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MAGNASENSE AB PUBLISHES INFORMATION MEMORANDUM DUE TO UPCOMING RIGHTS ISSUE OF UNITS

Magnasense AB ("Magnasense" or the "Company") publishes an information memorandum (the "Memorandum") in connection with the rights issue of units resolved by the Board on 10 April 2025 with support of the authorization from the extraordinary general meeting on 24 February 2025 (the "Rights Issue"). The Memorandum is now available on the Company's website.

The Memorandum has been prepared in connection with the Rights Issue that was resolved by the Board on 10 April 2025 with support of the authorization from the extraordinary general meeting on 24 February 2025. The Memorandum, containing complete terms and instructions as well as additional information on the Rights Issue, is available on the Company's website (www.magnasense.com) and on Eminova Fondkommission AB's website (www.eminova.se). Subscription forms will be made available on the Company's and Eminova Fondkommission AB's websites the day before the subscription period begins. For full terms and conditions of the Rights Issue and other information about the Company, please refer to the published Memorandum.

Summary of the Rights Issue

- Through the Rights Issue not less than 23,809,524 units and not more than 42,380,037 units are issued consisting of shares and warrants free of charge with preferential rights for the Company's shareholders.
- The Rights Issue is subject to both a minimum and a maximum limit regarding the number of subscribed units. If fewer than 23,809,524 units are subscribed for with and without preferential rights in the Rights Issue, including units subscribed for within the framework of commitments of approximately SEK 6.6 million, corresponding to approximately SEK 15 million or a subscription rate of approximately 56.2 per cent, the Rights Issue will not be carried out.



- The gross proceeds from the Rights Issue amount to approximately SEK 26.7 million before issue costs and are intended to strengthen working capital to ensure continued operations and advance the initial phase of the oral health project. Upon full exercise of the attached warrants of series TO 5 and TO 6, the Company can receive a total of approximately SEK 53.4 million before issue costs with approximately SEK 26.7 million from each series. The net proceeds from the warrants of series TO 5 and TO 6 are intended to be used to partially repay debt to Atlas Special Opportunities, LLC (20 percent of the net proceeds), advance the next phases of oral health product development and support the Company's broader long-term objectives.
- Shareholders who on the record date 22 April 2025 are registered in the share register maintained by Euroclear Sweden AB will receive one (1) unit right for each share held. Two (2) unit rights entitle to subscription of one (1) unit. One (1) unit contains forty-five (45) shares, forty-five (45) warrants of series TO 5 and thirty-six (36) warrants of series TO 6.
- The subscription price has been set at SEK 0.63 per unit, corresponding to SEK 0.014 per share. The warrants are issued free of charge.
- The subscription period for the Rights Issue runs from 24 April 2025 up to and including 8 May 2025.
- Trading in unit rights is expected to take place from 24 April 2025 to 5 May 2025. NOTE THAT IF THE RIGHTS ISSUE IS NOT COMPLETED, UNIT RIGHTS THAT INVESTORS HAVE ACQUIRED ON NASDAQ FIRST NORTH GROWTH MARKET WILL THUS BE WITHOUT VALUE AND NEITHER THE PAYMENT MADE FOR SUCH UNIT RIGHTS IN THE MARKET NOR ANY BROKERAGE FEE WILL BE REPAID. INVESTORS WHO ACQUIRE UNIT RIGHTS IN THE MARKET THUS RISK LOSING THE ENTIRE AMOUNT THEY HAVE PAID FOR THE UNIT RIGHTS.
- The Rights Issue is covered by subscription and guarantee commitments of approximately SEK 6.6 million, corresponding to approximately 24.9 percent of the Rights Issue. The subscription commitments with and without preferential rights have been received from the board members Fredrik Häglund, Michael Schwartz, William Ferenczy and William Vickery, which in total amount to approximately SEK 1.2 million or approximately 4.5 percent of the Rights Issue. The free of charge Top-down Guarantee amounts to approximately SEK 5.4 million or approximately 20.3 per cent of the Rights Issue and has been provided by members of the Board of Directors (including former board member) and management, including CEO Marco Witteveen and Chairman Jens Umehag, and Atlas. To the extent the Top-down Guarantee needs to be utilized, payment will be made through set-off of (i) the loans (including interest) obtained from board members and communicated by the Company on 26 September 2024, (ii) fees payable to members of the Board of Directors (including former board member) and management and (iii) outstanding convertible bonds of series 2023/2026. If the Top-down Guarantee is not utilized within the scope of the Rights Issue, Fredrik Häglund and Michael Schwartz, in their capacity as lenders, have expressed their intention to allow their loans (including interest) to remain with deferred repayment to support the Company's financial position.



- One (1) warrant of series TO 5 entitles the holder to subscribe for one (1) new share during the period from 18 May 2026 up to and including 1 June 2026 at a subscription price per share of SEK 0.014, corresponding to 100 percent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market after final registration with the Swedish Companies Registration Office.
- One (1) warrant of series TO 6 entitles the holder to subscribe for one (1) new share during the period from 2 June 2027 up to and including 16 June 2027 at a subscription price per share of SEK 0.0175, corresponding to 125 per cent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market after final registration with the Swedish Companies Registration Office.

Preliminary timetable

22 April 2025: Record date for participation in the Rights Issue

24 April - 8 May 2025: Subscription period for the Rights Issue

24 April - 5 May 2025: Trading in unit rights

24 April - until the Rights Issue is registered with the Swedish Companies Registration Office:
Trading in paid subscribed units (BTU)

12 May 2025: Preliminary date for announcement of the outcome of the Rights Issue

Advisors

Eminova Partners Corporate Finance AB acts as financial advisor and Moll Wendén Advokatbyrå AB acts as legal advisor in connection with the Rights Issue. Eminova Fondkommission AB acts as issue agent.

For further information, please contact:

Marco Witteveen, CEO

E-mail: ir@magnasense.com

The Company's Certified Adviser is Eminova Fondkommission AB | adviser@eminova.se

IMPORTANT INFORMATION

The publication, release or distribution of this press release in certain jurisdictions may be restricted by law and persons in the jurisdictions in which this press release has been published or distributed should inform themselves about and observe any such legal restrictions. The recipient of this press release is responsible for using this press release and the information



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This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and has not been approved or reviewed by any regulatory authority in any jurisdiction.

This press release does not constitute an offer or invitation 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 applicable exemption from registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in 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 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, Canada, Australia, Hong Kong, New Zealand, South Africa, South Korea, Switzerland, Singapore, Japan, Russia, Belarus or any other jurisdiction where such announcement, publication or distribution of this information would be unlawful or where such action is subject to legal restrictions or would require additional registration or other measures than those required by Swedish law. Actions in violation of this instruction may constitute a violation of applicable securities legislation.

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performance is not a guide to future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or expectations regarding 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 can be identified by the use of words such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "anticipates", "should", "could" and, in each case, the negatives thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which 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 materialise or that they are accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes could differ materially from those in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important 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 guarantee that the assumptions underlying the forward-looking statements contained in this press release are accurate and any reader of this press release should not place undue reliance on the forward-looking statements contained in this press release. The information, opinions and forward-looking statements expressed or implied herein are made only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statement to reflect events that occur or circumstances that arise in relation to the content of this press release, except as required by law or the rules of Nasdaq First North Growth Market.

This information is information that Magnasense 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 2025-04-22 09:47 CEST.