

NeoDynamics publishes information memorandum in connection with the forthcoming rights issue

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The Board of Directors of NeoDynamics AB (publ) ("NeoDynamics" or the "Company") has prepared an information memorandum (the "Memorandum") in connection with the rights issue of shares of approximately SEK 25 million (the "Rights Issue"), which was resolved by the Extraordinary General Meeting held on 2 February 2024. The Memorandum has neither been reviewed nor approved by the Swedish Financial Supervisory Authority.

Summary of the Rights Issue

- The Rights Issue comprises a maximum of 25,360,828 shares.
- The subscription price is SEK 1 per share.
- Assuming full subscription in the Rights Issue, the proceeds of the Rights Issue will amount to approximately SEK 25 million, before reduction of issue related costs.
- On the record day, one (1) existing share in the Company entitles to seven (7) subscription rights. Two (2) subscription rights entitle to subscription of one (1) share.
- The record date for the Rights Issue is 28 February 2024 and the subscription period runs from and including 1 March 2024 up to and including 15 March 2024.
- Several shareholders have expressed their support for the Rights Issue through subscription undertakings amounting to approximately SEK 10.1 million, corresponding to approximately 39.79 per cent of the Rights Issue. Furthermore, the Company has entered into agreements on guarantee commitments corresponding to the remaining part of the Rights Issue. The Rights Issue is thus, through subscription undertakings and guarantee commitments, secured to 100 per cent.
- To finance operations until the Rights Issue has been completed, the Company has taken on bridge loans from the Company's shareholder Sal enterprise AB (the "Lender") totalling SEK 25 (the "Bridge Loan"). The Bridge Loan will be offset through conversion to shares in the Rights Issue corresponding to commitments made from the Lender. The remaining part of the Bridge Loan will remain after the Rights Issue.
- The General Meeting has, to enable the Rights Issue, resolved on a reduction of the Company's share capital in order to reduce the quota value to SEK 0.40 and resolved on an additional reduction of the Company's share capital after the Rights Issue. The latter reduction resolution requires the approval of the Swedish Companies Registration Office to be executed and entails that the quota value is reduced to SEK 0.10.

For complete information on the Rights Issue, please see the published Memorandum.

The Memorandum

The Memorandum has been prepared in connection with the Rights Issue and has neither been reviewed nor approved by the Swedish Financial Supervisory Authority. The Memorandum, containing complete terms and conditions, is available on the Company's and Hagberg & Aneborn Fondkommission AB's respective websites (www.neodynamics.com and www.hagberganeborn.se).

Timetable for the Rights Issue

28 February 2024	Record date in the Rights Issue
1 March – 12 March 2024	Trading in subscription rights
1 March – 15 March 2024	Subscription period
1 March 2024 – Until the Rights Issue is registered with the Swedish Companies Registration Offices	Trading in paid subscribed shares (Sw. "BTA")
19 March 2024	Estimated date for publication of the outcome in the Rights Issue

Advisers

Advokatfirman Lindahl KB acts as legal advisor to NeoDynamics in connection with the Rights Issue. Nordic Issuing AB acts as the issuing agent in connection with the Rights Issue.

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About NeoDynamics

NeoDynamics AB (publ) is a Swedish Medical Technology Company dedicated to advancing diagnosis and care of cancer. The company's first product NeoNavia®, a new innovative pulse biopsy system for ultrasound-guided tissue sampling, is currently being introduced to the market. NeoNavia® is CE approved, and in September 2022, received a 510k approval from the FDA. The biopsy system is built on a patented pulse technology, based on research at the Karolinska Institutet in Sweden. NeoNavia is evaluated for breast cancer diagnosis at leading clinics in Europe and launches in USA during 2023. NeoDynamic's shares are listed on Nasdaq First North Growth Market Stockholm (ticker: NEOD). The company's Certified Adviser is Redeye AB.

About NeoNavia®

NeoNavia® is the trade name for the complete biopsy system intended for use in ultrasound-guided sampling. NeoNavia® consists of a base unit, a hand unit, and three types of biopsy needles. The pulse technology drives the respective needle type, which facilitates needle insertion and placement in the suspected tumor. The system is designed to offer physicians and patients precise and robust tissue sampling for accurate diagnosis and individualized treatment.

