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OPTICEPT CARRIES OUT A RIGHTS ISSUE OF SHARES OF APPROXIMATELY SEK 80.4 MILLION AND BRINGS FORWARD THE PUBLICATION OF ITS Q3 REPORT

The Board of Directors of OptiCept Technologies AB ("OptiCept" or the "Company") has today, subject to subsequent approval by the Extraordinary General Meeting on 6 November 2024, resolved to carry out an issue of shares with preferential rights for the Company's existing shareholders of approximately SEK 80.4 million before issue costs (the "Rights Issue"). The subscription price amounts to SEK 5.00 per share. The subscription price reflects a discount of approximately 29 percent relative to the volume-weighted average price (VWAP) of the Company's shares on the Nasdaq First North Growth Market during the period from October 4, 2024, to October 17, 2024. In connection with the Rights Issue, the Company has received subscription undertakings totaling approximately SEK 15.4 million from, among others, the largest shareholders, including the majority shareholder FPS Food Process Solutions Holding B.V, as well as all members of the Board of Directors and senior executives. In addition, the Company has received guarantee commitments of approximately SEK 41 million. The Company has thus received subscription undertakings and guarantee commitments totaling approximately SEK 56.4 million, corresponding to approximately 70 percent of the Rights Issue. The proceeds from the Rights Issue are primarily intended to be used for continued international expansion and increased production capacity. The Rights Issue is subject to approval by the Extraordinary General Meeting on 6 November 2024. Notice of the Extraordinary General Meeting will be published through a separate press release. To secure the Company's liquidity needs until the Rights Issue has been completed, the Company has entered into bridge loan agreements totaling SEK 8.5 million. In addition, the Board of Directors has, due to the Rights Issue, decided to bring forward the publication of the interim report for the period 1 July - 30 September 2024. The interim report will be published immediately after this press release.

Background and reasons

In recent years, OptiCept has focused on identifying prioritized business areas that can generate cash flows in the short term and has made several breakthroughs in 2024, including in the solid and liquid foods business areas. The Company's technologies have the potential to be implemented in a wide range of verticals, such as biogas, healthcare, forestry, food and plant industries. In 2023, the decision was made that the Company will work with the following prioritized business areas:

- Liquid foods (olive oil and juice).
- Solid foods (potato).
- Forest industry (cuttings).
- The flower industry (cut flowers).

Within the above business areas, the Company has secured several significant deals and thereby commenced commercialization. OptiCept continuously evaluates these focus areas based on several criteria, including investment willingness, the need for technological development, the expected impact of OptiCept's technology, and scalability. The Company may engage in areas outside of these, but only if customers cover all costs.

OptiCept is currently in an expansive phase, thanks to breakthroughs in the solid foods business area (potato industry) and liquid foods (olive oil industry and juice industry). The historically high order volume for the Company in 2024 paves the way for global commercialization and increased production. With an expected strong growth in the order flow going forward, the Company wants to secure capital to deliver existing and upcoming orders, increase production, reduce lead times and invest in strategic research and development to ensure that business opportunities can be addressed.

To enable continued development and finance the Company's operations, the Board of Directors has decided to carry out the Rights Issue. In addition to the above, the purpose of the Rights Issue is primarily to be able to maintain competitiveness and increase the commercial growth rate, by investing in international expansion. This will be achieved by increasing production capacity, investing in product development and intensifying marketing, sales, installation and service efforts in the key markets of South America, Asia, South Africa and Southern Europe.

In the event of a fully subscribed Rights Issue, the Company will receive net proceeds of approximately SEK 68.3 million after deduction of issue costs, which are expected to amount to approximately SEK 12.2 million. The net proceeds are then intended to be used with approximately SEK 9 million for repayment of bridge loans including interest, after which the remaining amount is intended to be used for the following purposes stated in order of priority:

- **International expansion:** Marketing, sales, installation and service in new and existing geographic markets (approximately 30 percent).
- **Expansion of production capacity:** Investments in fixed assets, new suppliers, and inventories that increase production capacity and reduce lead times (approximately 25 percent).

- **Product development:** Development of existing technology for increased capacity and lower costs that enables further commercialization and industrial adaptation (approximately 20 percent).
- **Financing of the Company's day-to-day operations, including strengthening of the Company's capital structure:** Strengthening the Company's balance sheet through repayment of loans, strengthening cash and financing of operating activities (approximately 25 percent).

Thomas Lundqvist, CEO of OptiCept, comments:

“This issue gives OptiCept the opportunity to realize the growth we see ahead of us. OptiCept is generally well placed to attract interest from investors and institutions, but we are now choosing to prioritize our existing shareholders. They will thus have an opportunity to take part on favorable terms, at a very exciting stage in OptiCept's development. The progress and milestones we have achieved over the past few quarters have greatly accelerated our transformation into an established commercial company. OptiCept is now in the most exciting phase in the Company's history, and I am grateful for the support we have from our loyal shareholders.”

