



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, 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 IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD NOT BE IN COMPLIANCE WITH APPLICABLE REGULATIONS OR WOULD REQUIRE REGISTRATION OR SIMILAR MEASURES. PLEASE SEE "IMPORTANT INFORMATION" AT THE END OF THE PRESS RELEASE.

MAGNASENSE ANNOUNCES OUTCOME IN RIGHTS ISSUE OF UNITS

Magnasense AB ("Magnasense" or the "Company") today announces the outcome of the issue of units with preferential rights for the Company's shareholders, which was resolved by the Board of Directors on 10 April 2025 with the support of authorization from the extraordinary general meeting on 24 February 2025 (the "Rights Issue"). The Rights Issue was subscribed to approximately SEK 7.2 million with and without preferential rights, corresponding to a subscription rate of approximately 27.1 percent. The remaining part up to approximately 57.7 percent subscription of the Rights Issue, corresponding to approximately SEK 8.2 million or approximately 30.6 percent of the Rights Issue, is allocated to guarantors in accordance with entered guarantee commitments. The guarantee commitment under the bottom-up guarantee is thereby partially utilized in an amount of approximately SEK 2.4 million, corresponding to approximately 8.9 percent of the Rights Issue. The guarantee commitments under the top-down-guarantee are fully utilized in an amount of approximately SEK 5.8 million, corresponding to approximately 21.7 percent of the Rights Issue. Magnasense will receive approximately SEK 15.4 million before issue costs and set-offs. The minimum level required for the Rights Issue to be completed has thus been reached.

The subscription period in Magnasense's issue of units with preferential rights for the Company's existing shareholders ended on 8 May 2025. In total, the Rights Issue was subscribed to approximately SEK 7.2 million or approximately 27.1 percent, of which approximately 20.8 percent of the Rights Issue was subscribed for with unit rights and approximately 6.4 percent of the Rights Issue was subscribed for without unit rights. The remaining part up to approximately 57.7 percent of the Rights Issue, corresponding to approximately SEK 8.2 million or approximately 30.6 percent, is allocated to guarantors in accordance with entered guarantee commitments. The guarantee commitment under the bottom-up guarantee is thereby partially utilized in an amount of approximately SEK 2.4 million, corresponding to approximately 8.9



percent of the Rights Issue. The guarantee commitments under the top-down-guarantee are fully utilized in an amount of approximately SEK 5.8 million, corresponding to approximately 21.7 percent of the Rights Issue. The minimum level required for the Rights Issue to be completed has thus been reached.

The subscription price in the Rights Issue was SEK 0.63 per unit, corresponding to SEK 0.014 per share. Through the Rights Issue, Magnasense will receive approximately SEK 15.4 million before issue costs and set-offs. The set-offs amount to approximately SEK 5.8 million in total and relates to (i) 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, (iii) outstanding convertible bonds of series 2023/2026, and (iv) an invoice.

Notification regarding allocation of units subscribed for without unit rights will be made by posting a contract note to each subscriber. Allocation of units has been made in accordance with the principles set out in the information memorandum published on 22 April 2025.

Trading in paid subscribed units ("BTU") takes place on Nasdaq First North Growth Market until the Rights Issue has been registered with the Swedish Companies Registration Office, which is expected to take place around week 22, 2025. As soon as the Rights Issue has been registered with the Swedish Companies Registration Office, BTUs will be converted into shares and warrants of series TO 5 and TO 6 without special notification from Euroclear.

Shares and share capital

Through the Rights Issue, the share capital will increase by SEK 15,415,059.87 from SEK 1,186,641.05 to SEK 16,601,700.92 and the number of shares will increase by 1,101,075,705 shares from 84,760,075 shares to 1,185,835,780 shares, which corresponds to a dilution of approximately 92.9 percent of the total number of shares and votes in the Company after registration of the new shares with the Swedish Companies Registration Office.

If all warrants of series TO 5 and TO 6 issued within the framework of the Rights Issue are exercised, the share capital may increase by a maximum of approximately SEK 27,747,107.77 and the number of shares may increase by a maximum of 1,981,936,269 shares. Given the subscription rate of the Rights Issue and upon full exercise of the warrants of series TO 5 and TO 6 issued within the framework of the Rights Issue, a total dilution of approximately 97.3 percent will arise.

