PRESS RELEASE
October 23, 2023

BIOVICA RESOLVES ON A PARTIALLY GUARANTEED RIGHTS ISSUE OF UNITS CORRESPONDING TO APPROXIMATELY SEK 120 MILLION AND ANNOUNCES TARGET TO BE CASH-FLOW POSITIVE MID-2025

INSIDE INFORMATION: Stockholm, Sweden, October 23, 2023 – The Board of Directors of Biovica International AB (publ) ("Biovica" or the "Company") (Nasdaq First North Premier Growth Market: BIOVIC B) has resolved to conduct a new issue of units with preferential rights for existing shareholders corresponding to approximately SEK 120 million before deduction of costs attributable to the rights issue (the "Rights Issue"). The Rights Issue is subject to approval by an extraordinary general meeting (EGM), to be held on November 23, 2023. Each unit consists of eleven (11) newly issued shares in the Company and five (5) attached free of charge warrants. The subscription price in the Rights Issue has been determined by the Board of Directors and has been set to SEK 28.71 per unit corresponding to SEK 2.61 per class B share and will, if fully subscribed, contribute with proceeds of approximately SEK 120 million before deduction of costs attributable to the Rights Issue. The Rights Issue is covered to approximately 83.8 percent, corresponding to approximately SEK 100 million, by subscription intentions, subscription commitments and guarantee undertakings. Upon full subscription and exercise, the warrant series will contribute with additional proceeds corresponding to a maximum of approximately SEK 54 million. The purpose of the Rights Issue is to finance the Company's ongoing commercialization of DiviTum® TKa in the US and European markets for the treatment monitoring of HR+ metastatic breast cancer patients, strengthen the Company's working capital, and the continued development of the CDx opportunity. Furthermore, Biovica has conducted a strategic review with the ambition to execute a significant cost base reduction while maintaining a lean organization with a clear focus on commercialization of DiviTum® TKa in the US and European markets and becoming cash-flow positive by FY 2025/26.

Summary

- The purpose of the Rights Issue is to finance the Company's ongoing commercialization of DiviTum® TKa in the US and European markets for the treatment monitoring of HR+ metastatic breast cancer patients, strengthen the Company's working capital, and the continued development of the CDx opportunity.
- All existing shareholders will receive one (1) unit right for each class A or class B share held on the record date, expected on or around 27 November 2023. Eleven (11) unit rights entitle the holder to subscribe for one (1) unit. One (1) unit consists of eleven (11) new shares, and five (5) warrants of series TO3 B.
- The subscription price is SEK 28.71 per unit, corresponding to a subscription price of SEK 2.61 per class B share. The warrants are issued free of charge. The exercise price of the warrants of series TO3 B will be SEK 2.61 per warrant.
- The subscription price of SEK 2.61 per class B share corresponds to a discount of approximately 39.9 percent to the theoretical ex-rights price (TERP), based on the closing price of the Biovica class B share on Nasdaq First North Premier Growth Market on 20 October 2023.
- The Rights Issue comprises a maximum of 45,741,388 class B shares and a maximum of 20,791,540 warrants of series TO3 B.
- Upon full subscription of the Rights Issue, Biovica will receive approximately SEK 120 million before deduction of costs attributable to the Rights Issue.
- Upon full exercise of the warrants of series TO3 B, lapsing 30 September 2024, the Company will receive additional proceeds of up to approximately SEK 54 million.

- The subscription period in the Rights Issue is expected to occur from 29 November 2023, up to and including 13 December 2023.
- Full terms and conditions will be disclosed in a prospectus that will be published before the subscription period for the Rights Issue commences.
- Members of the Company's Board of Directors and management have undertaken to subscribe in the Rights Issue, including the Company's largest shareholder and CEO Anders Rylander for approximately SEK 10 million, and Chairman Lars Holmqvist for approximately SEK 1 million. In total these commitments amount to approximately SEK 11.3 million, representing approximately 9.5 percent of the Rights Issue.
- A number of existing shareholders have undertaken to subscribe for units representing approximately 6.3 percent of the Rights Issue corresponding to approximately SEK 7.5 million.
- A number of investors have undertaken to guarantee approximately 68.0 percent of the Rights Issue, corresponding to approximately SEK 81.2 million, at an underwriting commission of twelve (12) percent of the guaranteed amount in cash.
- The Rights Issue is thus covered by subscription intentions, subscription commitments and guarantee undertakings representing 83.8 percent of the Rights issue, corresponding to approximately SEK 100 million.
- The Board of Directors' resolution on the Rights Issue is subject to approval by an EGM, to be held on 23 November 2023. The notice for the EGM will be published through a separate press release.
- Existing shareholders, representing approximately 27.6 percent of the total votes in the Company, have undertaken to vote in favor of the approval of the Rights Issue at the EGM.

