



## PRESS RELEASE

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# Senzime issues a fourth and final tranche of consideration shares to sellers of Respiratory Motion

In connection with the acquisition of Respiratory Motion, Inc. ("Respiratory Motion"), which was announced on June 1, 2022, Senzime AB (publ) ("Senzime" or the "Company") agreed to issue up to 8,477,937 shares in one or several tranches as initial consideration. A first tranche of 2,127,537 shares was issued on July 1, 2022, a second tranche of 5,055,954 shares was issued on July 5, 2023 and a third tranche of 1,582,909 shares was issued on November 7, 2023. Senzime's Board of Directors has today, based on the authorization granted by the general meeting on May 16, 2024, resolved to issue a fourth and final tranche of 40,523 shares to the remaining sellers of Respiratory Motion that have fulfilled the conditions precedent to receive shares. The shares are issued at the same subscription price as in the first tranche, i.e. SEK 18.59 per share.

On June 1, 2022, the Company entered into an acquisition agreement on the purchase of all of the outstanding shares in Respiratory Motion for an initial consideration of USD 19 million on a cash- and debt-free basis (the "Initial Consideration") with an additional potential earn-out payment of up to USD 25 million, to be paid out in 2024, at the earliest (the "Transaction"). The earn-out payment is based on the outcome of Respiratory Motion's sales budget for 2023.

Pursuant to the Transaction agreements, the Initial Consideration shall, following customary adjustments for net debt and normalized working capital, be paid with 8,477,937 shares in Senzime (the "Consideration Shares") to those sellers of Respiratory Motion that fulfil certain conditions precedent. Each seller who fulfils the conditions will receive its part of the Initial Consideration, which is offset against the subscription amount for the seller's Consideration Shares.

Senzime's Board of Directors has now, in relation to the Transaction and based on the authorization to issue shares granted by the general meeting on May 16, 2024, resolved on a directed issue of up to 40,523 shares at a subscription price of SEK 18.59 per share. The subscription price per share represents the volume weighted average price (VWAP) for the period of the last twenty trading days up to and including May 31, 2022. The shares are issued to the remaining sellers of Respiratory Motion that have fulfilled the conditions. Payment for the shares is made through set-off against the sellers' share in the Initial Consideration. The reason for the deviation from the shareholders' pre-emption rights is to complete the Transaction in accordance with to the agreements entered into.

This share issue entails a dilution of approximately 0.03 percent of the number of shares and votes in the Company (calculated as the number of newly issued shares divided by the total number of shares in the Company after this share issue). The number of shares and votes in the Company will increase through the share issue by 40,523 from 133,174,523 to 133,215,046. The share capital will increase by SEK 5065.375 from SEK 16,646,815.3750 to SEK 16,651,880.75.

On July 1, 2022, a number of 2,127,537 Consideration Shares were issued, on July 5, 2023 a number of 5,055,954 Consideration Shares were issued, on November 7, 2023 a number of 1,582,909 Consideration Shares were issued and now up to 40,523 Consideration Shares are being issued. The total number of Consideration Shares issued as a result of the acquisition of Respiratory Motion now amounts to 8,806,923, which is slightly higher – 328,986 shares – than the number that was originally communicated (which was 8,477,937 shares). The difference is due to final contractual commitments within the transaction. Respiratory Motion has been consolidated into Senszime's financial reporting since July 1, 2022.

### **Prospectus**

Senzime have prepared a prospectus for the Consideration Shares. The prospectus was approved by the Swedish Financial Supervisory Authority on August 1, 2022. The prospectus is available on the Company's website, [www.senzime.com](http://www.senzime.com), and on the Swedish Financial Supervisory Authority's website, [www.fi.se](http://www.fi.se). The shares in this share issue will be admitted to trading on Nasdaq Stockholm as soon as they have been duly registered with the Companies Registration Office and Euroclear Sweden.

### **Advisor**

Advokatfirman Lindahl is acting as legal advisor to Senszime in connection with the Consideration Share Issues.

### **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. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Senszime in any jurisdiction, neither from Senszime nor from anyone else.

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. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied or distributed, directly or indirectly, in whole or in part, to Australia, Canada, Japan or the United States of America or in any other jurisdiction where the announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. Senzime has not authorized any offer to the public of shares or rights in any member state of the EEA. In any EEA Member State and in the United Kingdom, this communication is only addressed to and is only directed at qualified investors in that Member State or in the United Kingdom within the meaning of 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" 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 document and should not act or rely on it.

#### **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 Senzime have been subject to a product approval process, which has determined that the 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 may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares 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 Senzime.

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

#### **Forward-looking statements**

To the extent 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 nor does it accept any responsibility for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Undue reliance should not be placed on the forward-looking statements in this press release. The information, opinions and forward-looking statements contained in this press release speak only as at its date and are subject to change without notice. The Company does not undertake any obligation 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.

**For further information, please contact:**

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**About Sensime**

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Sensime develops CE- and FDA-cleared precision-based patient monitoring solutions to safeguard patients during anesthesia and recovery. Sensime's TetraGraph® and ExSpirom® 2Xi systems are powered by proprietary, smart algorithms to monitor neuromuscular and respiratory function in real-time during and after surgery. The technologies are based on 40+ years of science and developed to enhance patient safety targeting over 100 million patients globally. Sensime's products are commercialized in over 30 countries including direct sales teams in US and Germany.

Established in 1999 and headquartered in Uppsala, Sweden, Sensime is backed by long-term investors and listed on the Nasdaq Stockholm Main Market (SEZI), with cross-trading on the New York OTCQX market (SNZZF). More information is available at [sensime.com](http://sensime.com).

**Attachments**

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**[Sensime issues a fourth and final tranche of consideration shares to sellers of Respiratory Motion](#)**