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Acarix publishes prospectus in connection with the company's fully guaranteed rights issue

On September 11, the Board of Directors of Acarix AB (publ) ("Acarix" or the "Company") announced that the Board of Directors resolved upon a new issue of shares and warrants ("Units") with preferential rights for the Company's existing shareholders of approximately SEK 54 million (the "Rights Issue"). The Board of Director's resolution of the Rights Issue was approved by an Extra General Meeting held on September 28, 2023. A prospectus, which has been prepared in connection with the Rights Issue, has today on October 3, 2023 been approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) (the "SFSA"). The prospectus is available at Acarix's website (www.acarix.com) and Erik Penser Bank's website (www.penser.se). The subscription period in the Rights Issue commences tomorrow, Wednesday, October 4, 2023.

Prospectus

The prospectus that Acarix has prepared in connection with Rights Issue has today been approved by the SFSA. The prospectus, containing complete terms and instructions, and application forms can be obtained from Acarix and Erik Penser Bank and is available at Acarix's website (www.acarix.com) and Erik Penser Bank's website (www.penser.se). The prospectus will also be available at the website of the SFSA (<https://fi.se/sv/vara-register/prospektregistret/>). The prospectus has only been prepared in Swedish.

The prospectus has been prepared as an EU-Growth prospectus in accordance with article 15 in the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The prospectus has been approved by the SFSA, which is the Swedish competent authority in accordance with the Prospectus Regulation, in accordance with article 20 in the Prospectus Regulation. The SFSA only approves the prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The approval should not be considered as an endorsement of Acarix or as an endorsement of the quality of the shares that are the subject of the prospectus and does not indicate that the SFSA guarantees that the facts in the prospectus are correct or complete. Investors should make their own assessment as to the suitability of investing in the Rights Issue.



Subscription period and subscription

The subscription period in the Rights Issue commences tomorrow, Wednesday, October 4, 2023. Application forms will be available on the Company's and Erik Penser Bank's web page respectively.

Guarantee and subscription undertakings

The Company has received subscription undertakings and guarantee commitments corresponding to a total of approximately SEK 54.3 million, meaning that the Rights Issue is fully guaranteed. The subscription undertakings amount to approximately SEK 2.6 million, corresponding to approximately 4.7 percent of the Rights Issue. The guarantee commitments consist of bottom guarantees and top guarantees. The bottom guarantees amount to approximately SEK 33.7 million, corresponding to approximately 62.0 percent of the Rights Issue and the top guarantees amount to SEK 18.1 million, corresponding to approximately 33.3 percent of the Rights Issue. Subscription undertakings and guarantee commitments from senior executives and board members of Acarix amount to a total of SEK 1.4 million. For top underwriters, a compensation of 14 percent of the underwritten amount is due, to be paid in cash or in shares in the Company, and for bottom underwriting guarantees, a compensation of twelve (12) percent of the guaranteed amount is due, to be paid in cash or in shares in the Company. No compensation is paid for the subscription undertakings. The subscription undertakings and guarantee commitments are not secured by bank guarantee, blocking funds, pledging or similar arrangements.

Time plan for the Rights Issue

October 4 – October 13, 2023	Trading in unit rights
October 4 – October 18, 2023	Subscription period
October 4, 2023 - until approximately one week after the Rights Issue has been registered with the Swedish Company Registration Office (sw. <i>Bolagsverket</i>)	Trading in paid subscription units (Sw. <i>BTU</i>)
October 18, 2023	Expected day of publishing the outcome of the Rights Issue

Advisors

Acarix has mandated Erik Penser Bank AB and Baker McKenzie as financial and legal advisors respectively in connection with the Rights Issue.

For more information contact:



Christian Lindholm, Vice CEO
Phone: +46 705 118333
Email: christian.lindholm@acarix.com

About Acarix

Acarix is a Swedish medical device company that innovates solutions for rapid AI-based rule out of coronary artery disease (CAD). The CE approved and FDA DeNovo cleared Acarix CADScor®System is intended for patients experiencing chest pain with suspected CAD and designed to help reduce millions of unnecessary, invasive and costly diagnostic procedures. The CADScor System uses advanced acoustics and AI-technology to rule out CAD non-invasively in less than 10 minutes, with at least 96% certainty. The CADScor®System has been used on more than 29,000 patients and is recommended as a first-line diagnostic aid as outlined in the clinical workflow developed in collaboration with the American College of Cardiology (ACC). Acarix is listed on the Nasdaq First North Premier Growth Market in Stockholm (ticker: ACARIX). Erik Penser Bank AB (+46 8 463 83 00, certifiedadviser@penser.se) is Certified Advisor of Acarix. For more information, please visit www.acarix.com.

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 legal restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Acarix in any jurisdiction, neither from Acarix nor from someone else.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus, corresponding to an EU Growth Prospectus, will be prepared by the Company in connection with the Rights Issue. The prospectus will be published on the Company's website after the prospectus has been reviewed and approved by the Swedish Financial Supervisory Authority. The Swedish Financial Supervisory Authority approves the prospectus only to the extent that it meets the requirements for completeness, comprehensibility and consistency specified in the Prospectus Regulation.

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 the Company. The information relating to the Rights Issue 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. Erik Penser Bank is acting for Acarix in connection with the Rights Issue and for no one else. Erik Penser Bank will not be responsible to anyone other than Acarix for providing the protections afforded to its clients nor for giving advice in relation to the Rights Issue or any other matter referred to herein.



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 offer of the 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, within or into the USA, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, South Korea, Switzerland or in any other jurisdiction where such 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.

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 press release and should not act or rely on it.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the group 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 that the assumptions on which it is based is 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 forwardlooking 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 and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of the date of this press release and are subject to change without notice. Neither the Company nor anyone else undertake 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, unless it is required by law or Nasdaq First North Premier Growth Market's rule book for issuers.

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 Company's shares have been subject to a product approval process, which has determined that such 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 "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Company's shares may decline and investors could lose all or part of their investment; the Company's shares offer no guaranteed income and no capital protection; and an investment in the Company's 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 Rights 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 UK MiFIR; 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 Company's shares.



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

The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Attachments

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