Terms and conditions for the Rights Issue

The Board of Directors has today, subject to approval by the Extraordinary General Meeting on 6 November 2024, resolved to carry out the Rights Issue in accordance with the following main terms and conditions:

- The Rights Issue comprises a maximum of 16,092,625 new shares in the Company.
- Those who are registered as shareholders in the share register maintained by Euroclear Sweden AB on the record date 8 November 2024 are entitled to subscribe for shares with preferential rights in the Rights Issue. Existing shareholders as of the record date will be granted one (1) subscription right per one (1) existing share. Sixteen (16) subscription rights entitle the holder to subscribe for five (5) shares.
- The subscription price in the Rights Issue amounts to SEK 5.00 per share. The subscription price reflects a discount of approximately 29 percent relative to the volume-weighted average price (VWAP) of the Company's shares on the Nasdaq First North Growth Market during the period from October 4, 2024, to October 17, 2024.
- The Rights Issue corresponds to a valuation of OptiCept (pre-money) of approximately SEK 257 million.
- The last day of trading in OptiCept's share including the right to receive subscription rights is 6 November 2024 and the first day of trading excluding the right to receive subscription rights is 7 November 2024.
- The subscription period in the Rights Issue runs from and including 12 November 2024 up to and including 26 November 2024. Subscription rights that are not exercised during the subscription period become invalid and lose their value.
- Trading in subscription rights will take place on Nasdaq First North Growth Market from and including 12 November 2024 up to and including 21 November 2024.
- Trading in BTA (Paid Subscribed Share) will take place on Nasdaq First North Growth Market from 12 November 2024 up to and including 14 December 2024.

- Upon full subscription of shares in the Rights Issue, the Company will receive proceeds of approximately SEK 80.4 million, before deduction of issue costs, which are estimated to amount to approximately SEK 12.2 million, of which guarantee compensation amounts to approximately SEK 6.2 million.
- The Rights Issue is covered to approximately 19 percent by subscription undertakings and approximately 51 per cent of guarantee commitments. The Rights Issue is thus covered to 70 percent of subscription undertakings and guarantee commitments.
- OptiCept expects to announce the outcome of the Rights Issue on or about 28 November 2024.
- If not all shares are subscribed for by exercise of subscription rights, allotment of the remaining shares shall be made within the highest amount of the Rights Issue: firstly, to those who have subscribed for shares by exercise of subscription rights (regardless of whether they were shareholders on the record date or not) and who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of subscription rights that each and every one of those, who have applied for subscription of shares without exercise of subscription rights, have exercised for subscription of shares; secondly, to those who have applied for subscription of shares without exercise of subscription rights and if allotment to these cannot be made in full, allotment shall be made pro rata in relation to the number of shares the subscriber in total has applied for subscription of shares; and thirdly, to those who have provided underwriting commitments with regard to subscription of shares, in proportion to such underwriting commitments. To the extent that allotment in any section above cannot be done pro rata, allotment shall be determined by drawing of lots.

Subscription undertakings and guarantee commitments

The Company has received subscription undertakings from, among others, the largest shareholders, including the majority shareholder FPS Food Process Solutions Holding B.V., and all members of the Company's board of directors and management, amounting to a total of approximately SEK 15.4 million, corresponding to approximately 19 percent of the Rights Issue. No compensation will be paid for entered subscription undertakings.

In addition, the Company has received guarantee commitments from existing and external investors of approximately SEK 41 million, corresponding to approximately 51 percent of the Rights Issue. For guarantee commitments, cash compensation amounting to fifteen (15) per cent of the guaranteed amount is paid.

In total, the Rights Issue is covered by subscription undertakings and guarantee commitments of up to approximately SEK 56.4 million, corresponding to approximately 70 percent of the Rights Issue. The subscription undertakings and guarantee commitments are not secured by bank guarantees, blocked funds, pledging or the like, which is why there is a risk that the commitments, in whole or in part, will not be honored.

Bridge loans

To secure the Company's liquidity needs until the Rights Issue has been completed, the Company has raised two bridge loans, in line with market conditions, of a total of SEK 8.5 million from Torsion Invest AB. The bridge loans will be settled after completion of the Rights Issue.

Bringing forward the interim report 1 July – 30 September 2024

Due to the Rights Issue, the Company's Board of Directors has decided to bring forward the publication of the interim report for the period 1 July - 30 September 2024. The interim report will be published immediately after this press release instead of 28 November 2024 as previously communicated.

