

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, BELARUS, HONG KONG, JAPAN, CANADA, NEW ZEALAND, RUSSIA, SWITZERLAND, SINGAPORE, SOUTH AFRICA, SOUTH KOREA OR IN ANY OTHER JURISDICTION IN WHICH THE RELEASE, DISTRIBUTION OR PUBLICATION OF THIS PRESS RELEASE WOULD BE UNLAWFUL, REQUIRE REGISTRATION OR ANY OTHER MEASURES.

Iconovo decides on a rights issue of units of approximately SEK 28.7 million subject to approval by extraordinary general meeting

The board of Iconovo AB (“Iconovo” or the “Company”) has today resolved on an issue of units, consisting of shares and warrants (together, “Units”), of approximately SEK 28.7 million before issue expenses with preferential rights for existing shareholders (the “Rights Issue”). The subscription price per Unit is SEK 5.40, corresponding to SEK 5.40 per share. The main purpose of the Rights Issue is to support the execution of the ICORES project with Amneal and the ICOPRE project with a generic Ellipta product, as well as support development of a product with intranasally inhaled semaglutide in ICOONE Nasal. The Rights Issue is subject to approval by an extraordinary general meeting in the Company, which is planned to be held on 29 October 2024. The Rights Issue is 100 percent covered by subscription undertakings, subscription intentions and guarantee commitments. Notice to the extraordinary general meeting will be disclosed in a separate press release.

Summary of the Rights Issue

- One (1) existing share in the Company entitles to one (1) unit right. Three (3) unit rights entitle to subscription of one (1) Unit, consisting of one (1) share and one (1) warrant series TO 1.
- The Rights Issue comprises a maximum of 5,306,125 new shares and 5,306,125 new warrants series TO 1.
- The subscription price in the Rights Issue is SEK 5.40 per Unit, corresponding to SEK 5.40 per share. The warrants series TO 1 are issued free of charge.
- One (1) warrant of series TO 1 entitles to subscription of one (1) new share in the Company, to a subscription price of SEK 5.40 per share from 2 March 2026 to and including 16 March 2026.
- Through the Rights Issue Iconovo can initially receive a maximum of SEK 28.7 million before expenses related to the Rights Issue, which are expected to amount to approximately SEK 2.4 million whereof SEK 0.9 million consists of guarantee commission.
- Shareholding senior executives and board members of the Company, as well as some larger shareholders, have undertaken to subscribe for Units in the Rights Issue for a total amount of SEK 10.2 million, corresponding to approximately 35.7 percent of the Rights Issue. Furthermore, CEO Johan Wäborg, chairman Carl Lindgren and board member Berndt Axelsson have undertaken to subscribe for Units in addition to the parties’ pro rata shares to a total amount of approximately SEK 2 million, corresponding to approximately 7.0 percent of the Rights Issue. In addition, one of the Company’s existing shareholders has expressed its intention to subscribe for its pro rata share of Units in Rights Issue to an amount of approximately SEK 0.7 million, corresponding to 2.5 percent of the Rights Issue. Moreover, three of the Company’s existing shareholders have provided guarantee commitments amounting to approximately SEK 15.7 million, corresponding to approximately 54.9 percent of the Rights Issue. Thus, the Rights issue is fully covered by subscription undertakings, intentions to subscribe for Units and guarantee commitments.
- The subscription period takes place from and including 4 November 2024 to and including 18 November 2024.

- Unit rights not exercised during the subscription period become invalid and lose their value. Trading in unit rights is planned to take place on Nasdaq First North Growth Market from and including 4 November 2024 to and including 13 November 2024. Trading in paid subscribed units (BTU) is planned to take place on Nasdaq First North Growth Market from and including 4 November 2024 to and including 26 November 2024.
- The Rights Issue entails a maximum initial dilution of 25.0 percent. Assuming full subscription in the Rights Issue and full exercise of the warrants series TO 1, there will be an additional dilution effect corresponding to 20.0 percent in relation to the new number of shares after the fully subscribed Rights Issue.
- Existing shareholders of Iconovo on the record date 31 October 2024 will have preferential rights to subscribe for Units in the Rights Issue. Final day of trading in Iconovo's share including right to obtain unit rights is 29 October 2024. The shares are traded without right to obtain unit rights from 30 October 2024.
- Complete information regarding the Rights Issue and information about the Company will be presented in an information memorandum expected to be made public on the Company's website on 30 October 2024 (the "Memorandum").

