole Bookrunner in connection with the Rights Issue. Norma Advokater KB is legal adviser to the Company.

Important information

Publication, release, or distribution of this press release may in certain jurisdictions be subject to legal restrictions and persons in the jurisdictions where the press release has been made public or distributed should be informed of and follow such legal restrictions. The recipient of this press release is responsible for using this press release and the information herein in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer or solicitation to buy or subscribe for any securities in Ortoma AB (publ) in any jurisdiction, either from Ortoma AB (publ) or from anyone else.

This press release is not a prospectus according to the definition in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A disclosure document prepared in accordance with Article 1.4 db and Annex IX of the Prospectus Regulation regarding the Rights Issue described in this press release will be prepared and published by the Company prior to the commencing of the subscription period.

This press release does not constitute an offer or solicitation to buy or subscribe for securities in the United States. The securities mentioned herein may not be sold in the United States without registration, or without an exemption from registration, under the U.S. Securities Act from 1933 ("**Securities Act**"), and may not be offered or sold within the United States without being registered, covered by an exemption from, or part of a transaction that is not subject to the registration requirements according to the Securities Act. There is no intention to register any securities mentioned herein in the United States or to issue a public offering of such securities in the United States. The information in this press release may not be released, published, copied, reproduced or distributed, directly or indirectly, wholly or in part, in or to Australia, Hong Kong, Israel, Japan, Canada, New Zealand, Singapore, South Africa, Switzerland, the United States or any other jurisdiction where the release, publication or distribution of this information would violate current rules or where such an action is subject to legal restrictions or would require additional registration or other measures beyond those that follow from Swedish law. Actions in contravention of this instruction may constitute a violation of applicable securities legislation.

Please note that an investment in the Company is subject to regulation under the Foreign Direct Investment Act (2023:560), which requires investors, under certain conditions, to notify and obtain approval from the Swedish Inspectorate for Strategic Products. Investors should make their own assessment of whether a notification obligation exists before making any investment decision.

Forward-looking statements

This press release contains forward-looking statements related to the Company's intentions, estimates or expectations with regard to the Company's future results, financial position, liquidity, development, outlook, estimated growth, strategies and opportunities as well as the markets in which the Company is active. Forward-looking statements are statements that do not refer to historical facts and can be identified by the use of terms such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "implies", "should", "could" and, in each case, their negative, or comparable terminology. The forward-looking statements in this press release are based on various assumptions, which in several cases are based on further assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there is no guarantee that they will occur or that they are correct. Since these assumptions are based on assumptions or estimates and involve risks and uncertainties, actual results or outcomes, for many different reasons, may differ materially from those what is stated in the forward-looking statements. Due to such risks, uncertainties, eventualities and other significant factors, actual events may differ materially from the expectations that expressly or implicitly are contained in this press release through the forward-looking statements. The Company does not guarantee that the assumptions which serve as a basis for the forward-looking statements in this press release are correct, and each reader of the press release should not rely on the forward-looking statements in this press release. The information, opinions and forward-looking statements that expressly or implicitly are stated herein are provided only as of the date of this press release and may change. Neither the Company nor any other party will review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events that occur or circumstances that arise with respect to the contents of this press release, beyond what is required by law or Nasdaq Stockholm Rulebook.

Potential investors should not put undue trust in the forward-looking statements herein, and potential investors are strongly recommended to read the sections in the disclosure document that include a more detailed description of the factors that can affect the Company's business and its associated market.

[1] DNB Bank ASA is the parent company of DNB Carnegie Investment Bank AB. DNB Bank ASA has entered into put option agreements for a predetermined consideration with a number of natural and legal persons according to which DNB Bank ASA has the right to sell any shares acquired in the Rights Issue at a price corresponding to the subscription price in the Rights Issue.

For further information, please contact:

Yvonne Mårtensson, Chairman of the Board
Fredrik Strömberg, CEO
E-post: info@ortoma.com

About Us

Ortoma AB develops surgical systems for the planning and positioning of implants in hip, knee and spinal surgery. The purpose of the company's surgical system, Ortoma Treatment Solution™ (OTS) is to enable surgeons to accurately measure and plan 3D surgery for the placement of joint implants, and during surgery, to optimally position the implant in the patient. Ortoma's surgical system is aimed at providing better patient outcomes, fewer complications and less follow-up surgeries – and thus better long-term survival rates for implants. OTS is a system that is easily integrated into the processes and routines currently used in surgery, thereby increasing efficiency. Globally, more than 7.5 million orthopedic procedures are performed each year where OTS could be used in hip, knee and spinal surgery. In Sweden, around 42,000 surgical procedures were performed last year, involving hip, knee or spinal surgery. Ortoma's B shares are listed on Nasdaq First North Growth Market Stockholm. For more information see: www.ortoma.com

This information is information that Ortoma 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 2026-03-03 08:00 CET.

Attachments

Ortoma carries out a 100 per cent guaranteed rights issue of approximately SEK 52 million, and a directed new issue of shares of SEK 16 million