Share capital and number of shares

Upon full subscription in the Rights Issue, the number of shares in the Company will increase by 16,092,625 shares from 51,496,408 to 67,589,033 and the share capital will increase by SEK 1,448,336.25 from SEK 4,634,676.72 to SEK 6,083,012.97, corresponding to a dilution effect of approximately 23.8 percent.

Extraordinary General Meeting

The Board of Directors' resolution on the Rights Issue is subject to subsequent approval by the Extraordinary General Meeting on 6 November 2024. Notice of the Extraordinary General Meeting will be published through a separate press release.

Indicative timetable for the Rights Issue

- 6 November 2024: Extraordinary General Meeting to approve the Rights Issue.
- 6 November 2024: Last day of trading in the Company's share with the right to participate in the Rights Issue.
- 7 November 2024: First day of trading in the Company's share excluding the right to participate in the Rights Issue.
- 8 November 2024: Record date for the right to participate in the Rights Issue.
- 8 November 2024: Estimated date for publication of prospectus regarding the Rights Issue (the "**Prospectus**").
- 12 November 2024 – 21 November 2024: Trading in subscription rights will take place on Nasdaq First North Growth Market.
- 12 November 2024 – 26 November 2024: Subscription period.
- 28 November 2024: Estimated date for announcement of the outcome of the Rights Issue.
- 12 November 2024 – 14 December 2024: Trading in paid subscribed shares (BTA).

Prospectus

Complete terms and conditions for the Rights Issue, other information about the Company as well as information about subscription undertakings and guarantee commitments will be set out in the Prospectus, which is expected to be published on 8 November 2024.

Advisers

Corpura Fondkommission AB, www.corpura.se, is acting as financial advisor and Setterwalls Advokatbyrå AB is acting as legal advisor to OptiCept in connection with the Rights Issue. Aqurat Fondkommission AB acts as the issuing agent.

Important information

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in OptiCept. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for shares in OptiCept will only be made through the Prospectus that OptiCept estimates to publish on 8 November 2024 on OptiCept's website, www.opticept.se. The upcoming approval of the Prospectus by the Swedish Financial Supervisory Authority shall not be regarded as an approval of the shares or any other securities.

This release is not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017/1129 ("**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. 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 shares or other securities in OptiCept. In order for investors to fully understand the potential risks and benefits associated with a decision to participate in the Rights Issue, any investment decision should only be made based on the information in the Prospectus. Thus, investors are encouraged to review the Prospectus in its entirety. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an **advertisement**.

The information in this press release may not be released, distributed or published, directly or indirectly, in or into the United States of America, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland or any other jurisdiction in which such action would be unlawful or would require registration or any other measures than those required by Swedish law. Actions in violation of these restrictions may constitute a violation of applicable securities laws. No shares or other securities in OptiCept have been registered, and no shares or other securities will be registered, under the United States Securities Act of 1933, as amended (the "**Securities Act**") or the securities legislation of any state or other jurisdiction in the United States of America and no shares or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States of America, except under an available exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States of America.

Within the European Economic Area ("**EEA**"), no public offering of shares or other securities ("**Securities**") is made in other countries than Sweden. In other member states of the EU, such an offering of Securities may only be made in accordance with the Prospectus Regulation. In other member states of the EEA which have implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation and/or in accordance with an applicable exemption under a relevant

national implementation measure. In other member states of the EEA which have not implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption under national law.

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 the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) 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**”); (ii) high net worth entities etc. falling within Article 49(2)(a) to (d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be made available under 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 press release may contain forward-looking statements which reflect the Company’s current view on future events and financial and operational development. Words such as “intend”, “expect”, “anticipate”, “may”, “believe”, “plan”, “estimate” and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development, and the actual outcome could differ materially from the forward-looking statements.

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About Us

OptiCept Technologies AB (publ) provides the food and plant industry with technological solutions that contribute to a more sustainable world and enable climate-smart economic growth. OptiCept optimizes biological processes - Increased extraction from raw material, extended shelf life, reduced waste, and improved quality (taste, aroma, color, nutritional content) of the final product.

The positive effects of technology increase efficiency for our customers, better products for the consumers, and minimal impact on our environment. Through patented technology in PEF (pulsed electric field) and VI (Vacuum Infusion), the technology opens up new business opportunities for the food and plant industry worldwide. OptiCept's vision is to contribute to a sustainable world by offering efficient green cutting-edge technology that is easy to use in the areas of FoodTech and PlantTech.

The company is located in Lund and the share is traded on the Nasdaq First North Growth Market (ticker: OPTI). The Company's Certified Adviser is Carnegie Investment Bank AB (publ).

For further information visit:

[OptiCept Technologies Official Website](#)

This information is information that OptiCept Technologies 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 2024-10-18 08:00 CEST.

Attachments

OptiCept carries out a rights issue of shares of approximately SEK 80.4 million and brings forward the publication of its Q3 report