

SyntheticMR AB resolves on a fully secured rights issue of approximately SEK 32.8 million

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The board of directors of SyntheticMR AB (publ) ("SyntheticMR" or the "Company") has today, subject to subsequent approval by an extraordinary general meeting, resolved to carry out a new share issue of approximately SEK 32.8 million with preferential rights for the Company's shareholders (the "Rights Issue"). The purpose of the Rights Issue is mainly to finance the Company's commercial phase and continued development. The Rights Issue is secured to a total of 100 percent through subscription commitments from members of the Board of Directors and management (including related parties), as well as through a subscription commitment and a free of charge guarantee commitment from the Company's largest shareholder and Board member, Staffan Persson, via Swedia Invest AB. Notice to the extraordinary general meeting will be published through a separate press release.

Summary

- The board of directors of SyntheticMR has today, subject to subsequent approval by an extraordinary general meeting, resolved to carry out a new share issue of approximately SEK 32.8 million with preferential rights for the Company's shareholders.
- The extraordinary general meeting is planned to be held on 9 January 2026. Notice to the extraordinary general meeting will be published through a separate press release.
- The purpose of the Rights Issue is mainly to finance the Company's commercial phase and continued development.
- The record date for the right to participate in the Rights Issue is 16 January 2026.
- For each existing share held on the record date, one subscription right will be received. Two (2) subscription rights entitle the holder to subscribe for one (1) new share.
- The subscription price in the Rights Issue amounts to SEK 1.1 per share.
- The subscription period in the Rights Issue is expected to run during the period from 20 January 2026 to 3 February 2026.
- The Rights Issue is secured to a total of 100 percent through subscription commitments from members of the Board of Directors and management (including related parties), as well as through a subscription commitment and a free of charge guarantee commitment from the Company's largest shareholder and Board member, Staffan Persson, via Swedia Invest AB.

Background and motive

SyntheticMR has over the past years carried out strategic investments that have resulted in a technologically mature, clinically validated and broad offering within quantitative MR, AI-based decision support and advanced image analysis. The previous rights issue carried out by the Company financed the acquisition of Combinostics, which strengthened the Company's position within neurology

through established products, recurring revenues, existing customers and documented clinical use. In connection with the acquisition, cost adjustments were also implemented in order to ensure a sustainable cost base and good financial balance. Following the completion of the integration, SyntheticMR has now entered a new phase in which the focus has shifted from acquisition and integration activities to commercial execution. This commercial phase entails an operational shift where the Company prioritizes strengthened sales in selected geographies as well as clearer packaging and upselling of the combined SyntheticMR and Combinostics offering. In addition, the activation of existing OEM relationships is intensified, from technical integration to clinical use and the establishment of recurring revenues. The Rights Issue enables a focused commercial investment over the coming 12–18 months.

Combinostics today constitutes a central commercial anchor in SyntheticMR's offering within neurology. The solutions are used clinically across several applications and have demonstrated commercial momentum with growth in recurring revenues and low churn, contributing to an improved risk and revenue profile. The combination of SyMRI and Combinostics creates conditions for upselling, broader customer relationships and deepened collaborations with both end customers and OEM partners. As a further development of the offering, support for ARIA (Amyloid Related Imaging Abnormalities) is also included. With the introduction of new disease-modifying drugs for Alzheimer's disease, the need for standardized and objective ARIA follow-up is expected to increase. Regulatory work is ongoing while commercial preparations are carried out in parallel, with the opportunity to leverage existing partnerships and distribution channels. ARIA is therefore assessed to constitute a near-term commercial opportunity rather than a long-term development project.

The OEM channel remains a central part of the Company's growth strategy, with a focus on accelerating the transition from technical integration to regional market penetration and recurring revenues. In parallel, direct sales have been strengthened following the acquisition of Combinostics. The United States remains a prioritized market, and the Rights Issue creates the conditions to strengthen the commercial presence there through improved packaging and more focused market efforts.

Use of proceeds

Through the Rights Issue, the Company will be provided with approximately SEK 32.8 million before deduction of issue-related costs. The Company intends to mainly use the proceeds to finance the commercial phase in the Company's continued development, as set out below:

- Commercial scaling of SyntheticMR's and Combinostics' existing offerings, including strengthened direct sales and OEM sales.
- Deepened OEM collaborations and joint go-to-market initiatives.
- Strategic marketing initiatives, with a particular focus on digital marketing, increased visibility, lead generation and structured market penetration.
- Integration and gradual further development of the product portfolio, including ARIA.
- Working capital to support the growth and commercialization phase.