About the pulse technology

The patented pulse technology is based on a pneumatically driven mechanism that enables high precision and control when inserting and positioning the biopsy needle, regardless of tissue type. The pneumatic drive unit that generates pulses is located in a hand-held instrument. With power from the base unit, the hand-held driver accelerates the biopsy needle with great control, even over short distances, enabling a distinct step-by-step insertion without affecting the surrounding tissue. This enables good access and flexibility in sampling, even in tiny and tricky localized tumors.

For more information, please visit [Neodynamics.com](https://www.neodynamics.com).

IMPORTANT INFORMATION

The information in this press release neither contains nor constitutes an offer to acquire, subscribe or otherwise trade in shares, warrants, or other securities in NeoDynamics. No action has been taken, and no action will be taken to permit an offer to the public in any jurisdiction other than Sweden.

This press release is not a prospectus within the meaning of the Prospectus Regulation (EU) 2017 /1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. This press release neither identifies nor purports to identify risks (direct or indirect) that may be associated with an investment in shares, warrants, or other securities in NeoDynamics. A memorandum has been prepared in connection with the Rights Issue. Any investment decision should be made solely based on the Memorandum's information in order for an investor to fully understand the potential risks and benefits associated with the decision to participate in the Rights Issue. An investor is therefore advised to read the entire Memorandum.

The information contained in this press release may not be disclosed, published, or distributed, directly or indirectly, within or to the United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea or any other jurisdiction where such action would be illegal, subject to legal restrictions or require measures other than those that follow from Swedish law. Actions contrary to this instruction may constitute a violation of applicable securities legislation. No shares, warrants, or other securities of NeoDynamics have been registered, and no shares, warrants, or other securities will be registered, under the United States Securities Act of 1933 (the "**Securities Act**") or the securities laws of any state or other jurisdiction from time to time. In the United States and may not be offered, sold, or otherwise transferred, directly or indirectly, in or to the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and pursuant to securities laws in the relevant state or other jurisdiction of the United States.

Within the European Economic Area ("EEA"), no offer of shares, warrants or other securities ("**Securities**") is made to the public in any country other than Sweden. In other member countries of the European Union ("EU"), such an offer of Securities can only be made in accordance with exceptions in the Prospectus Regulation (EU) 2017/1129. In other countries in the EEA that have implemented the Prospectus Regulation in national legislation, such an offer of Securities can only be made in accordance with exceptions in the Prospectus Regulation and in accordance with any relevant implementation measure. In other countries in the EEA that have not implemented the Prospectus Regulation in national legislation, such an offer of Securities can only be made in accordance with the applicable exception in national legislation.

In the United Kingdom, this document, and other materials relating to the securities referred to herein, are distributed and directed only to, and an investment or investment activity attributable to this document is only available to and will only be able to be exercised by "qualified investors" (in a sense in the UK version of Regulation (EU) 2017/1129 which is part of UK legislation by the European Union (Withdrawal) Act 2018) who are (i) persons who have professional experience in dealings relating to investments and who fall within the definition of "investment professionals" in Article 19 (5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Regulation"); (ii) "high net worth entities" etc. as referred to in Article 49 (2)(a)-(d) of the Regulation; or (iii) such other persons to whom such investment or investment activity may lawfully be directed under the Regulations (all such persons are collectively referred to as "relevant persons"). An investment or an investment measure to which this notice relates is available in the United Kingdom only to relevant persons and will only be carried out with relevant persons. Persons who are not relevant persons shall not take any action based on this document nor act or rely on it.

This press release may contain certain forward-looking information that reflects the Company's current view of future events as well as financial and operational development. Words such as "intends", "estimates", "expects", "may", "plans", "believes", "estimates" and other expressions that imply indications or predictions of future developments or trends, and are not based on historical facts, constitute forward-looking information. Forward-looking information is inherently associated with known and unknown risks and uncertainties because it depends on future events and circumstances. Forward-looking information does not guarantee future performance or development, and actual outcomes may differ materially from what is stated in the forward-looking information.

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.

Attachments

[NeoDynamics publishes information memorandum in connection with the forthcoming rights issue](#)