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Insplorion resolves on a partially guaranteed rights issue of approximately SEK 34,3 million

The board of directors of Insplorion AB (publ) ("Insplorion" or the "Company") has today, on September 2, 2024, subject to subsequent approval at an extraordinary general meeting on October 2, 2024, resolved to carry out a preferential rights issue of shares and warrants ("Units") of initially approximately SEK 34,3 million before deductions for issue costs (the "Rights Issue"). The Company has entered into agreements on subscription and guarantee commitments amounting to a total of approximately SEK 20.5 million, corresponding to 60 percent of the Rights Issue. The issue proceeds will be used to finance the acceleration of the Company's development of its hydrogen sensor. Notice to the extraordinary general meeting will be published in a separate press release.

Summary of the Rights Issue

- The Rights Issue comprises a maximum of 42,820,556 Units, where each Unit consists of one (1) share and one (1) warrant of series T03 free of charge.
- The subscription price amounts to SEK 0,80 per Unit, corresponding to SEK 0,80 per new share, which, assuming that the Rights Issue is fully subscribed, results in the Company receiving approximately SEK 34,3 million before deductions for issue costs which are estimated to approximately SEK 5 million.
- If the Rights Issue is fully subscribed and the warrants are fully exercised, the Company receives an additional issue proceeds of approximately SEK 9-43 million before issue costs, depending on the final strike price for the warrants.
- One (1) existing share in the Company on the record date entitles to nine (9) unit rights. Five (5) unit rights entitles to subscription of one (1) Unit.
- Two (2) warrants will entitle the holder to subscribe for one (1) new share in the Company at a subscription price corresponding to 70 percent of the volume-weighted average price ("VWAP") paid for the Company's shares on Nasdaq First North Growth Market during the ten (10) preceding trading days up to and including May 5, 2025, however not lower than SEK 0.40 and not higher than SEK 2.00. The exercise period will run between May 7, 2025 and May 20, 2025.
- The record date for the Rights Issue is October 4, 2024 and the subscription period runs from and including October 8, 2024 up to and including October 22, 2024.
- The last day of trading in Insplorion's share with the right to participate in the Rights Issue is October 2, 2024.
- A number of the Company's existing shareholders, including chairman Jonas Ehinger, board members Daniel Johansson, Hedvig Paradis, Magnus Jonsson and Jan Burenius as well as the CEO Johan Rask of the Company have undertaken to subscribe for shares corresponding to approximately SEK 2 million, corresponding to approximately 6 percent of the Rights Issue. In

addition, the Company has entered into guarantee commitment agreements with a number of additional external investors for a total of SEK 18.5 million, corresponding to approximately 54 percent of the Rights Issue. The rights issue is thus covered by subscription and guarantee commitments which together correspond to 60 percent of the rights issue.

- The Company intends to publish a prospectus regarding the Rights Issue on October 4, 2024.

Reasons for the Rights Issue

Insplorion is an environmental technology company, which with its Nano Plasmonic detection platform (Nano Plasmonic Sensing, NPS) develops sensors with a focus on hydrogen detection. The Company believes that their technology has competitive advantages, such as speed, against other technologies, and also considers the market for its product to be in a very strong growth phase with great potential. For hydrogen to become an integral part of an energy system, hydrogen sensors are needed throughout the value chain for safety and cost-effectiveness. The Company experiences a strong interest in the Company's hydrogen gas sensor from the market. Insplorion also manufactures and sells research instruments based on Nanoplasmonic detection technology.

The hydrogen sensor can become a decisive component in the rapidly growing market for hydrogen-based energy systems. In order to give Insplorion optimal conditions to realize its growth potential and to achieve a successful commercialization of the Company's hydrogen sensors, the board has resolved to carry out the Rights Issue. The capital from the Rights Issue will strengthen the financial position and provide the conditions to accelerate the Company's development in hydrogen.

According to the board's assessment, the existing working capital is not sufficient for the current needs for the next twelve months. The net proceeds from the Rights Issue are deemed to be sufficient to finance the acceleration of the Company's development of its hydrogen sensor and are intended to be allocated according to the following order of priority of main activities and estimated scope regardless of the subscription rate in the Rights Issue:

- Complete ATEX certification of the hydrogen gas sensor NPS-P2 including establishing the production line (about 40 percent)
- Further development and commercialization of hydrogen sensors (about 40 percent)
- Various ongoing operating costs (administrative costs and working capital) that may arise in the Company's daily operations related to the Company's project agreements and customer collaborations (approximately 20 percent)

In the event that all warrants of series T03 are used to subscribe for shares, the Company will receive issue proceeds of an additional approximately SEK 9-43 million before issue costs, depending on the final strike price for the warrants. The net proceeds from the warrants are intended to be used in accordance with the order of priority and scope set out above.

Terms of the Rights Issue

The board of directors of Insplorion has today, on September 2, 2024, subject to subsequent approval at an extraordinary general meeting to be held on October 2, 2024, resolved to carry out a preferential rights issue of no more than 42,820,556 Units. Each Unit consists of one (1) share and one (1) free warrant of series T03.

