

Simris Group AB (publ) resolves on a directed issue of convertible debentures of EUR 678,000 and amends existing loan facilities

The board of directors of Simris Group AB (publ) ("Simris Group" or the "Company") has today resolved, pursuant to the authorisation granted by the annual general meeting held on 28 May 2025, on a directed issue of convertible debentures, of maximum EUR 678,000 (the "Convertible Issue"). The issue is directed to the investors Praesidio Wealth Solutions Fund SPC Ltd, Osiris International Trustees Limited as trustee of the Mountain High Trust, Russel Ziman and Glen Phillip Heneck (the "Investors"). In connection therewith, the existing loan facilities (amounting in total to approximately EUR 1.65 million including accrued interest) from investors and management have been amended to interest free loan facilities as from 1 August 2025 and the maturity date for the loan facility with The Brand Laboratory FZ has been extended to 1 January 2027. The Convertible Issue and the amendment of the existing facilities are part of a package deal with the Investors to provide further bridge financing to the Company and reduce running costs in the preparation for an anticipated capital raise in the Company.

The Convertible Issue

The board of directors of the Company has resolved that the Company shall take up a convertible debenture loan at a nominal amount of maximum EUR 678,000 from the Investors (the "**Convertibles**"). The maturity date of the Convertibles is set to 31 March 2026, with a right for the holders to convert into shares of series B during the month of March 2026 to the extent conversion has not taken place before such date in connection with a capital raise in the Company. Upon conversion, the conversion price shall be the lower of (i) SEK 0.125 and (ii) price corresponding to 70 per cent of the share price offered to investors in the next capital raise of at least 10 million SEK. The Convertibles are interest free, but subject to a set-up fee of 5 per cent of the Convertibles nominal value (equalling EUR 33,700) that becomes due 30 days after the registration of the Convertibles.

Through the Convertible Issue, the Company receives financing capital of EUR 678,000 (before transaction costs) that will provide the Company with necessary liquidity in order to drive the business forward and the needed time to create conditions for a larger capital raise.

The terms and conditions for the Convertibles, including the conversion price, have been established after arm's length negotiations with the Investors, whereby the Company has taken into account a number of market factors. Thus, the board of directors' assessment is that the terms and conditions of the Convertibles are in accordance with market conditions.

Amendments of the existing loan facilities with investors and management

The Company has previously entered into loan facility agreements with certain investors and management, including with The Brand Laboratory FZ and some of the Investors. The principal

amounts of existing loan facilities are approximately EUR 1.52 million excluding accrued interest amounting to approximately EUR 0.14 million (the "**Loan Agreements**"). All maturity dates for all loan facilities occurs on 31 March 2026, except for the loan facility with The Brand Laboratory FZ.

The key factors to the amendments of the Loan Agreements are that all Loan Agreements becomes interest free as from 1 August 2025 until the maturity date and all accrued interest as per 31 July 2025 is added to the principal amounts of the loan facilities (amounting in total to approximately EUR 1.65 million thereafter). Further, the maturity date of the loan facility with The Brand Laboratory FZ is extended to 1 January 2027.

Deviation from the shareholders' preferential rights

The right to subscribe for the Convertibles, with deviation from the shareholders' preferential rights, vest in the Investors (Praesidio Wealth Solutions Fund SPC Ltd, Osiris International Trustees Limited as trustee of the Mountain High Trust, Russel Ziman and Glen Phillip Heneck).

The board of directors has carefully considered the likelihood of acquiring financing capital through a rights issue with preferential rights and determined that currently there are several reasons that make it more advantageous for the Company to first acquire further bridge financing through a directed issue of convertible debentures in combination with beneficial amendments of the existing loan facilities. The Convertibles and the amendments the Loan Agreements are part of a package deal with the Investors to provide further financing to the Company and reduce running costs and thereby create conditions and much needed time for an anticipated larger capital raise. The Company needs more time to prepare for a larger capital raise and is running low on liquid funds. It is further anticipated that the Convertibles will be converted into shares in connection with a future capital raise. There is also a substantial risk, given the outcome in previous rights issues, that a rights issue would not have been fully subscribed at this time, thereby requiring guarantee commitments, which would entail additional costs for the Company and even greater risk for dilution for current shareholders.

Dilution and changes in the share capital

At full conversion of the Convertibles based on a conversion price of SEK 0.125, calculated as of the date of this announcement, the dilution would amount to approximately 8.9 per cent, meaning that the Company's share capital would increase by SEK 607,488.00 from SEK 6,251,448.98 to SEK 6,858,936.98 and the number of shares in the Company would increase by 60,748,800 shares from 625,144,898 shares to 685,893,698 shares. The dilution and changes in the share capital and number of shares may, however, increase in case of conversion in connection with a capital increase depending on the applicable conversion price.

Advisor

Advokatfirman Delphi is acting as legal advisor to Simris Group in connection with the Convertible Issue and the amendment of the loan facilities.

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About Simris Group AB (PUBL):

Simris Group is a biologics company identifying and commercialising high value, natural, biologically active compounds found in microalgae and cyanobacteria to extract for applications in biopharmaceuticals, dietary supplements and cosmetics.

Simris Group's shares are traded on the Nasdaq First North Growth Market with the short name SIMRIS and ISIN code SE0008091664.

Certified Adviser is Amudova AB, telephone: 08-546 017 58, email: info@amudova.se.

This information is information that Simris Group 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 2025-07-27 21:57 CEST.

Attachments

[Simris Group AB \(publ\) resolves on a directed issue of convertible debentures of EUR 678,000 and amends existing loan facilities](#)