

## **JonDeTech carries out a rights issue, secures bridge loan financing, terminates financing agreement with Nordic Growth Opportunities 1 and cancels directed issue**

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The Board of Directors of JonDeTech Sensors AB (publ) ("JonDeTech" or the "Company") has, conditioned on the approval of an extraordinary general meeting, resolved to carry out a new issue of units consisting of shares and warrants of series TO2 and TO3 with preferential rights for existing shareholders of approximately SEK 40.8 million (the "Rights Issue"). The subscription period runs during the period from and including 20 October 2023 to and including 3 November 2023. If fully subscribed, the Rights Issue will provide the Company with approximately SEK 40.8 million before issue costs. Upon full exercise of all warrants of series TO2, the Company may receive an additional maximum of approximately SEK 51.0 million, before issue costs. Upon full exercise of all warrants of series TO3, the Company may receive an additional maximum of approximately SEK 61.3 million, before issue costs. The Rights Issue is covered to approximately 88.7 percent by subscription commitments, bottom underwriting commitments, top underwriting commitments, and top-down underwriting commitments. The Company's business partner, Wiser Unicorn Ltd. ("Wiser"), has agreed to participate in the Rights Issue and subscribe for units through set-off for outstanding claims against the Company. The undertaking from Wiser entails that the Company is cancelling the directed issue that was resolved by the extraordinary general of the Company on 2 March 2023. The invitation to the extraordinary general meeting will be announced through a separate press release. The Rights Issue requires a reduction in share capital and an amendment to the articles of association, which will also be proposed at the extraordinary general meeting. In connection with the Rights Issue, the Company has secured a bridge loan of SEK 9.0 million ("Bridge Loan Financing") from two lenders (the "Lenders"). The Company has also reached an agreement with Nordic Growth Opportunities 1 ("NGO1") to conclude their collaboration, and the parties have agreed that all outstanding debt under the financing agreement with NGO1 shall be offset within the frame of the Rights Issue.

### **Executive summary**

- Anyone who on the record date of 18 October 2023 is entered in the share register as a shareholder in the Company receives one (1) unit right for each share in the Company. One (1) unit right entitles the holder to subscribe for one (1) unit. One (1) unit consists of seven (7) shares, seven (7) warrants of series TO2 and seven (7) warrants of series TO3.
- The subscription price in the Rights Issue amounts to SEK 0.28 per unit, corresponding to SEK 0.04 per share. The warrants are issued free of charge.
- Upon full subscription in the Rights Issue, the Company will receive approximately SEK 40.8 million before issue costs. Upon full exercise of all warrants of series TO2, within the framework of the issued units, the Company may receive an additional approximately SEK 51.0 million, before issue costs. Upon full exercise of all warrants of series TO3, within the framework of the issued units, the Company may receive an additional approximately SEK 61.3 million, before issue costs.
- The subscription period for the Rights Issue will run from and including 20 October 2023 to and including 3 November 2023.
- The Rights Issue is subscribed to by approximately 1.9 percent through subscription commitments, approximately 63.1 percent through bottom underwriting commitments, approximately 16.1 percent through top underwriting commitments, and approximately 7.6 percent through top-down underwriting

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commitments. Therefore, the Rights Issue is subscribed to by approximately 88.7 percent through subscription commitments and guarantee commitments.

- The Rights Issue is subject to approval by the Extraordinary General Meeting. The Rights Issue is further conditional upon the Extraordinary General Meeting resolving on a reduction of the share capital and approving amendments to the Articles of Association.
- In connection with the Rights Issue, JonDeTech has decided to secure Bridge Loan Financing totaling SEK 9.0 million from the Lenders. The Bridge Loan Financing carries an interest rate of 2.0 percent per commenced 30-day period and will be repaid using the proceeds from the issuance.
- The Company has also reached an agreement with NGO1 regarding the conclusion of the collaboration and that all outstanding debt shall be offset within the frame of the Rights Issue.
- Furthermore, the Company has entered into an agreement with its business partner, Wisser, with the effect that the directed issue, resolved on 2 March 2023, to Wisser shall be cancelled. Instead, Wisser has undertaken to subscribe for units in the Company in exchange for the subscribed units are paid for through set-off of the claims that Wisser has against the Company.

### Background and reasons in summary

Subject to approval from an extraordinary general meeting in the Company, the board of directors of JonDeTech has decided to conduct a Rights Issue of units, consisting of shares and warrants. The proceeds from the Rights Issue will be utilized to complete the final production process for high-volume manufacturing of the proprietary sensor element in preparation for commercialization. This includes further development of the Company's product portfolio and critical processes such as supply and quality control.