The right to subscribe for Units shall be granted to existing shareholders, where one (1) existing share entitles to nine (9) unit rights and five (5) unit rights entitles to the subscription of one (1) Unit. In addition, investors have the possibility to subscribe for Units without unit rights.

The subscription price in the Rights Issue amounts to SEK 0.80 per Unit, corresponding to SEK 0.80 per share, resulting in the Company raising a maximum of SEK 34.3 million before deduction of issue costs and excluding any additional capital that may be raised when the warrants are exercised.

The warrants are issued free of charge and can be used to subscribe for new shares during the period from and including May 7, 2025 up to and including May 20, 2025. Two (2) warrants entitle the holder to subscribe for one (1) new share in the Company at a strike price of 70 percent of the volume-weighted average price ("VWAP") paid for the Company's shares on Nasdaq First North Growth Market during the ten (10) preceding trading days up to and including May 5, 2025, however not lower than SEK 0.40 and not higher than SEK 2.00. Provided that all warrants are exercised, Insplorion will receive approximately SEK 9-43 million before deductions for issue costs. The warrants will be admitted to trading on the Nasdaq First North Growth Market after final registration of the Rights Issue with the Swedish Companies Registration Office.

The record date for obtaining unit rights and the right to participate in the Rights Issue with preferential rights is October 4, 2024. The last day for trading in the share including the right to participate in the Rights Issue with preferential rights is October 2, 2024. The subscription period in the Rights Issue will commence on October 8, 2024 and end on October 22, 2024. The Company's board of directors has the right to prolong the subscription period. Trading in unit rights will take place on the Nasdaq First North Growth Market during the period of October 8, 2024 and end October 17, 2024 and trading in paid subscribed Units ("**BTU**") will commence on October 8, 2024 and is estimated to continue until November 13, 2024.

Allocation principles

In the event that not all Units are subscribed for with the support of unit rights, the board of directors shall, within the limits of the maximum amount set out in the issue, resolve on allotment of Units to those who have subscribed for Units without the support of unit rights. Allotment will be determined on the following grounds:

- Firstly, allotment shall be made to those who have subscribed for Units with the support of unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and in the event of oversubscription in relation to the number of unit rights that each has exercised for subscription of Units and, to the extent that this cannot be done, by drawing lots.
- Secondly, allotment shall be made to others who have subscribed for Units without the support of unit rights, and, in the event that they cannot receive full allocation, in proportion to the number of Units each has applied for subscription, and, to the extent that this cannot be done, by drawing lots.
- Thirdly, allotment of Units subscribed for without unit rights shall be made to the guarantors in proportion to the size of their guarantee commitments, and to the extent that this cannot be done, by drawing lots.

Guarantee commitments

A number of the Company's existing shareholders, including chairman Jonas Ehinger, board members Daniel Johansson, Hedvig Paradis, Magnus Jonsson and Jan Burenius as well as the CEO Johan Rask of the Company have undertaken to subscribe for shares corresponding to approximately SEK 2 million, corresponding to approximately 6 percent of the Rights Issue. In addition, the Company has entered into guarantee commitment agreements with a number of additional external investors for a total of SEK 18.5 million, corresponding to approximately 54 percent of the Rights Issue. The rights issue is thus covered by subscription and guarantee commitments which together correspond to 60 percent of the Rights Issue.

For guarantee commitments, compensation is paid whereby compensation for the guarantee is paid with twelve (12) percent of the guaranteed amount in cash compensation or fourteen (14) percent of the guaranteed amount in the form of newly issued Units in the Company. The subscription price for any Units issued to guarantors shall correspond to 85 percent of the volume-weighted average price (VWAP) of the Company's share on Nasdaq First North Growth Market during the period of trading in unit rights in the Rights Issue, however, not less than the subscription price in the Rights Issue.

The guarantee commitments are not secured through bank guarantees, restricted funds, or pledged assets or similar arrangements.

No compensation is paid for subscription commitments entered into.

Change in number of shares and share capital, including dilution

Provided that the Rights Issue is fully subscribed, the Company's share capital will increase by approximately SEK 6,423,085.34 from approximately SEK 3,568,380.78 to approximately SEK 9,991,466.12, through the issue of 42,820,556 new shares, resulting in the total number of shares increasing from 23,789,198 to 66,609,754 shares, corresponding to a dilution of 64 percent of the number of shares and votes in the Company. If all the warrants are exercised (and assuming the Rights Issue is fully subscribed), the share capital will increase by a further maximum of approximately SEK 3,211,542.67 and the number of shares will increase by a further maximum of 21,410,278 shares, corresponding to a dilution of approximately 24 percent of the number of shares and votes in the Company.

The total dilution, assuming full subscription of the Rights Issue and all warrants being exercised, corresponds to a maximum of 73 percent. Shareholders who do not participate in the Rights Issue have the opportunity to financially compensate for this dilution by selling their unit rights.

Extraordinary General Meeting

The board of directors' resolution regarding the Rights Issue is subject to the approval of an Extraordinary General Meeting to be held on October 2, 2024. Notice of the Extraordinary General Meeting will be made through a separate press release.

