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## NANOLOGICA CARRIES OUT DIRECTED SHARE ISSUES OF APPROX. SEK 13.7 MILLION IN TOTAL, AND A FULLY SECURED RIGHTS ISSUE OF APPROX. SEK 82.5 MILLION

The Board of Directors of Nanologica AB (publ) ("Nanologica" or the "Company") has today resolved to carry out a directed share issue of approx. SEK 8.6 million to the seller in connection with the acquisition of Ardena Södertälje AB (the "Set-off Issue"), a directed share issue of approx. SEK 5.1 million (the "Directed Issue") and a new issue of shares of approx. SEK 82.5 million with preferential rights for the Company's existing shareholders (the "Rights Issue", together with the Set-off Issue and the Directed Issue, the "Share Issues"). The Directed Issue is directed to a limited number of investors, including Exmere Ltd and the Company's CEO Andreas Bhagwani via the wholly-owned company Vega Bianca AB. The Share Issues are subject to approval by the General Meeting and the Board of Directors has decided to convene an Extraordinary General Meeting on March 4, 2026. Notice of the Extraordinary General Meeting will be published through a separate press release. The Company has received subscription commitments and underwriting commitments in the Rights Issue totaling approx. SEK 82.5 million, which corresponds to 100 percent of the Rights Issue. The Company's main owner Flerie Invest AB ("Flerie") has undertaken to subscribe for its pro rata share in the Rights Issue, corresponding to approx. 43.6 percent of the Rights Issue or approx. SEK 36 million. Flerie has also entered into a underwriting commitment in the form of a top-level guarantee free of charge corresponding to approx. 17 percent of the Rights Issue or approx. SEK 14 million. Payment for the shares subscribed for by Flerie in the Rights Issue shall be made by set-off against Flerie's loan to the Company. The remaining 39.4 percent of the Rights Issue, or approx. SEK 32.5 million, is covered by underwriting commitments in the form of bottom guarantees. The main purpose of the Share Issues is to strengthen the Company's financial position and meet the Company's need for working capital for the production and sale of the Company's silica media NLAB Saga® and offset loans.

### Summary

- The Set-off Issue is directed to Ardena Sweden AB (the "Seller") and comprises a maximum of 21,453,780 new shares and is carried out in order to fulfill the Company's obligations under the share purchase agreement that the Company has entered into with the Seller regarding the

acquisition of all shares in Ardena Södertälje AB ("Syntagon"). According to the terms of the share purchase agreement, the purchase price shall be paid through a promissory note that is offset against newly issued shares. The subscription price in the Set-off Issue is SEK 0.40 per share, which corresponds to the subscription price in the Rights Issue.

- The Directed Issue comprises a maximum of 12,750,000 shares and will provide the Company with proceeds of approx. SEK 5.1 million before transaction costs. Participants in the Directed Issue consist of a limited group of investors, including Exmere Ltd and the Company's CEO, Andreas Bhagwani, through the wholly-owned company Vega Bianca AB. The subscription price in the Directed Issue is SEK 0.40 per share, which corresponds to the subscription price in the Rights Issue.
- The Rights Issue comprises a maximum of 206,196,246 shares and will, if fully subscribed, provide Nanologica with approx. SEK 82.5 million before issue costs.
- The subscription price in the Rights Issue is SEK 0.40 per share.
- The Company's existing shareholders have preferential rights to subscribe for shares in the Rights Issue in proportion to the number of shares held on the record date.
- One (1) existing share in the Company on the record date entitles to one (1) subscription right and three (3) subscription rights entitle the holder to subscribe for seven (7) new shares.
- The record date for participation in the Rights Issue is expected to be 9 March 2026. The subscription period in the Rights Issue is expected to run from 11 March 2026 up to and including 25 March 2026.
- The Share Issues are subject to approval by an Extraordinary General Meeting expected to be held on March 4, 2026.
- The proceeds from the Rights Issue and the Directed Issue are primarily intended to be used to strengthen the Company's financial position and meet the Company's need for working capital for the production and sale of the Company's silica media NLAB Saga®, and offset loans.
- Flerie has undertaken to subscribe for its pro rata share in the Rights Issue, corresponding to approx. 43.6 percent of the Rights Issue or approx. SEK 36 million. Flerie has also entered into a underwriting commitment in the form of a top-level guarantee free of charge corresponding to approx. 17 percent of the Rights Issue or approx. SEK 14 million. Payment for the shares subscribed for by Flerie in the Rights Issue shall, as far as possible, be made by set-off against Flerie's loan to the Company. The remaining 39.4 percent of the Rights Issue, or approx. SEK 32.5 million, is covered by underwriting commitments in the form of bottom guarantees. The Rights Issue is thus fully covered by subscription commitments and underwriting commitments.
- In the event that the entire outstanding loan amount from Flerie cannot be set off within the framework of the Rights Issue, the Board of Directors intends to resolve on a directed set-off issue to Flerie subject to the subsequent approval of the general meeting where the issue amount shall correspond to the remaining outstanding loan amount after the Rights Issue.
- The Board of Directors has also decided to propose that the Extraordinary General Meeting authorizes the Board of Directors to resolve on a directed issue of shares to underwriters who choose to have their underwriting remuneration paid in shares.
- The Company will prepare and publish an information document (the "Information Document") in accordance with Article 1(4)(db) and Article 1(5)(ba) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "Prospectus Regulation").

