

**PRESS RELEASE**

01 June 2022 17:31:00 CEST

## **Senzime intends to carry out a directed issue of shares**

**Senzime AB (publ) ("Senzime" or the "Company") intends to carry out a new issue of shares in an amount of approximately SEK 100 million directed to Swedish and international institutional investors (the "Directed Issue"). Senzime has appointed Carnegie Investment Bank AB (publ) ("Carnegie") to act as Sole Global Coordinator and Sole Bookrunner in connection with the Directed Issue. Fredrik Rapp and the Company's largest shareholder, the Crafoord family and associated entities, have indicated demand for a significant part of the Directed Issue.**

Press release: Uppsala, 1 June 2022

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Senzime announced earlier today that the Company has entered into an agreement to acquire the US medtech company Respiratory Motion, Inc. ("Respiratory Motion"), for an initial consideration of USD 19 million on a cash- and debt-free basis with an additional potential earn-out payment of up to USD 25 million, paid out earliest in 2024 (see the separate press release on the Company's website). The completion of the acquisition is conditional upon Senzime obtaining financing through the Directed Issue.

Senzime intends to use the net proceeds from the Directed Issue to finance working capital needs in Respiratory Motion and accelerate the growth journey.

Senzime intends to carry out the Directed Issue based on the authorization to issue shares granted by the annual general meeting on 18 May 2022. The subscription price and the total number of new shares in the Directed Issue will be determined through an accelerated bookbuilding procedure, which will commence immediately following the publication of this press release and lead by Carnegie. Pricing and allocation of the new shares are expected to take place before the commencement of trading on Nasdaq Stockholm at 09:00 CEST on 2 June 2022. By establishing the subscription price in the Directed Issue through an accelerated bookbuilding procedure, it is the assessment of the Board of Directors that the subscription price will be set on market terms and conditions. The closing, pricing and allocation in the bookbuilding procedure are determined at the discretion of the Company and may be cancelled at any time, meaning the Company may refrain, in part or in full, from carrying out the Directed Issue. The Company will announce the outcome of the Directed Issue in a subsequent press release after the bookbuilding procedure has been completed.

The reason for deviating from the shareholders' preferential rights is that a pre-condition in order to be able to carry out the acquisition of Respiratory Motion, is that Senszime procures necessary capital for the financing of the acquisition within a short timeframe, which is made possible by the fast and cost efficient capital raising enabled by a directed new share issue. In addition, the Board of Directors consider it to be positive that the institutional ownership base is increased, which is deemed to be positive for the liquidity of the share. The Board of Directors' overall assessment is thus that the reasons for carrying out the new share issue with deviation from the shareholders' preferential rights outweighs the principal rule that new share issues shall be carried out with preferential rights for existing shareholders and that a new issue with deviation from the shareholders' preferential rights is therefore in the interest of Senszime and all its shareholders.

In connection with the Directed Issue, the Company has agreed to a lock-up undertaking, with customary exceptions, on future share issuances for a period of 180 calendar days after the settlement date of the Directed Issue. In addition, the members of the Board of Directors and shareholding members of the senior management have undertaken not to, subject to customary exceptions, divest any shares in the Company for a period of 90 days from the settlement date (the Company's CEO is however entitled to sell shares to cover costs related to options exercise).

The Directed Issue is subject to a resolution by the Board of Directors of Senszime, pursuant to the issue authorization given by the annual general meeting on 18 May 2022, to issue new shares, following the close of the bookbuilding procedure.

#### **Advisers**

Carnegie acts as Sole Global Coordinator and Sole Bookrunner in connection with the Directed Issue. Advokatfirman Lindahl is legal adviser to the Company in connection with the Directed Issue.

#### **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 restrictions. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Senszime in any jurisdiction, neither from Senszime nor from anyone else.

Any investment decision in connection with the Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by Carnegie as Sole Bookrunner. The information 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.

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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. Senzime has not authorized any offer to the public of shares or rights in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed Issue. In any EEA Member State and the United Kingdom, this communication is only addressed to and is only directed at qualified investors in that Member State or in the United Kingdom within the meaning of the Prospectus Regulation.

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#### **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 Senzime have been subject to a product approval process, which has determined that the 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 may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the 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 Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Bookrunner will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 Senzime.

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

### **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 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 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 nor does it accept any responsibility for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Undue reliance should not be placed on the forward-looking statements in this press release. The information, opinions and forward-looking statements contained in this press release speak only as at its date and are subject to change without notice. The Company does not undertake any obligation 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.

### **For further information, please contact:**

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### **About Sensime**

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Sensime is a Swedish medical device company that develops and markets CE- and FDA-cleared monitoring systems for patients undergoing anesthesia. Sensime's employees worldwide are committed to the vision of a world without anesthesia related complications. Six out of ten patients that wake up after surgery are not fully muscle recovered and therefore at risk having critical respiratory complications. The TetraGraph system helps anesthesia providers improve patient care and reduce healthcare costs by digitally and continuously measure the degree of neuromuscular blockade under and after surgery. Sensime operates in the world's leading markets targeting a market opportunity valued in excess of SEK 15 billion per year. The company's shares are listed on Nasdaq Stockholms main market (ticker SEZI). [www.sensime.com](http://www.sensime.com)

*This information is information that Sensime 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 2022-06-01 17:31 CEST.*

## Attachments

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