Biovica's CEO Anders Rylander comments: *"After a successful market introduction of DiviTum® TKa in the USA, including multiple commercial agreements in line with our expected price point, we have also established strong partnerships in important European markets. In addition, we have a portfolio of 18 project collaborations with pharma companies. All in all, we are well-positioned for continued commercial expansion, which means we are confident that the capital from the new share issue will enable us to become cash flow positive, while also contributing to improved care for cancer patients."*

Background and rationale

Business description and background

Biovica is a biotech company, which develops and commercializes blood-based diagnostic tests with biomarkers that improve monitoring and evaluation of modern cancer treatments. The Company's first asset, DiviTum® TKa, has successfully demonstrated its ability to evaluate therapy effectiveness in several clinical trials, and received FDA 510(k) clearance in July 2022 for the treatment monitoring of metastatic breast cancer patients.

Strategic review, concerted efforts on commercialization and cash-flow improvements

Biovica has conducted a strategic review with the ambition to execute a significant cost base reduction while maintaining a lean organization with a clear focus on commercialization of DiviTum® TKa in the US and European markets and becoming cash-flow positive by FY 2025/26.

As a result of the strategic review, the Company will focus in the near-term solely on (i) commercialization of DiviTum® TKa in the HR+ metastatic breast cancer setting in the US and European markets and (ii) the CDx opportunity. No indication expansion outside of HR+ metastatic breast cancer or commercial geographic expansion beyond the US or Europe will be pursued in the near-term without customer financing.

Biovica's current headcount, including the entire commercial organization in the US, will be maintained with only selective recruitment of operational lab personnel, in pace with the uptake of DiviTum® TKa, and a dedicated Pharma / RUO sales representative, in pace with development of the CDx pipeline. Significant cost savings, estimated to approximately SEK 40 million over the coming two years, equivalent to a cash-flow improvement of approximately SEK 20 million per year, is proposed to be delivered through immediate replacement of all cash bonus / variable compensation programs to management and employees with equity-based compensation.

The equity-based compensation program will further incentivize the whole organization in its commitment to deliver value to shareholders, and it will be proposed for approval at a later held EGM.

Targets and milestones
Based on the strategic review, Biovica's financial target is to become cash-flow positive mid-2025 with an expected quarterly revenue of approximately SEK 50 million, corresponding to an annual revenue of approximately SEK 200 million.

The Company has established additional commercial targets which are intended to be achieved by FY 2025/26 the Company aims to have achieved:

- US: ≥ 30 Commercial Hospital/Lab Agreements
- Europe: ≥ 8 territorial contracts.
- Pharma: ≥ 24 ongoing Pharma Projects and 2 ongoing CDx development projects.

Commercial roll-out and market potential
Biovica has, upon FDA clearance in July 2022, achieved a number of commercial milestones, including certification of the Company's CLIA lab in San Diego, commercial partnership agreements in Poland, the Netherlands and Italy, private insurance agreements with MediNcrease, Contigo Health & Occum Health in the US, PLA code issued by AMA and commercial (hospital contract) agreements with leading healthcare providers in Arizona and Missouri, as well as a world-renowned cancer clinic in Florida. The market potential for DiviTum® TKa in metastatic breast cancer within US and Europe is estimated to be USD 350-600 million per year.