## Background and rationale

Nanologica has a positive development on a growing market where net revenues in 2025 increased by almost 50 percent compared to 2024, to approx. SEK 21 million. Macro factors on the Company's market are strong and with a now stabilized production, the Company is well positioned to deliver sustained growth in the core business. To do so, the next production campaign of the Company's main product NLAB Saga® needs to start, which increases the Company's need for working capital. NLAB Saga® is a silica-based media used to purify drugs such as insulin and GLP-1 analogues (e.g. Ozempic® and Wegovy®) during production.

In addition, the Company has announced a strategic add-on acquisition of the Södertälje-based contract manufacturer (CDMO) Syntagon. The purpose of the acquisition is to strengthen Nanologica's capacity and expertise in production and to accelerate the Company's growth. The acquisition is expected to generate positive cash flow and create meaningful operational and commercial synergies. Nanologica believes that Syntagon has good opportunities to increase sales from the current level of approximately SEK 80 million as early as 2026 through increased sales efforts and thus intends to strengthen the organization in sales and business development.

## Use of proceeds

Through the Directed Issue, the Company will receive proceeds of approx. SEK 5.1 million before deduction of issue costs and upon full subscription in the Rights Issue, the Company will receive proceeds of an additional approx. SEK 82.5 million before deduction of issue costs and before set-off of loans. The costs related to the Share Issues are estimated to amount to approx. SEK 6.5 million. The net proceeds from the Directed Issue and the Rights Issue are intended to be used for the following purposes:

- Increased production to meet expected increased demand for the Company's silica media NLAB Saga®
- Realization of growth potential in Syntagon through a strengthened sales organization
- Improved working capital and strengthened financial position
- Set-off of loans (approx. SEK 36 – 47.8 million depending on how many shares in the Rights Issue are subscribed for and paid for by set-off by Flerie)

## Terms and conditions for the Directed Issue and deviation from the shareholders' preferential rights

The Board of Directors has today, subject to the subsequent approval of a General Meeting, resolved on a directed share issue of a maximum of 12,750,000 shares with deviation from existing shareholders' preferential rights. Through the Directed Issue, the Company will receive proceeds of approximately SEK 5.1 million before issue costs.

The purpose of the Directed Issue and the reasons for the deviation from the shareholders' preferential rights are as follows: The Board of Directors deems it necessary to carry out financing in a time and cost-effective manner in order to quickly meet the Company's liquidity needs and ensure continued financing of the Company's operations. The Board of Directors has carefully considered the possibility of raising additional capital without deviating from the shareholders' preferential rights. After an overall assessment, the Board of Directors believes that the best alternative for the Company and all shareholders is a combination of a smaller directed issue and a rights issue carried out on the same terms. In this assessment, the Board of Directors has taken particular account of the need for rapid financing and the challenging conditions that currently prevail for smaller listed companies to raise capital. The Board of Directors has taken into account that a rights issue takes longer to

complete compared to a directed share issue. The Directed Issue may be carried out in order to provide the Company with capital in a time-efficient manner to meet the Company's immediate liquidity needs. By combining the Directed Issue with a rights issue, existing shareholders are given the opportunity to defend their ownership and subscribe for shares on the same terms as the external investors participating in the Directed Issue.