The proceeds from the Rights Issue are intended to be used for the following purposes:

- Sales and market development.
- Product development.
- Repayment of the Bridge Loan Financing that will be arranged in connection with the Rights Issue.
- Repayment of debts to NGO1 as a result of the agreement to terminate the cooperation, and payment for Wisser's commercialisation and marketing activities carried out in accordance with a previously concluded consultancy agreement.

### Conditions for the Rights Issue

- Anyone who on the record date of 18 October 2023 is entered in the share register as a shareholder in JonDeTech receives one (1) unit right for each share in the Company. One (1) unit right gives the right to subscribe for one (1) unit in the Rights Issue. One (1) unit consists of seven (7) newly issued shares, seven (7) warrants of series TO2 and seven (7) warrants of series TO3.
- The subscription price is SEK 0.28 per unit, corresponding to SEK 0.04 per share. The warrants are issued free of charge.
- In case of full subscription in the Rights Issue, the Company will receive an issue proceeds of approximately SEK 40.8 million, before issue costs.
- The subscription period for subscription of units will run from and including 20 October 2023 to and including 3 November 2023.
- The rights issue entails an issue of a maximum of 145,848,299 units, corresponding to 1,020,938,093 shares, 1,020,938,093 warrants of series TO2 and 1,020,938,093 warrants of series TO3.

### Terms and conditions for the warrants of series TO2

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- Each warrant of series TO2 entitles the holder to subscribe for one (1) new share in the Company.
- The subscription price for subscription of shares by virtue of the warrants of series TO2 amounts to seventy (70) percent of the volume-weighted average price of the Company's share during the period from and including 27 December 2023 to and including 10 January 2024, however, not less than the quota value of the share and not more than SEK 0.05.
- The warrants of series TO2 can be exercised for subscription of new shares during the period from 12 January 2024 up to and including 26 January 2024.
- Upon full subscription in the Rights Issue and full exercise of all warrants of series TO2 within the framework of the offered units, the Company may receive an additional maximum of approximately SEK 51.0 million.
- The warrants of series TO2 are intended to be admitted to trading on Nasdaq First North Growth Market as soon as possible after final registration with the Swedish Companies Registration Office.

### Terms and conditions for the warrants of series TO3

- Each warrant of series TO3 entitles the holder to subscribe for one (1) new share in the Company.
- The subscription price for subscription of shares by virtue of the warrants of series TO3 amounts to seventy (70) percent of the volume-weighted average price of the Company's share during the period from and including 17 September 2024 to and including 30 September 2024, however, not less than the quota value of the share and not more than SEK 0.06.
- The warrants of series TO3 can be exercised for subscription of new shares during the period from 2 October 2024 up to and including 16 October 2024.
- Upon full subscription in the Rights Issue and full exercise of all warrants of series TO3 within the framework of the offered units, the Company may receive an additional maximum of approximately SEK 61.3 million.
- The warrants of series TO3 are intended to be admitted to trading on Nasdaq First North Growth Market as soon as possible after final registration with the Swedish Companies Registration Office.

### Change in the number of shares, share capital and reduction of the share capital, the quota value of the shares and dilution

As part of the proposed Rights Issue, the board of directors will propose that the extraordinary general meeting resolves to reduce the Company's share capital without cancellation of shares for allocation to unrestricted equity. In order for the Rights Issue not to cause the Company's share capital or restricted equity to be disproportionately high, the board of directors of the Company will also propose that the extraordinary general meeting resolves on the reduction of share capital in two steps. The second reduction of the share capital corresponds to the part of the share capital that, after the Rights Issue, exceeds the current share capital, with relevant adjustments to achieve an appropriate quota value.

Thus, in the first step, the Company's share capital is proposed to be reduced in order for the quota value of the shares to amount to SEK 0.006 by a reduction of SEK 4,698,872.538079, for allocation to non-restricted equity and without cancellation of own shares, to SEK 875,089.794. In the second step, a further reduction is proposed to reduce the Company's share capital to SEK 5,573,962.33, which corresponds to the Company's share capital before the first reduction.

Through the Rights Issue, the share capital may increase by a maximum of SEK 6,125,628.558, at a quota value of SEK 0.006 per share, from SEK 875,089.794 to SEK 7,000,718.352. The number of shares in the Company may increase by a maximum of 1,020,938,093, from 145,848,299 to a maximum of 1,166,786,392, corresponding to a maximum dilution effect of 87.50 percent of the total number of shares and votes in the Company. Through the second reduction of the share capital, the share capital will be reduced by a maximum of SEK 1,426,756.019921 from a maximum of SEK 7,000,718.352 to SEK 5,573,962.332079.