Reasons for the Rights Issue and use of proceeds

Iconovo's innovative and patent-protected inhalators enable the development of new effective and user-friendly pharmaceuticals for an array of diseases. The Company develops novel promising treatment concepts and establishes already in an early developmental phase revenue-generating collaborations with international pharmaceutical companies that take the projects further to the market. Currently the focus is set on inhalable GLP 1-analogues for diabetes and obesity, and generic versions of asthma and COPD products. The first substance in an Iconovo inhaler is estimated to reach the market in 2026 and the company is expected to show profitability on a full-year basis the same year.

The Company's existing working capital is according to the board's assessment not sufficient to finance Iconovo's plans for the coming twelve months, and therefore the board has resolved on the Rights Issue. Working capital means the Company's ability to meet its financial obligations. The Company's liquidity prognosis of cash flows and cash at hand indicates that the working capital is depleted in December 2024 and that the deficit amounts to approximately SEK 28 million during the coming twelve months. The board's assessment is that the net proceeds from the Rights Issue will cover the Company's liquidity demands during at least the coming 12 months.

If the Rights Issue is fully subscribed, Iconovo will initially receive approximately SEK 28.7 million before issue expenses of approximately SEK 2.4 million. The net proceeds of approximately SEK 26.3 million are intended to be used for general corporate purposes and to finance the Company's main projects, where the focus is the following:

1. finalize the licensing process for a generic product based on the Ellipta portfolio in the Company's ICOpre inhalator
2. support and consult Amneal in developing a generic product based on Symbicort in the Company's ICOpre inhalator
3. finance the development of a product with intranasally inhaled semaglutide for obesity in the ICOone Nasal inhalator to the stage of preclinical proof-of-concept, where licensing is expected to take place.

If the Rights Issue is fully subscribed and all warrants of series TO 1 are exercised for subscription of shares, the Company will receive additional net proceeds of approximately SEK 27.6 million after issue expenses of approximately SEK 1 million, which is intended to be used for the following purposes stated in order of priority:

1. give customer support during development of products in the ICOPre/Ellipta generics project and for registration and launch of ICORes/Symbicort generics,
2. further use of the Company's fully developed inhalators in order to cost-effectively offer development and licensing of reformulated pharmaceuticals in large markets where there is also a good scientific rationale for inhaling substances, such as in obesity, lung cancer and other pulmonary diseases, and
3. general corporate purposes.

Subscriptions undertakings, subscription intentions and guarantee commitments

Shareholding senior executives and board members of the Company, as well as some larger shareholders, have undertaken to subscribe for Units in the Rights Issue for a total amount of SEK 10.2 million, corresponding to approximately 35.7 percent of the Rights Issue. Furthermore, CEO Johan Wåborg, chairman Carl Lindgren and board member Berndt Axelsson have undertaken to subscribe for Units in addition to the parties' pro rata shares to a total amount of approximately SEK 2 million, corresponding to approximately 7.0 percent of the Rights Issue. In addition, one of the Company's existing shareholders has expressed their intention to subscribe for their pro rata share of Units in Rights Issue to an amount of approximately SEK 0.8 million, corresponding to 2.5 percent of the Rights Issue. Moreover, the three existing shareholders Gerald Engström (through Färna Invest AB), Landia AB and Bolite Invest AB have entered into guarantee commitments amounting to approximately SEK 15.7 million, corresponding to approximately 54.9 percent of the Rights Issue. Thus, the Rights issue is fully covered by subscription undertakings and guarantee commitments.

Gerald Engström's guarantee commitment through Färna Invest AB implies that he (directly and indirectly) may exceed 20 percent of the votes in Iconovo upon fulfilment of the guarantee. Thus, this means that the fulfillment of the part of the guarantee commitment that requires approval from the Inspectorate of Strategic Products ("ISP") according to the Screening of Foreign Direct Investments Act (2023:560) is conditional upon that ISP makes a decision resulting in that allocation may be made.

Guarantee commitments entitle to a cash remuneration of 6.0 percent of the guaranteed amount. No remuneration is paid for subscription undertakings. Neither the subscription undertakings nor the guarantee commitments are secured by bank guarantees, escrow funds, pledge or similar arrangements.

Additional information about the parties that have provided subscription undertakings and guarantee commitments will be made public in the Memorandum.

Change in share capital and number of shares and dilution

If the Rights Issue is fully subscribed, the share capital in the Company will initially increase by SEK 530,612.50, from SEK 1,591,837.50 to SEK 2,122,450.00, through the issuance of 5,306,125 shares. The number of shares thus increases from 15,918,375 to 21,224,500 shares. For existing shareholders not participating in the Rights Issue this entails a dilution effect of 25.0 percent of capital and votes in the Company.