The Company's CEO Andreas Bhagwani participates in the Directed Issue through his wholly-owned company Vega Bianca AB with an amount corresponding to his pro-rata share in the Rights Issue. He will therefore not subscribe for shares with preferential rights in the Rights Issue. By Andreas Bhagwani instead participating in the Directed Issue, the Company can receive the proceeds from the Rights Issue before the Rights Issue has been completed, which is deemed necessary to strengthen the Company's liquidity. The Directed Share Issue is also carried out on the same terms and conditions as the Rights Issue and does not entail that Andreas Bhagwani may subscribe for shares on more favorable terms compared to other shareholders. Furthermore, the Directed Issue enables a larger scope for subscription without preferential rights in the subsequent Rights Issue, which gives both existing shareholders who wish to subscribe in addition to their pro rata share and those who wish to subscribe for shares without preferential rights an increased opportunity to participate in the capital raising on the same terms as other subscribers. In addition, the Board of Directors believes that it is strategically valuable for the Company to be able to broaden the ownership group with an external investor through the Directed Issue. The addition of a new investor can contribute to access to additional networks and expertise that can be beneficial for the Company's continued development.

The subscription price in the Directed Issue corresponds to the subscription price in the Rights Issue and has been determined through negotiations with the external investors participating in the Directed Issue. The Board of Directors has also taken into account the current market situation and the dialogues conducted with investors and potential guarantors within the framework of the Rights Issue. The Board of Directors assesses that the subscription price is in line with market conditions and reflects current market conditions and demand.

After an overall assessment and careful consideration, the Board of Directors believes that it is justified and in the interest of the Company and its shareholders to deviate from the main rule regarding shareholders' preferential rights for the purpose of carrying out the Directed Issue, and that the terms of the Directed Issue, including the subscription price, are in line with market conditions.

The Board of Directors' resolution on the Directed Share Issue is subject to the subsequent approval of the general meeting. The resolution requires a majority of at least nine-tenths according to the so-called LEO Act as the Company's CEO Andreas Bhagwani, through the wholly-owned company Vega Bianca AB, participates in the Directed Issue.

**Terms and conditions for the Set-off Issue and deviation from the shareholders' preferential rights**  
As announced through a separate press release on January 29, 2026, the Company has entered into an agreement to acquire all shares in Syntagon. According to the terms of the share purchase agreement, the purchase price of approx. SEK 8.6 million has been paid on the closing through the issuance of a promissory note to the Seller. The seller has a right and an obligation to subscribe for new shares in the Company, whereby payment shall be made by set-off against the promissory note.

In light of the acquisition, the Board of Directors has today, subject to the subsequent approval of the Extraordinary General Meeting, resolved on a directed share issue to the Seller for a total subscription proceeds of approx. SEK 8.6 million. The set-off issue comprises a maximum of 21,453,780 new shares at a subscription price of SEK 0.40 per share, corresponding to the subscription price in the Rights Issue.

The reason for the deviation from the shareholders' preferential rights is to fulfill the Company's obligations under the share purchase agreement that the Company has entered into with Ardena regarding the acquisition of all shares in Ardena Södertälje AB, reg.no. 556266-7161. According to the terms and conditions of the share purchase agreement, the purchase price shall be paid through promissory note which is offset against newly issued shares in the Company. The Board of Directors believes that the directed share issue is to the benefit of both the Company and the shareholders.

The seller has undertaken, through a lock-up undertaking, not to sell the shares subscribed for in the Directed Issue for a period of 18 months from delivery of these shares.

#### **Subscription commitments and underwriting commitments**

Flerie has undertaken to subscribe for its pro rata share in the Rights Issue, corresponding to approx. 43.6 percent of the Rights Issue or approx. SEK 36 million. Flerie has also entered into an underwriting commitment in the form of a top-level guarantee free of charge corresponding to approx. 17 percent of the Rights Issue or approx. SEK 14 million. Payment for the shares subscribed for by Flerie in the Rights Issue shall, as far as possible, be made by set-off against Flerie's loan to the Company. The remaining 39.4 percent of the Rights Issue, or approx. SEK 32.5 million, is covered by underwriting commitments in the form of bottom guarantees. The Rights Issue is thus fully covered by subscription commitments and underwriting commitments.

For the underwriters who have entered into underwriting commitments in the bottom guarantee, a compensation of 12 per cent of the underwritten amount is paid if the underwriter chooses to receive the underwriting compensation in cash or 14 per cent of the underwritten amount if the underwriter chooses to receive the underwriting compensation in shares. The Board of Directors has decided to propose that the Extraordinary General Meeting authorizes the Board of Directors to resolve on a directed issue of shares to underwriters who choose to have their underwriting remuneration paid in shares. The subscription price in the issue to the underwriters shall be SEK 0.40, corresponding to the subscription price in the Rights Issue. The Board of Directors believes that it is to the Company's advantage to be able to offer the underwriters compensation in the form of shares as it means that the Company can benefit from a larger part of the cash issue proceeds. The terms of the underwriting commitments, including the subscription price, have been negotiated with the underwriters at arm's length and the Board of Directors assesses that the terms are in line with market conditions.