Terms and conditions

The board of directors of the Company has, subject to subsequent approval by an extraordinary general meeting, resolved to carry out the Rights Issue of approximately SEK 32.8 million before transaction costs. The Company's existing shareholders have preferential rights to subscribe for shares in proportion to their existing shareholdings. In addition, the general public is given the opportunity to subscribe for shares in the Rights Issue.

One (1) existing share in the Company on the record date of 16 January 2026 entitles the holder to one (1) subscription right. Two (2) subscription rights entitle the holder to subscribe for one (1) new share in SyntheticMR. The subscription price in the Rights Issue has been set at SEK 1.1 per share.

Subscription of shares shall take place during the subscription period running from 20 January 2026 up to and including 3 February 2026. Subscription rights that are not exercised during the subscription period will lapse and lose their value. Trading in subscription rights is expected to take place on Spotlight Stock Market from 20 January 2026 up to and including 29 January 2026. Trading in BTA (paid subscribed shares) is expected to take place during the period from 20 January 2026 until the Rights Issue has been registered with the Swedish Companies Registration Office.

Upon full subscription, the Rights Issue will result in an increase of the share capital by a maximum of SEK 661,056.9924, from SEK 1,322,114.0070 to SEK 1,983,170.9994, and an increase in the total number of shares by a maximum of 29,777,342 shares, from 59,554,685 shares to 89,332,027 shares. Existing shareholders who choose not to participate in the Rights Issue will incur a dilution of approximately 33.33 percent of the votes and capital, calculated based on the number of shares in the Company after the Rights Issue has been fully subscribed. Shareholders who choose not to participate in the Rights Issue have the opportunity to partially compensate for the economic dilution effect by selling their subscription rights no later than 29 January 2026.

Subscription and guarantee commitments

Provided that the extraordinary general meeting approves the Board of Directors' resolution on the Rights Issue, the Rights Issue is secured to a total of 100 percent through subscription commitments from members of the Board of Directors and management (including related parties), as well as through a subscription commitment and a free of charge guarantee commitment from the Company's largest shareholder and Board member, Staffan Persson, via Swedia Invest AB.

The Company has received subscription commitments from the Board of Directors, management (including related parties) and Staffan Persson, through Swedia Invest AB, amounting to approximately SEK 10.3 million (corresponding to approximately 31.5 percent of the Rights Issue). In addition, the Company's largest shareholder and Board member, Staffan Persson, through Swedia Invest AB, has provided a guarantee commitment amounting to approximately SEK 22.4 million (corresponding to approximately 68.5 percent of the Rights Issue).

No remuneration is paid for the subscription commitments and guarantee commitments provided, whereby the Company has secured the Rights Issue to 100 percent at no cost to the Company.

The subscription and guarantee commitments are not secured by bank guarantee, blocked funds, pledges or similar arrangements.

Exemption from mandatory bid requirement

The Company's largest shareholder, Staffan Persson, through Swedia Invest AB, may, through fulfillment of his subscription commitment and guarantee commitment, become the holder of shares in the Company representing more than three tenths of the voting rights for all shares in the Company, up to approximately 50.2 percent. This would entail an obligation to make a mandatory takeover bid in accordance with applicable takeover rules for certain trading platforms. The Swedish Securities Council (Aktiemarknadsnämnden) has granted Staffan Persson an exemption from the mandatory bid requirement that may arise if Staffan Persson (i) fulfills his subscription commitment and subscribes for his pro rata share of shares in the Rights Issue and (ii) fulfills his guarantee commitment by, in addition to his pro rata share, subscribing for shares in the Rights Issue (AMN 2025:69). The exemption insofar as it relates to the guarantee commitment is conditional upon the shareholders, prior to the extraordinary general meeting, being informed of the maximum capital and voting interest that Staffan Persson may indirectly obtain as a result of the guarantee commitment, and that the resolution on the Rights Issue is approved by the extraordinary general meeting with at least two thirds of both the votes cast and the shares represented at the meeting, excluding the shares held and represented at the meeting by Staffan Persson.

The guarantee commitment is conditional upon the above-mentioned conditions for the exemption from the mandatory bid requirement being fulfilled.

Extraordinary general meeting

The board of directors' resolution regarding the Rights Issue is subject to approval by an extraordinary general meeting, which is planned to be held on 9 January 2026. Notice to the extraordinary general meeting will be published in a separate press release.