Prospectus

Complete terms and conditions for the Rights Issue, as well as other information regarding the Company as well as information on potential subscription and guarantee commitments, will be provided in the prospectus that is planned to be published on October 4, 2024. The prospectus will be

published on the respective websites of Insplorion, Redeye, and Hagberg & Aneborn (www.insplorion.com, www.redeye.se, www.hagberganeborn.se).

Preliminary time plan for the Rights Issue

October 2, 2024	Last day of trading the Company's share with the right to receive unit rights
October 3, 2024	First day of trading the Company's share excluding the right receive unit rights
October 4, 2024	Record day for the Rights Issue
October 4, 2024	Expected publication day of the prospectus
October 8 – 17, 2024	Trading in unit rights
October 8 – 22, 2024	Subscription period
October 8, 2024 – November 13, 2024	Estimated period for trading in BTU
October 24, 2024	Estimated date for announcement of the outcome of the Rights Issue

Advisers

Redeye is acting as financial adviser and Fredersen Advokatbyrå is acting as legal adviser in connection with the Rights Issue. Hagberg Aneborn Fondkommission AB is acting as issuing agent.

Questions are answered by:

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This information is information that Insplorion 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 2024-09-02 08:00 CEST.

About Insplorion

Insplorion's vision is to use sensor technology for an accelerated transition to a sustainable future. With its unique sensor platform NanoPlasmonic Sensing (NPS), Insplorion operates within two fields; hydrogen sensors and research instruments. The hydrogen sensors enable safe and efficient deployment of hydrogen infrastructure through its unique benefits in detection speed, selectivity and ability to function in environments where many sensor technologies cannot. Our instruments give scientists around the world real time data within battery research and surface processes in fields like catalysis, material- and life science. Redeye AB is Insplorion's Certified Adviser on Nasdaq First North Growth Market.

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IMPORTANT INFORMATION

This press release does not contain and does not constitute an offer to acquire, subscribe or otherwise trade in shares, Units, unit rights, BTUs, convertibles or other securities in Insplorion. The offer to relevant persons regarding the subscription of Units in Insplorion will only be made through the prospectus that Insplorion will publish on its website after approval and registration with the Swedish Financial Supervisory Authority.

The information in this press release may not be disclosed, published or distributed, directly or indirectly, in or into the United States (including its territories and possessions), Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa or any other jurisdiction where distribution or publication would be illegal or require registration or other measures than those that follow from Swedish law. Actions that violate these restrictions may constitute a violation of applicable securities laws.

No shares, Units, warrants, BTUs, convertibles or other securities have been registered, and no shares, Units, warrants, BTUs, convertibles or other securities will be registered under the United States Securities Act of 1933 as currently amended ("**Securities Act**") or the securities legislation of any state or other jurisdiction of the United States and no shares, Units, warrants, BTUs, convertibles or other securities may be offered, sold, or otherwise transferred, directly or indirectly, within 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.

In all EEA Member States ("**EEA**"), other than Sweden, Denmark, Finland and Norway, this press release is intended for and is directed only to qualified investors in the relevant Member State as defined in the Regulation (EU) 2017/1129 (together with associated delegated regulations and implementing regulations, the "**Prospectus Regulation**"), i.e. only to those investors who can receive the offer without an approved prospectus in such EEA Member State.

In the United Kingdom, this press release is directed and communicated only to persons who are qualified investors as defined in Article 2(e) of the Prospectus Regulation (as incorporated into domestic law in the United Kingdom) who are (i) persons who fall within the definition of "professional investors" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Regulation**"), or (ii) persons covered by Article 49(2)(a) - (d) in the Regulation, or (iii) persons to whom the information may otherwise lawfully be communicated (all such persons referred to in (i), (ii) and (iii) above are collectively referred to as "Relevant Persons"). Securities in the Company are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will only be processed in respect of Relevant Persons. Persons who are not Relevant Persons should not act based on or rely on the information contained in this press release.

This announcement does not constitute an investment recommendation. The price and value of securities and any income from them can go down as well as up and you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance.

FORWARD-LOOKING STATEMENTS

Matters discussed in this press release may contain forward-looking statements. Such statements are all statements that are not historical facts and contain expressions such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "continues", "should" and other similar expressions. The forward-looking statements in this press release are based on various assumptions, which in several cases are based on additional assumptions. Although Insplorion believes these assumptions were reasonable when made, such forward-looking statements are subject to known and unknown risks, uncertainties, contingencies and other material factors that are difficult or impossible to predict

and beyond its control. Such risks, uncertainties, contingencies and material factors could cause actual results to differ materially from those expressed or implied in this communication through the forward-looking statements. The information, perceptions and forward-looking statements contained in press release speak only as at its date, and are subject to change without notice. Insplorion undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or other circumstances, except for when it is required by law or other regulations. Accordingly, investors are cautioned not to place undue reliance on any of these forward-looking statements.

Attachments

[Insplorion resolves on a partially guaranteed rights issue of approximately SEK 34,3 million](#)