Further information about subscription commitments and underwriting commitments will be published in the Information Document that will be published in connection with the Rights Issue.

#### **Over-allotment to offset remaining loans from Flerie**

The shares that Flerie in the Rights Issue shall pay for are paid by set-off against Flerie Invest's outstanding loan to the Company. In the event that the entire loan amount cannot be set off within the framework of the Rights Issue, the Board of Directors intends to resolve on a directed set-off

issue to Flerie subject to the subsequent approval of a General Meeting where the issue amount shall correspond to the remaining outstanding loan amount. Such a resolution will then be made after the announcement of the outcome of the Rights Issue and the Board of Directors will in connection therewith convene an Extraordinary General Meeting to approve the resolution.

### **Extraordinary General Meeting**

The Board of Directors' resolution regarding the Share Issues is conditional upon approval by an Extraordinary General Meeting expected to be held on 4 March 2026 and on the Extraordinary General Meeting resolving to adopt new Articles of Association. Notice of the Extraordinary General Meeting will be published through a separate press release.

### **Terms and conditions for the Rights Issue**

The completion of the Rights Issue is conditional upon the Extraordinary General Meeting approving the Board of Directors' resolution to carry out the Rights Issue and resolving to adopt new Articles of Association in accordance with the Board of Directors' proposal as set out in the notice of the Extraordinary General Meeting. The Board of Directors has also decided to propose that the Extraordinary General Meeting authorizes the Board of Directors to resolve on a directed issue of shares to underwriters who choose to have their underwriting remuneration paid in shares.

One (1) existing share on the record date of March 9, 2026 entitles to one (1) subscription right. Three (3) subscription rights entitle the holder to subscribe for seven (7) new shares. In addition, investors are offered the opportunity to apply for subscription of shares without subscription rights. The subscription price is SEK 0.40 per share. In total, a maximum of 206,196,246 new shares will be issued through the Rights Issue, corresponding to an amount of approximately SEK 82.5 million before transaction costs related to the Rights Issue.

Subject to approval by the Extraordinary General Meeting, the record date for participation in the Rights Issue will be 9 March 2026 and the subscription period for the Rights Issue is expected to run from 11 March 2026 up to and including 25 March 2026. The last day of trading in Nanologica's share including the right to participate in the Rights Issue will be 5 March 2026.

The shares subscribed for and issued in the Set-off Issue and the Directed Issue will be registered with the Swedish Companies Registration Office after the record date for the Rights Issue and thus do not entitle to participation in the Rights Issue.

If not all shares are subscribed for with subscription rights, allotment of the remaining shares within the maximum amount of the Rights Issue shall be made: (i) primarily to those who have subscribed for shares with the exercise of subscription rights, regardless of whether they were shareholders on the record date or not; (ii) secondly, to those who have subscribed for shares without subscription rights and in the event that allotment to these cannot be made in full, allotment shall be made pro rata in relation to the total number of shares that the subscriber has applied for subscription for; (iii) thirdly, to Flerie in its capacity as underwriter in respect of shares subscribed for in accordance with Flerie's underwriting undertaking (top guarantee); and (iv) fourtharily to other underwriters in relation to shares subscribed for in accordance with underwriting commitments (bottom guarantee). To the extent that allotment cannot be made pro rata, allotment shall be made by drawing lots.

Trading in paid subscribed shares ("BTA") on Nasdaq Stockholm is expected to take place during the period from and including 11 March 2026 up to and including 7 April 2026.

### Information document

No prospectus will be prepared in connection with the Rights Issue. Complete terms and conditions for the Rights Issue as well as other information about the Company will be set out in an information document prepared in accordance with Annex IX to the Prospectus Regulation. The information document will be made available on the Company's website, [www.nanologica.com](http://www.nanologica.com) before the start of the subscription period.

### Shares and dilution

Through the Set-off Issue, the share capital will increase by a maximum of SEK 1,094,143 and the number of shares will increase by a maximum of 21,453,780 shares. The Set-off Issue entails a dilution effect of approximately 19.5 percent of the capital and votes in the Company.

Through the Directed Issue, the share capital will increase by a maximum of SEK 650,250 and the number of shares will increase by a maximum of 12,750,000 shares. The Directed Issue entails a dilution effect of approximately 12.6 percent of the capital and votes in the Company.