Use of proceeds
The expected net proceeds from the Rights Issue and the warrants of series TO3 B are intended to be used towards the following key activities:

i. Continued, focused launch in the US (approximately 55 percent) including:
    a. Funding of current Sales & Commercial organization, including Market Access and Revenue Cycle functions.
    b. Laboratory staff to perform analysis in CLIA Lab.
ii. Pharma Services Development (approximately 25 percent) to:
    a. Further develop revenue generating services, i.e. consulting and analysis services to Pharma industry partners.
    b. Establish Companion Diagnostics (CDx) co-development projects with Pharma industry partners.
iii. Continued commercialization in Europe and establishment of agreements with commercial partners for additional European markets. (approximately 20 percent).

The net proceeds from the Rights Issue, provided that the Rights Issue is subscribed to the amount covered by subscription commitments and guarantee undertakings, are expected to fulfill the Company's working capital requirement until mid-2025, at which time the Company expects to become cash flow positive.

Terms of the Rights Issue
Those who are registered shareholders in Biovica on the record date in the Rights Issue, will receive one (1) unit right for each class A or class B share held. Eleven (11) unit rights entitle the holder to subscribe for one (1) unit. One (1) unit consists of eleven (11) newly issued class B shares and five (5) warrants of series TO3 B. In addition, investors are offered the possibility to subscribe for units without the support of unit rights.

The subscription price is SEK 28.71 per unit, corresponding to a subscription price of SEK 2.61 per class B share (the warrants are issued free of charge), which means that upon full subscription of the Rights Issue, Biovica will receive approximately SEK 120 million before deduction of costs attributable to the Rights Issue.

Each warrant of series TO3 B entitles the holder to subscribe for one (1) new class B share in the Company during the period starting 12 September 2024 up to and including 30 September 2024. The exercise price of the warrants of series TO3 B will be SEK 2.61 per warrant. Upon full exercise of the warrants of series TO3 B, Biovica will receive up to an additional SEK 54 million.

Provided that the Rights Issue is fully subscribed, the share capital will be increased by approximately SEK 3,049,425.87, from approximately SEK 3,049,426.27 to approximately SEK 6,098,852.14, by new issue of 45,741,388 new class B shares, resulting in the total number of shares increasing from 45,741,394 shares to 91,482,782 shares, divided into 6,271,293 class A shares and 85,211,489 class B shares. Shareholders who choose not to participate in the Rights Issue will have their ownership diluted by up to approximately 50.0 percent of the capital and approximately 44.0 percent of the number of votes in the Company through the Rights Issue (based on the total maximum outstanding shares after the Rights Issue). These shareholders have the possibility to be financially compensated for the dilution effect by selling their unit rights received.

Upon full exercise of the warrants of series TO3 B covered by the Rights Issue, the number of shares will increase by a maximum of 20,791,540 and the share capital will increase by a maximum of approximately SEK 1,386,103 which, provided that the Rights Issue is fully subscribed, will correspond to a dilution effect of approximately 18.5 percent of the capital and approximately 16.7 percent of the number of votes in the Company, for shareholders who choose not to exercise their warrants of series TO3 B.

The complete terms and conditions of the Rights Issue, including the allocation principles, and information about the Company will be presented in a prospectus that is expected to be published on the Company's website around 28 November 2023.

Extraordinary general meeting (EGM)
To enable the implementation of the Rights Issue, the Board of Directors will convene an EGM to be held on November 23, 2023.
The notice for the EGM will be published through a separate press release and will be available on the Company's website, www.biovica.com.

Intentions to subscribe for shares, subscription commitments, guarantee undertakings and voting undertakings
Members of the Company's Board of Directors and Management have undertaken to subscribe in the Rights Issue, including the Company's largest shareholder and CEO Anders Rylander for approximately SEK 10 million, and chairman of the board Lars Holmqvist for approximately SEK 1 million. In total, these commitments amount to approximately SEK 11.3 million, representing approximately 9.5 percent of the Rights Issue.

A number of existing shareholders have undertaken to subscribe for units representing approximately 6.3 percent of the Rights Issue corresponding to approximately SEK 7.5 million.

A number of investors have undertaken to guarantee approximately 68.0 percent of the Rights Issue, corresponding to approximately SEK 81.2 million, at an underwriting commission of twelve (12) percent of the guaranteed amount in cash.

