



PRESS RELEASE

02 June 2025 19:15:00 CEST

Senzime carries out directed share issue of SEK 110 million

The board of directors of Senzime AB (publ) ("Senzime" or the "Company") has today resolved on a directed share issue of a maximum of 24,000,000 shares at the subscription price SEK 4.60 per share (hereinafter the "Issue"). The subscription price corresponds to the closing price of the Company's share on June 2, 2025. The issue is thus carried out without a discount. The persons entitled to subscribe for the Issue are a group of new institutional investors including Unionen (Sweden's largest trade union), Protean and ShapeQ GmbH, as well as existing and long-term investors including the Crafoord Family and Foundation, Segulah Medical Acceleration, Fredrik Rapp and Swedbank Robur. Through the Issue, Senzime will receive a total of SEK 110 million (before issue costs).

About the issue

The issue will be carried out in two separate tranches. The first tranche ("**Tranche 1**") comprises a maximum of 23,300,000 shares – which, with the above-mentioned subscription price, correspond to SEK 107.18 million – and is issued by the board of directors based on the authorization granted at the Annual General Meeting on 19 May 2025. The persons/entities entitled to subscribe for Tranche 1 are a limited number of investors who have expressed a long-term commitment to the Company, including the new institutional investors Unionens (Sweden's largest trade union), Protean and ShareQ GmbH as well as existing and long-term shareholders including the Crafoord family and Foundation, Segulah Medical Acceleration, Fredrik Rapp and Swedbank Robur. The reasons for existing shareholders participating in the Issue are partly that this has been part of the negotiations with the new investors, and partly that the board of directors has deemed it strategic and wise to include these long-term and committed shareholders in the Issue. Subscription of shares in Tranche 1 may be made until 4 June 2025.

The second tranche consists of a maximum of 700,000 shares ("**Tranche 2**") – which, with the stated subscription price, corresponds to SEK 3.22 million – and has been resolved by the board of directors subject to subsequent approval by an extraordinary general meeting of the Company. The reason why a general meeting is needed in this part is that the person entitled to subscribe is board member Adam Dahlberg, who has not participated in the board's preparation or decision regarding the Issue. Adam Dahlberg has entered into a subscription undertaking for all shares in Tranche 2. The approval of a general meeting requires a majority of at least nine-tenths (according to the so-called Leo Act). The said general meeting is scheduled for Monday, June 30, 2025. The notice will be published through a separate press release. Subject to the approval of Tranche 2 by the general meeting, subscription of the shares may take place during three banking days after the meeting.

The subscription price in the Issue (both tranches) amounts to SEK 4.60 per share. The subscription price corresponds to the closing price of the share on Nasdaq Stockholm on this day, i.e. 2 June 2025 (the closing price was SEK 4.67). The subscription price has been decided by the board of directors after negotiations with the new investors and in consultation with the Company's financial advisor, Zonda Partners. The Board's assessment is that the subscription price is in line with market conditions.

Upon full subscription in the Issue, the Company will receive proceeds of SEK 110.40 million before issue costs. The Issue means that the Company's share capital will increase by SEK 3,000,000 to SEK 19,651,880.75. Assuming full subscription, the Issue entails a dilution of 15.27 percent.

In order to facilitate the completion of the Issue, the shares in Tranche 1 will initially be subscribed for by Nordic Issuing AB, in its capacity as issuing agent. The subscription price at this stage will correspond to the quota value of the shares. On the settlement date, the Company will receive the remaining amount from the subscribers, i.e. the difference between the actual subscription price (4.60) and the quota value. The shares in Tranche 2 are subscribed for and paid for directly by the person entitled to subscribe, provided that the general meeting has previously given its approval.

Background and rationale

Senzime intends to use the net proceeds from the Issue to continue the commercial expansion, ensure the progress of ongoing innovation projects and finance the Company's working capital needs in line with the expected growth. Furthermore, the Issue means that the Company strengthens the shareholder base with additional long-term, strategically important and international investors, something that the board of directors believes will increase security and stability for the Company and its shareholders. As previously announced, the Company previously considered financing via loans. However, the board of directors has decided to raise the financing via a share issue. The reason for the board's decision is that the cost of the loan financing is relatively high and in light of the investors' continued strong support for the Company, the board of directors makes the assessment that an issue is a wiser form of financing.