Warrants of series TO 5

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. In the event that the warrants of series TO 5 issued in the Rights Issue are fully exercised during May - June 2026, the Company will receive approximately SEK 15.4 million before issue costs. The net proceeds from



the warrants are intended to partially repay debt to Atlas (20 percent of the net proceeds), advance the next phases of oral health product development and support the Company's broader long-term objectives. Full terms and conditions for the warrants of series TO 5 are available on the Company's website, www.magnasense.com.

Warrants of series TO 6

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 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. In the event that the warrants of series TO 6 issued in the Rights Issue are fully exercised during June 2027, the Company will receive approximately SEK 15.4 million before issue costs. The net proceeds from the warrants are intended to partially repay debt to Atlas (20 percent of the net proceeds), advance the next phases of oral health product development and support the Company's broader long-term objectives. Full terms and conditions for the warrants of series TO 5 are available on the Company's website, www.magnasense.com.

Compensation to guarantors

In connection with the Rights Issue, the Company has received guarantee commitments. For the guarantee commitment under the bottom-up guarantee, a guarantee fee of sixteen (16) percent of the guaranteed amount will be paid in cash and six (6) percent of the guaranteed amount will be paid in newly issued units. No compensation will be paid for commitments under the top-down guarantee.

The subscription price for units issued as guarantee compensation is set at SEK 0.63 per unit, corresponding to SEK 0.014 per share, which corresponds to the subscription price in the Rights Issue. Each unit contains, as the units issued within the framework of the Rights Issue, forty-five (45) shares, forty-five (45) warrants of series TO 5 and thirty-six (36) warrants of series TO 6. The Board of Directors will decide on a directed issue of units containing shares and warrants of series TO 5 and TO 6 to Hunter Capital AB (publ), with support of the authorization used for the decision on the Rights Issue. This will be announced through a separate press release.

Registration of articles of association

At the extraordinary general meeting held on February 24 2025, it was resolved to reduce the Company's share capital by a maximum of SEK 26,182,566.06. To enable the share capital reduction, it was also resolved to amend the limits for the share capital in the articles of association. At the extraordinary general meeting, the board of directors was authorised to decide which of the amendments to the articles of association resolved by the meeting should be implemented through registration with the Swedish Companies Registration Office. In accordance with the authorisation, the Board of Directors has decided to register the articles of association in accordance with alternative I in the notice of the meeting, meaning that the share capital shall be a minimum of SEK 872,752.202 and a maximum of SEK 3,491,008.808.

**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 the 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 contained herein in accordance with the applicable rules in each jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy or subscribe for any securities issued by the Company in any jurisdiction in which such offer or solicitation would be unlawful.

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.



In the United Kingdom, this document, and any other materials in relation to the securities referred to 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 persons as referred to in Article 49(2)(a) to (d) of the Order (all such persons are collectively referred to as "relevant persons"). Any investment or investment activity to which this communication relates is available in the United Kingdom only to relevant persons and will be engaged in only with relevant persons. Persons who are not relevant persons should not take any action based on this press release and should not or act or rely on it.

This press release does not identify or purport to identify any risks (direct or indirect) that may be associated with an investment in new shares. This press release does not constitute an invitation to underwrite, subscribe or otherwise acquire or transfer securities in any jurisdiction. This press release does not constitute a recommendation for any investor's decision regarding the Rights Issue. Each investor or potential investor should conduct its own investigation, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities may go down as well as up and past 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.

About Magnasense

Magnasense is a Swedish diagnostics company founded in 2019 to offer tests to monitor and optimize the dosage of biological drugs via its unique patented technology platform. In June 2020, Magnasense was listed on the Nasdaq First North Growth Market. The company's ambition is, in addition to bringing innovative diagnostic technology to the market, to make diagnostics more accessible, easier to use and to provide accurate and easily transferable results. For more information, see Magnasense's website www.magnasense.com.