Information document

In connection with the Rights Issue, the Company will prepare an information document in accordance with Article 1.4 db of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the “**Prospectus Regulation**”). The information document will be prepared in accordance with the requirements set out in Annex IX to the Prospectus Regulation and will be published by the Company before the subscription period commences. The information document is expected to be published around 19 January 2026.

Preliminary timetable for the Rights Issue

9 January 2026	Extraordinary general meeting.
14 January 2026	Last day of trading in the Company’s shares including the right to receive subscription rights.
15 January 2026	First day of trading in the Company’s shares excluding the right to receive subscription rights.
16 January 2026	Record date for participation in the Rights Issue.
20 January 2026 – 29 January 2026	Trading in subscription rights.
20 January 2026 – 3 February 2026	Subscription period.
20 January until the Rights Issue has been registered	Trading in BTA.
4 February 2026	Expected date for publication of the outcome in a press release.

Bringing forward of quarterly report

In connection with the Rights Issue, the Company has decided to bring forward the Company’s quarterly report for the fourth quarter of 2025 to 6 February 2026. The previously announced date for publication was 17 February 2026.

Advisers

In connection with the Rights Issue, SyntheticMR AB (publ) has engaged Sedermera Corporate Finance AB as financial adviser, Foyen Advokatfirma as legal adviser, and Nordic Issuing AB as issuing agent.

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This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 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 will prepare and publish an information document designed in accordance with the requirements of Annex IX to the Prospectus Regulation.

This press release neither identifies nor purports to identify risks (direct or indirect) associated with an investment in the Company. The information in this press release is provided solely to describe the

background to the Rights Issue and does not claim to be complete or exhaustive. No representation or warranty shall be given with respect to the information in this press release regarding its accuracy or completeness. Sedermera Corporate Finance AB acts for SyntheticMR in connection with the Rights Issue and not for any other party. Sedermera Corporate Finance AB is not responsible to anyone other than SyntheticMR for providing the protections afforded to its clients or for giving advice in connection with the Rights Issue or in relation to any other matter referred to herein.

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Forward-looking statements

This press release contains forward-looking statements that relate to 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 relate to historical facts and can be identified by the fact that they contain expressions such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "assumes", "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, which in many cases 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 correct. As these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcomes may, for many different reasons, differ materially from what is expressed in the forward-looking statements. Such risks, uncertainties, contingencies and other material factors may cause the actual course of events to differ materially from the expectations expressly or implicitly indicated 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 correct and each reader 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 are provided only as of the date of this press release and may be subject to change. Neither the Company nor any other party undertakes any obligation to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events that occur or circumstances that arise in relation to the content of this press release.

Information to distributors

In order to comply with the product governance requirements contained in: (a) Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments, as consolidated, ("MiFID II"); (b) Articles 9 and 10 of the Commission Delegated Directive (EU) 2017/593, supplementing MiFID II; and (c) national implementing measures (together, the "MiFID II Product Governance Requirements") and in order to disclaim all non-contractual, contractual or other liability that any "manufacturer" (within the meaning of the MiFID II Product Governance Requirements) might otherwise be subject to, the offered shares have been subject to a product approval process, which has determined that these securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria for professional clients and eligible counterparties, as defined in MiFID II; and (ii) eligible for distribution through all distribution channels permitted under MiFID II (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Company's shares may decline and investors could lose all or part of their investment, that the Company's shares are not associated with any guarantee of return or capital protection, and that an investment in the Company's shares is suitable only for investors who do not require a guaranteed return or capital protection and who (alone or with the assistance of an appropriate financial or other adviser) are capable of evaluating the advantages and risks of such an investment and who have sufficient resources to bear the losses that such an investment may result in. The Target Market Assessment does not affect any other requirements relating to contractual, legal or regulatory sales restrictions in connection with the Rights Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute (a) an assessment of appropriateness or suitability within the meaning of MiFID II or (b) a recommendation to any investor or group of investors to invest in, acquire or take any other action whatsoever with respect to the Company's shares. Each distributor is responsible for carrying out its own Target Market Assessment in respect of the Company's shares as well as for determining appropriate distribution channels.

This disclosure contains information that SyntheticMR AB is obliged to make public pursuant to the EU Market Abuse Regulation (EU nr 596/2014). The information was submitted for publication, through the agency of the contact person, on 17-12-2025 23:03 CET.