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Upon full exercise of warrants of series TO2, assuming that the Rights Issue is fully subscribed, the number of shares in the Company will increase by a maximum of 1,020,938,093 from 1,166,786,392 to a maximum of 2,188,784,485, corresponding to a maximum dilution effect of 46.67 percent of the number of shares and the number of votes in the Company. The total amount by which the share capital will increase and the total amount of the share capital will depend on whether - and to what extent - the above-mentioned reduction of the share capital has been realised.

Upon full exercise of warrants of series TO3, assuming that the Rights Issue is fully subscribed and the warrants of series TO2 is fully subscribed, the number of shares in the Company will increase by a maximum of 1,020,938,093 from 2,188,784,485 to a maximum of 3,210,782,578, corresponding to a maximum dilution effect of 31.81 percent of the number of shares and the number of votes in the Company. The total amount by which the share capital will increase, and the total amount of the share capital will depend on whether - and to what extent - the above-mentioned reduction of the share capital has been realised.

## **EU Growth Prospectus**

Complete terms and conditions for the Rights Issue as well as other information about the Company will be set out in the EU Growth Prospectus which is expected to be published by the Company on or about 18 October 2023 (the "**Prospectus**").

## **Subscription commitments and guarantee commitments**

The Company has received subscription commitments of approximately SEK 0.8 million, equivalent to approximately 1.9 percent of the Rights Issue, from the board, management, and existing shareholders, of which 1.0 percent is subscribed through offsetting outstanding loans, bottom underwriting commitments of approximately SEK 25.8 million, corresponding to approximately 63.1 percent of the Rights Issue, top-underwriting commitments of approximately SEK 6.6 million, corresponding to approximately 16.1 percent of the Rights Issue, from lenders, which constitute offsetting of outstanding loans, and top-down underwriting commitments of SEK 3.1 million, corresponding to approximately 7.6 percent of the Rights Issue, including Wisser, which constitute offsetting of receivables and outstanding loans. Consequently, the Rights Issue is thus covered to an aggregate extent of approximately 88.7 percent by subscription commitments and underwriting commitments.

Underwriting compensation is paid with fifteen (15) percent of the underwriting amount if the underwriters choose cash compensation, which corresponds to a maximum of approximately SEK 4.9 million, or with twenty (20) percent of the underwriting amount if the underwriters choose compensation in the form of newly issued units, which corresponds to a maximum of 161,777,350 shares, 161,777,350 warrants of series TO2 and 161,777,350 warrants of series TO3. If the underwriters choose to receive underwriting compensation in newly issued units, the board of directors will decide on a new issue of such units based on the authorization granted by the annual general meeting on 28 June 2023. The subscription price for any units issued to underwriters shall correspond to the subscription price in the Rights Issue, i.e., SEK 0.28 per unit, corresponding to SEK 0.04 per share. The warrants are issued free of charge. No compensation is paid for the subscription commitments and top-down underwriting. Neither the subscription or guarantee commitments are secured by bank guarantees, blocked funds, pledges or similar arrangements.

## **Bridge Loan**

JonDeTech has decided to secure Bridge Loan Financing totalling SEK 9.0 million from the Lenders with the aim of ensuring the Company's short-term working capital requirements until the completion of the Rights Issue. The Bridge Loan Financing carries a market-standard interest rate of 2.0 percent for each commenced 30-day period. The Bridge Loan Financing, including accumulated interest, will be repaid using the proceeds from the Rights Issue. Furthermore, the Bridge Loan Financing contains a condition which, in the event that the Company is deemed to be in default under the loan agreement, entitles the Lenders to call for set-off of SEK 4.5 million of the loan amount at a time, in exchange for newly issued shares in the Company. The subscription price for the directed

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set-off issues shall, according to the condition, correspond to 85 percent of the volume-weighted average price for the five previous trading days before the day when the Lenders calls for set-off.

### Termination of financing agreement with Nordic Growth Opportunities 1

On 29 April 2023, JonDeTech announced that the Company had entered into a financing agreement with NGO1 regarding a credit facility of a maximum of SEK 23.21 million for a 24-month period divided into thirteen tranches (the "**Financing Agreement**"). According to the Financing Agreement, repayment of drawn tranches would be made through set-off issues where NGO1 receives newly issued shares in the Company. The Company has so far drawn three tranches, totalling approximately SEK 5.77 million, of which approximately SEK 2.33 million has been offset against newly issued shares. According to the Financing Agreement, the Company should draw at least SEK 6 million. Due to the Rights Issue, the parties have now agreed on a termination of the Financing Agreement. As part of the termination of the Financing Agreement, NGO1 will participate in the Rights Issue and offset outstanding claims against the Company against units in its capacity as subscriber and guarantor. The termination of the Financing Agreement is conditional upon the completion of the Rights Issue.