"We've managed to close a strong and effective financing round with the support of both new and existing long-term investors. The raised capital gives us the prerequisites to realize our current strategic plan and reach positive cash flow. Senzime's sales are growing rapidly, and we have evaluated several different financing options including loan structures. Given the positive response from investors, it was clear that a directed share issue was the best and most capital-efficient solution at this time. I would like to extend a big thank you to the investors and welcome them on the rapid global roll-out of our TetraGraph system," comments Philip Siberg, CEO of Senzime.

Deviation from shareholders' preferential rights

The board of directors has considered alternative financing options, including the possibility of carrying out a rights issue. The board of directors is aware that cash issues should, as a general rule, be carried out as rights issues and has taken into account the guidelines from the Swedish Stock Market Self-Regulation Committee (ASK). According to the guidelines, it may be considered acceptable to deviate from the shareholders' preferential rights if it can be considered to be in the interest of the shareholders on objective grounds.

After an overall assessment, and taking into account the current market situation and the Company's financial position, the board of directors is of the opinion that it is objectively in the interest of the Company and its shareholders to carry out the Issue in accordance with the terms and conditions presented above. In its assessment, the board of directors has made the considerations below.

- The Issue enables the Company to further diversify and strengthen the shareholder base with *new shareholders* of strategic importance, which is not possible to secure through a rights issue. Furthermore, the Issue is expected to further strengthen the shareholder base through subscription from already *existing, larger and strategically important shareholders* who have expressed continued long-term interest in the Company. Such stronger shareholder base contributes to increased security and stability for the Company and the shareholders.
- A rights issue would be significantly *more time and resource consuming*, especially as a result of work and costs related to, among other things, guarantee procurement and possibly prospectus work.

- The issue will be carried out at a price corresponding to the latest market price, i.e. *without a discount*. A rights issue would most likely have had to be carried out at a discount, which would lead to significant dilution effects for the Company's existing shareholders. This has been avoided by the alternative now chosen. From a shareholder perspective, a rights issue at a discounted price also always entails a risk that the share price will be negatively affected.

Taking into account the above, the board of directors has assessed that the Issue, in accordance with the terms and conditions presented, constitutes a better alternative for all shareholders than a rights issue. The board of directors' overall assessment is therefore that the reasons for a directed share issue outweigh the reasons for a rights issue under the main principle, and that the Issue may be considered to be in the best interests of both the Company and the shareholders.

Counsellor

Zonda Partners has acted as financial advisor in connection with the Issue and Advokatfirman Lindahl has acted as legal advisor.

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About Senzime

Senzime is a leading medical device company at the forefront of a changing healthcare market, driven by new clinical guidelines and emerging technologies. Established in 1999, Senzime develops and markets precision-based monitoring systems that improve outcomes, reduce costs, and advance perioperative patient safety. The flagship solution is the TetraGraph® system, proven best-in-class for accurate monitoring of neuromuscular transmission during surgery and used in thousands of operating rooms across the globe. The system helps to secure precise dosing of paralytic drugs and provides enhanced insights to safeguard every patient's journey, from anesthesia to recovery.

Headquartered in Uppsala, Sweden, Senzime is publicly traded on the Nasdaq Stockholm Main Market (SEZI), with cross-trading on the US OTCQX Market (SNZZF), and backed by long-term investors. More information is available at senzime.com.

This information is information that Senzime AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 2 juni 2025 CET. 19.15 CET.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer to sell or an offer to buy or subscribe for shares issued by the Company in any jurisdiction where such offer or invitation would be unlawful or require additional registration or other measures.

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This press release is not a prospectus as set forth in Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. The Company has not approved any securities offering to the public in any member state of the EEA and no prospectus has been published or will be published in connection with the Share Issue. In each member state of the EEA, this message is only directed towards "qualified investors" in that member state in accordance with the definition in the Prospectus Regulation.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of Article 86(7) of the Financial Services and Markets Act 2000) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2) (a) to (d) of the Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the shares. Any investment decision in connection with the Share Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the financial advisor.

This press release does not constitute a recommendation for any investors' decisions regarding the Share Issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for 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 may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. 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 Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless this is required under law or Nasdaq Stockholm's rulebook for issuers.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Sensime have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Sensime may decline and investors could lose all or part of their investment; the shares in Sensime offer no guaranteed income and no capital protection; and an investment in the shares in Sensime is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Share Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Sensime.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Sensime and determining appropriate distribution channels.

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Attachments

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