In the event that the Rights Issue is fully subscribed, the share capital will increase by a maximum of SEK 10,516,008.55 and the number of shares will increase by a maximum of 206,196,246 shares. For existing shareholders who do not participate in the Rights Issue, this entails a dilution of a maximum of 70 percent, with the possibility of being financially compensated for the dilution effect by selling their subscription rights.

In total, the Share Issues entail that the share capital will increase by a maximum of SEK 12,260,401.33, from SEK 4,506,860.82 to SEK 16,767,262.15 and that the number of shares will increase by a maximum of 240,400,026 shares, from 88,369,820 shares to 328,769,846 shares. The Share Issues entail a maximum total dilution effect of approximately 73.12 percent of the capital and votes in the Company.

### Indicative timeplan

4 March 2026	Extraordinary General Meeting
5 March 2026	Last day of trading in the Company's share including the right to subscribe for shares with the support of subscription rights
6 March 2026	First day of trading in the Company's share excluding the right to subscribe for shares by virtue of subscription rights
9 March 2026	Record date for the right to participate in the Rights Issue
About 10 March 2026	Publication of the Information Document
11 March – 25 March 2026	Subscription period in the Rights Issue
11 March – 20 March 2026	Trading in subscription rights
11 March 2026 – 7 April 2026	Trading with BTA

**Advisors**

Nanologica has engaged Redeye AB and Navia Corporate Finance AB as Joint Bookrunners and Bergs Securities AB as Joint Bookrunner and issuing agent, as well as Advokatfirman Lindahl KB as legal advisor in connection with the Rights Issue.

**For further information, please contact:**

Johanna Johansson, Director IR, Communications and Marketing  
Ph: +46 72 211 21 90 or e-mail: [ir@nanologica.com](mailto:ir@nanologica.com)

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This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration, or without the application of an exemption from registration, under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration, an 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 offer of such securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, in or into the United States, Australia, Japan, Canada, Hong Kong, New Zealand, Switzerland, Singapore, South Africa or any other jurisdiction where such release, publication or distribution of this information would be contrary to applicable regulations or where such action is subject to legal restrictions or would require additional registration or other measures than what follows from Swedish law. Actions in violation of this instruction may constitute a violation of applicable securities legislation.

This press release is not a prospectus within the meaning of the Prospectus Regulation and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of securities in any member state of the EEA and no prospectus has been or will be prepared in connection with the Share Issues. In each Member State of the EEA, this press release is only directed at "qualified investors" in that Member State as defined in the Prospectus Regulation. This press release does not identify or purport to identify any risks (direct or indirect) that may be associated with an investment in equities. An investment decision to acquire or subscribe for shares in the Rights Issue may only be made based on publicly available information.

This press release contains forward-looking statements regarding the Company's intentions, assessments or expectations regarding the Company's future results, financial condition, liquidity, development, prospects, expected growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and can be identified by the fact that they contain expressions such as "believes", "estimates", "expects", "anticipates", "intends", "estimates", "will", "may", "assumes", "should", "could" and, in each case, negations thereof, or similar expressions. Forward-looking statements should not be considered to be forward-looking statements. The forward-looking statements in this press release are based on various assumptions, which in several cases are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will occur or that they are correct. Because these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes may, for a variety of reasons, differ materially from those set forth in the forward-looking statements. Such risks, uncertainties, contingencies and other material factors could cause actual events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not warrant that the assumptions underlying the forward-looking statements in this press release are correct and any reader of the press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements expressed or implied herein are provided only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly release any revisions to any forward-looking statements to reflect events that occur or circumstances that arise with respect to the content of this press release, unless required by law or applicable stock exchange rules.

**For further information, please contact**

Johanna Johansson  
Director IR, Communications and Marketing  
johanna.johansson@nanologica.com  
+46 72 211 21 90

**About Nanologica AB (publ)**

Nanologica is a Swedish life science tools company that develops, manufactures, and sells advanced consumables to pharmaceutical manufacturers. Nanologica's products are specially developed for the purification of peptide drugs, such as insulin and GLP-1 analogues. Due to effective purification and a long lifetime for the products, they can increase productivity and reduce costs for pharmaceutical manufacturers. Nanologica operates in a global niche market that is growing as a result of increased demand for drugs for the treatment of diabetes and obesity. The company's mission is to increase access to cost-effective drugs through its purification products and thereby contribute to more patients around the world having access to life-saving treatments. The company is headquartered in Södertälje and Nanologica's share (NICA) is listed for trading on Nasdaq Stockholm Main Market. For further information, please visit [www.nanologica.com](http://www.nanologica.com).

*This information is information that Nanologica 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 persons set out above, at 2026-01-30 08:16 CET.*

**Attachments**

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