### Agreement with Wiser and cancelled directed share issue

At the extraordinary general meeting of the Company on 2 March 2023, it was resolved on a directed share issue to the Company's partner Wiser (a company controlled by the Company's board member Dave Wu), regarding 4,615,384 shares at a subscription price of SEK 0.65 per share, corresponding to approximately SEK 3 million. Payment for the new shares has not been made and no shares have been registered. Given that the Company now is carrying out the Rights Issue, the Company has reached an agreement with Wiser and decided to cancel the directed issue to Wiser. The agreement with Wiser entails that Wiser, instead of completing the directed share issue, undertakes to enter into guarantee commitments within the framework of the Rights Issue and thereby set off SEK 1.55 million in the Rights Issue against the claims that Wiser has against JonDeTech for performed commercialisation and marketing efforts and set off an additional claim of approximately SEK 0.54 million relating to a loan that Wiser has provided to the Company including accrued interest. The agreement with Wiser is conditional upon the completion of the Rights Issue.

### Preliminary timetable for the Rights Issue

|   |                                       |
|---|---------------------------------------|
| Extraordinary general meeting   | 16 October 2023                       |
| Last day of trading in the Company's shares including the right to receive unit rights  | 16 October 2023                       |
| First day of trading in the Company's shares excluding the right to receive unit rights | 17 October 2023                       |
| Record date for participation in the Rights Issue                                       | 18 October 2023                       |
| Estimated date for publication of the EU growth prospectus                              | 18 October 2023                       |
| Subscription period in the Rights Issue   | 20 October 2023 until 3 November 2023 |
| Trading with unit rights (UR)   | 20 October 2023 until 31 October 2023 |
| Trading in paid subscribed units (BTU)  | 20 October until week 47              |
| Preliminary date for publication of the outcome of the Rights Issue                     | 7 November 2023                       |

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## **Advisors**

Mangold Fondkommission AB is financial advisor and Eversheds Sutherland Advokatbyrå is legal advisor to JonDeTech in connection with the Rights Issue.

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

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*This information constitutes information that JonDeTech is obligated to disclose under the EU Market Abuse Regulation. The information was provided, through the agency of the above-mentioned contact person, for public release on 13 September 2023, at 17:30 CEST.*

## **Important information**

The information in this press release neither contains nor constitutes an offer to acquire, subscribe, or otherwise trade shares, subscription options, or other securities in JonDeTech. No action has been taken, and no action will be taken, to permit a public offering in any jurisdiction other than Sweden. The invitation to eligible persons to subscribe for units in JonDeTech will only be made through the Prospectus, which will be published by the Company on or around 18 October 2023 on JonDeTech's website, [www.jondetech.se](http://www.jondetech.se). The future approval by the Financial Supervisory Authority (Sw. Finansinspektionen) of the Prospectus should not be construed as an approval of the Company's shares, subscription options, or other securities. However, this press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and this press release does not identify or purport to identify risks (direct or indirect) that may be associated with an investment in shares, subscription options, or other securities in JonDeTech. The information in this press release is provided solely for the purpose of describing the background to the Preferential Issue and makes no claim to be complete or exhaustive. No representation shall be made with respect to the accuracy or completeness of the information in this press release. Any investment decision should, for an investor to fully understand the potential risks and benefits associated with the decision to participate in the Preferential Issue, be made solely on the basis of the information in the Prospectus. Therefore, it is recommended that an investor reads the entire Prospectus. This press release constitutes marketing in accordance with Article 2 k of the Prospectus Regulation.

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*Forward-Looking Statements:*

This press release contains forward-looking statements concerning the Company's intentions, assessments, or expectations regarding the Company's future results, financial position, liquidity, development, prospects, expected growth, strategies, and opportunities, as well as the markets in which the Company operates. Forward-looking statements are statements that do not concern historical facts and can be identified by expressions such as "believes," "expects," "anticipates," "intends," "estimates," "will," "may," "assumes," "should," "could," and, in each case, negations 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. While the Company believes that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that they will materialize or that they are correct. Since these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcomes, for many different reasons, may significantly deviate from what is stated in the forward-looking statements. Such risks, uncertainties, contingencies, and other significant factors may cause the actual development of events to materially differ from the expectations expressly or implicitly stated in this press release through the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are accurate, and each reader of the press release should not unreasonably rely on the forward-looking statements in this press release. The information, opinions, and forward-looking statements expressly or implicitly contained herein are provided only as of the date of this press release and may change. Neither the Company nor anyone else undertakes to review, update, confirm, or publicly announce any revisions to any forward-looking statement to reflect events that occur or circumstances that arise regarding the content of this press release, unless required by law or Nasdaq rules for issuers.