The Rights Issue is thus covered by intentions to subscribe for shares, subscription commitments and guarantee undertakings representing 83.8 percent of the Rights issue, corresponding to approximately SEK 100 million.

The Board of Directors' resolution on the Rights Issue is subject to approval by the EGM, to be held on November 23, 2023. Existing shareholders, representing approximately 27.6 percent of the total votes in the Company, have undertaken to vote in favor of the Rights Issue at the EGM.

Lock-up undertakings
Prior to the announcement of the Rights Issue, shareholding members of the Board of Directors and Senior Management of the Company have entered into lock-up undertakings, which, among other things and with customary exceptions, mean that they have undertaken not to sell shares in the Company for a period of 120 days after the announcement of the outcome in the Rights Issue. Furthermore, the Company has undertaken towards Pareto Securities, subject to customary exceptions, not to issue additional shares or other share-related instruments for a period of 120 days after the end of the subscription period.

Preliminary time table of the Rights Issue
The below timetable for the Rights Issue is preliminary and may be adjusted.

November 23, 2023	EGM
November 23, 2023	Last day of trading including the right to receive subscription rights
November 24, 2023	First day of trading without the right to receive subscription rights
November 27, 2023	Record date for participation in the Rights Issue with preferential rights
November 28, 2023	Publication of the prospectus
November 29 – December 8, 2023	Trading in unit rights
November 29 – December 13, 2023	Subscription period
November 29 – December 20, 2023	Trading in BTUs (paid subscription units)
December 14, 2023	Expected announcement of the outcome of the Rights Issue
December 22, 2023	Expected first day of trading in warrants of series TO3 B
September 12 – September 30, 2024	Exercise period for warrants of series TO3 B

Advisors
Pareto Securities has been appointed Sole Bookrunner. Baker McKenzie is acting as legal adviser to the Company. Cirio Advokatbyrå AB is acting as legal adviser to Pareto Securities in connection with the Rights Issue.

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This press release constitutes inside information that Biovica International AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation 596/2014. The information was sent for publication, through the agency of the contact persons set out above, at the time stated by the Company's news distributor, MFN at the publication of this press release.

Biovica – Treatment decisions with greater confidence
Biovica develops and commercializes blood-based biomarker assays that help oncologists monitor cancer progression. Biovica's assay, DiviTum® TKa, measures cell proliferation by detecting the TKa biomarker in the bloodstream. The assay has demonstrated its ability to provide insight to therapy effectiveness in several clinical trials. The first application for the DiviTum® TKa test is treatment monitoring of patients with metastatic breast cancer. Biovica's vision is: "Improved care for cancer patients." Biovica collaborates with world-leading cancer institutes and pharmaceutical companies. DiviTum® TKa has received FDA 510(k) clearance in the US and is CE-marked in the EU. Biovica's shares are traded on the Nasdaq First North Premier Growth Market (BIOVIC B). FNCA Sweden AB is the company's Certified Adviser. For more information, please visit: www.biovica.com

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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 Biovica in any jurisdiction, neither from Biovica 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 regarding the Rights Issue described in this press release will be prepared and published by the Company prior to the commencing of the subscription period.
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 contained in this announcement relating to the Rights Issue 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. Pareto Securities is acting for Biovica in connection with the Rights Issue and no one else and will not be responsible to anyone other than Biovica 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. Pareto Securities is not liable to anyone else for providing the protection provided to their customers or for providing advice in connection with the Rights Issue or anything else mentioned 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

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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 prove to be 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 forward-looking 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 its date 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 not required by law or Nasdaq First North Premier Growth Market 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 shares in Biovica 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 "**Target Market Assessment**").
Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company 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 (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 shares in Biovica.
Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Biovica 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.

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Biovica – Treatment decisions with greater confidence

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This information is information that Biovica International 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 2023-10-23 08:00 CEST.

Attachments

BIOVICA RESOLVES ON A PARTIALLY GUARANTEED RIGHTS ISSUE OF UNITS CORRESPONDING TO APPROXIMATELY SEK 120 MILLION AND ANNOUNCES TARGET TO BE CASH-FLOW POSITIVE MID-2025