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Biovica carries out a directed share issue of approximately MSEK 42.2

The Board of Directors of Biovica International AB (publ) ("Biovica" or the "Company") announced on 5 August 2025 the outcome of the fully guaranteed new issue of class A and class B shares of approximately MSEK 80.1 with preferential rights for the Company's shareholders (the "Rights Issue"). In view of the outcome, the Board of Directors has today resolved to exercise the option of oversubscription in the Rights Issue through a supplementary directed new issue of a maximum of 67,002,517 class B shares to the investors who have entered into guarantee undertakings as so-called top-down guarantors (the "Anchor Investors") to ensure their full allocation in the Rights Issue (the "Oversubscription Option" and the "Directed Share Issue"). The Directed Share Issue corresponds to additional liquidity of approximately MSEK 42.2 before deduction of costs related to the Directed Share Issue and set-off of a bridge loan of approximately MSEK 10.1, which means that the Company will receive a total of approximately MSEK 122.3 before deduction of costs from the Rights Issue and the Directed Share Issue.

The Directed Share Issue

In accordance with the Company's announcement of the Rights Issue on 11 June 2025, the Board of Directors has today, in view of the outcome of the Rights Issue announced on 5 August 2025, resolved to exercise the Oversubscription Option and carry out a directed new issue of a total of 67,002,517 class B shares in the Company to the Anchor Investors to ensure their full allocation in the Rights Issue. The subscription price for class B shares in the Directed Share Issue is SEK 0.63 per share, corresponding to issue proceeds of approximately MSEK 42.2 before deduction of issue costs and set-off of bridge loans of approximately MSEK 10.1.

The Directed Share Issue will be carried out in two separate tranches. One tranche comprises 2,198,162 class B shares and is resolved upon by the Board of Directors subject to subsequent approval by the annual general meeting ("**Tranche 1**"). The second tranche comprises 64,804,355 class B shares and is resolved upon by the Board of Directors pursuant to the authorization from the extra general meeting on 14 July 2025 ("**Tranche 2**"). For more information regarding Tranche 1, see the heading "*Resolutions at the annual general meeting*" below.

The reason for the deviation from the shareholders' preferential rights is to meet the higher demand in the Rights Issue than initially estimated, to further diversify the shareholder base in the Company with strategic investors, and to enable the Company to fulfill its obligations under separate agreements with guarantors in connection with the Rights Issue. Since the subscription price corresponds to the subscription price in the Rights Issue, the Board of Directors' assessment is that the subscription price reflects current market conditions and demand, and that the subscription price is therefore market-based.

The Company has entered into a bridge loan agreement with the largest investor in the guarantee consortium, the Dutch investor HDF Impact BV, of approximately MSEK 10.1, whereby repayment of the loan and accrued interest shall be made by offsetting the loan against payment for the subscription in accordance with the lender's guarantee undertaking in the Rights Issue. The Board of Directors intends, upon allocation, to resolve that HDF Impact BV's payment for class B shares in the Directed Share Issue shall be made in part by offsetting the total loan amount.

Share capital and dilution

Through the Directed Share Issue, provided that the annual general meeting approves Tranche 1 and that the Rights Issue is fully registered with the Swedish Companies Registration Office, the number of class B shares will increase by 67,002,517 to a total of 277,487,226, and the share capital will increase by approximately SEK 4,466,834.47 to a total of approximately SEK 19,460,746.61. The Directed Share Issue together with the Rights Issue will result in a dilution effect of approximately 67.96 percent of the share capital and approximately 65.60 percent of the number of votes in the Company for existing shareholders who have not participated in the Rights Issue.

In connection with the announcement of the outcome of the Rights Issue on 5 August 2025, the Company announced that the Directed Share Issue comprised a total of 66,772,196 class B shares. The Company's Global Coordinator and Bookrunner have subsequently noted that the Directed Share Issue comprises a total of 67,002,517 class B shares.

Resolution at the annual general meeting

The Company will publish a notice of the annual general meeting, which is expected to be held on 23 September 2025, to approve the Board of Directors' resolution regarding Tranche 1 of the Directed Share Issue. Tranche 1 requires approval by a general meeting, as Anders Rylander belongs to the category of related parties covered by Chapter 16 of the Swedish Companies Act (2005:551) (the so-called Leo Act). A valid resolution at the annual general meeting requires the approval of at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting. The implementation of Tranche 2 is not conditional upon the approval of Tranche 1 at the annual general meeting. The notice to the annual general meeting is expected to be published during week 34.

Advisors

Zonda Partners AB acts as Sole Global Coordinator and Bookrunner in connection with the Rights Issue. Baker McKenzie acts as legal adviser to Biovica in connection with the Rights Issue.

IMPORTANT INFORMATION

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to legal 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 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. No prospectus will be prepared in connection with the Rights Issue. The Company has prepared a disclosure document in the form prescribed by Regulation (EU) 2024/2809 ("**Listing Act**") Annex IX that is available at the Company's website.

This press release 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 press release or its accuracy or completeness. Zonda Partners AB are 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. Zonda Partners AB are 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 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 Rights Issue 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, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, 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 press release 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 press release 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.

Please note that an investment in the Company is subject to regulation under the Foreign Direct Investment Act (2023:560), which requires investors, under certain conditions, to notify and obtain approval from the Swedish Inspectorate for Strategic Products. Investors should make their own assessment of whether a notification obligation exists before making any investment decision regarding the Rights Issue.

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.

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 offered 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 "**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 the Company.

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

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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



PRESS RELEASE

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Attachments

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