Assuming full subscription in the Rights Issue and full exercise of the warrants series TO 1, the share capital in the Company will increase by an additional SEK 530,612.50, from SEK 2,122,450.00 to SEK 2,653,062.50, through issuance of 5,306,125 shares. The number of shares thus increases from 21,224,500 to 26,530,625 shares. This corresponds to an additional dilution effect of 20.0 percent. The total dilution upon full subscription in the Rights Issue and full exercise of the warrants series TO 1 amounts to 40.0 percent.

Extraordinary general meeting

The board's resolution on the Rights Issue is subject to approval by an extraordinary general meeting ("EGM") planned to be held on 29 October 2024 and that the EGM resolves on changing the limits for the number of shares and the share capital in the Company's articles of association in accordance with the board's proposition. Shareholders that together hold approximately 35.7 percent of the shares and votes in the

Company have undertaken to vote in favour of the Rights Issue and the proposed amendment to the articles of association at the Extraordinary General Meeting on 29 October 2024. Notice to the EGM will be made public through a separate press release.

Preliminary time table for the Rights Issue

29 October 2024	Extraordinary general meeting
29 October 2024	Last day of trading including right to obtain unit rights.
30 October 2024	First day of trading excluding the right to obtain unit rights.
30 October 2024	Planned date for publication of the Memorandum.
31 October 2024	Record date for participation in the Rights Issue.
4 – 18 November 2024	Subscription period.
4 – 13 November 2024	Trading in unit rights.
4 – 26 November 2024	Trading in paid subscribed units (BTU).
19 November 2024	Planned date for disclosure of the outcome of the Rights Issue.
From 2 December 2024	Trading in new shares.*

*Note that depending on different routines at different banks and custodians the trading may begin before or after this date.

Advisors

Iconovo has engaged Penser by Carnegie, Carnegie Investment Bank AB (publ), and Setterwalls Advokatbyrå AB as financial and legal advisors in connection with the Rights Issue.

For more information, please contact:

Johan Wäborg, CEO
Tel: +46 707 78 51 71
E-mail: joan.waborg@iconovo.se

About Iconovo

Iconovo (Nasdaq First North Growth Market: ICO) develops new inhaled medicinal products in collaboration with international pharmaceutical companies. The company provides several types of patent-protected inhalers that can generate significant commercial opportunities in the development of novel pharmaceuticals and vaccines and at patent expirations for established pharmaceuticals. The most advanced project is a generic version of the asthma and COPD product Symbicort® which is expected to reach the market in 2026. Iconovo plans to market this product in the Nordic region through its subsidiary Iconovo Pharma, while the company's partner Amneal Pharmaceuticals has the rights in other parts of Europe and the United States. Certified Adviser is Carnegie Investment Bank AB (publ).

Important information

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, warrants or other securities in Iconovo. 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 Units in Iconovo will only be made through the Memorandum that the Company estimates to publish on 30 October 2024 on Iconovo's website www.iconovo.com. The Memorandum does not constitute a prospectus as defined in the provisions of Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council ("**Prospectus Regulation**") and has not been reviewed, registered or approved by the Swedish Financial Supervisory Authority. The offering in the Memorandum is exempt from the prospectus obligation in accordance with Article 3 (2) of the Prospectus Regulation and Chapter 2, Section 1 of the EU Prospectus Regulation (Supplemental Provisions) Act (2019:414) due to the fact that the amount offered by the Company to the public is less than EUR 2.5 million. This release is not a prospectus in accordance with the definition in the Prospectus Regulation and, accordingly, 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, warrants or other securities in Iconovo. 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 Memorandum. Thus, investors are encouraged to review the Memorandum in its entirety.

The information in this press release may not be released, distributed or published, directly or indirectly, in or into the United States, 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, warrants or other securities in Iconovo have been registered, and no shares, warrants 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, warrants or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States, 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.

Within the European Economic Area ("**EEA**"), no public offering of shares, warrants or other securities ("**Securities**") is made in other countries than Sweden. In other member states of the European Union ("**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.

Since Iconovo conducts essential services according to the Swedish Screening of Foreign Direct Investments Act (Sw. lag (2023:560) om granskning av utländska direktinvesteringar), certain investments in the Rights Issue may require review by the Inspectorate of Strategic Products (ISP). Iconovo will, no later than in connection with the publication of the Memorandum, publish more information about this on Iconovo’s website, www.iconovo.com.

This information is information that Iconovo 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 2024-09-25 17:55 CEST.

Attachments

[Iconovo decides on a rights issue of units of approximately SEK 28.7 million subject to approval by extraordinary general meeting](#)