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SciBase announces outcome of the offer to repurchase outstanding warrants of series TO 2

SciBase Holding AB (publ) ("SciBase" or the "Company") today announces the outcome of the repurchase offer for all warrants of series TO 2 resolved by the Board of Directors on 7 November 2025 (the "TO 2 Offer"). The outcome shows that holders of a total of 418,150,952 warrants of series TO 2 have accepted the TO 2 Offer where two (2) warrants of series TO 2 entitle to one (1) newly issued share in the Company. The outcome of the TO 2 Offer corresponds to approximately 83.9 percent of all outstanding warrants of series TO 2 and results in the issuance of 209,075,476 new shares in SciBase. Following the completion of the TO 2 Offer, the number of outstanding warrants of series TO 2 will amount to 80,383,883.

On 7 November 2025, the Company announced that the Board of Directors had resolved to make the TO 2 Offer to all holders of warrants of series TO 2. Within the framework of the TO 2 Offer, two (2) warrants of series TO 2 entitled to one (1) new share in the Company.

The acceptance period for the TO 2 Offer commenced on 8 December 2025 and ended on 8 January 2026. Within the framework of the TO 2 Offer, the Company has previously received irrevocable undertakings from a group of investors to tender a total of 368,709,753 warrants of series TO 2 in the TO 2 Offer, corresponding to approximately 74 percent of the total number of outstanding warrants of series TO 2.

The TO 2 Offer has been accepted by holders of a total of 418,150,952 warrants of series TO 2, which corresponds to approximately 83.9 percent of all outstanding warrants of series TO 2. As a result of the TO 2 Offer, 209,075,476 new shares will be issued, corresponding to a dilution of approximately 33.5 percent (calculated on the total number of outstanding shares in the Company after completion of the TO 2 Offer). Following the TO 2 Offer, the number of outstanding warrants of series TO 2 will amount to 80,383,883.

Subscription of shares in accordance with the TO 2 Offer will in practice be made through subscription of shares in a directed set-off issue of new shares to the holders of warrants of series TO 2 who have accepted the TO 2 Offer (the "**Set-off Issue**"). The Board of Directors intends to resolve on the Set-off Issue around 27 January 2026 based on the issue authorization received by the Extraordinary General Meeting held on 5 December 2025.

Shares issued as a result of the TO 2 Offer will be registered and delivered in connection with the registration of the rights issue of shares, of approximately SEK 83 million, resolved by the Board of Directors on 29 December 2025 (the "**Rights Issue**"). Accordingly, the shares issued as a result of the TO 2 Offer will not entitle to participation in the Rights Issue.



Shares and share capital

Through the TO 2 Offer, the share capital in the Company will increase by SEK 10,453,773.80 through the issuance of a total of 209,075,476 new shares.

Advisors

SciBase has retained Bergs Securities and Birchtree Advisory as financial advisors and Advokatfirman Schjødt as legal advisor in connection with the Rights Issue and the TO2 Offer.

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About SciBase:

SciBase is a global medical technology company specializing in early detection and prevention in dermatology. SciBase develops, manufactures and commercializes Nevisense, a unique point-of-care platform that combines AI and advanced EIS technology to increase diagnostic accuracy and ensure proactive management of skin health.

Our commitment is to minimize patient suffering, enabling physicians to improve and save lives through early detection and intervention and reduce healthcare costs.

SciBase is based on more than 20 years of research at Karolinska Institutet in Stockholm and is a leader in dermatological advances.

The company has been listed on Nasdaq First North Growth Market since June 2, 2015 and the company's Certified Adviser is Carnegie Investment Bank AB (publ). Read more at www.scibase.com. For press releases and financial reports visit: <http://investors.scibase.se/en/pressreleases>

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The availability of the TO 2 Offer and the Rights Issue for holders who are not residents of Sweden may be affected by the laws of the relevant jurisdiction in which they are located. Holders who are not residents of Sweden should inform themselves about and comply with all applicable laws and regulations.

This press release does not constitute an offer, or a solicitation of any offer, to acquire or subscribe for any securities in SciBase in any jurisdiction, neither from SciBase nor from anyone else. This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. No prospectus will be prepared in connection with the Rights Issue or the TO 2 Offer. The Company will prepare and publish an information document in the form prescribed in Appendix IX to the Prospectus Regulation regarding the Rights Issue and has prepared and published an information document in the form prescribed in Appendix IX to the Prospectus Regulation regarding the TO 2 Offer. The information documents will be available on the Company's website (<https://investors.scibase.se>).



This press release does not identify or purport to identify any risks (direct or indirect) that may be associated with an investment in the Company. The information in this press release is only intended to describe the background to the Rights Issue and the TO 2 Offer respectively and does not claim to be complete or exhaustive. No representation is made as to the accuracy or completeness of the information in this press release.

This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for securities in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold in the United States absent registration, an 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, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea or any other jurisdiction where such release, publication or distribution of this information would be unlawful or where such action is subject to legal restrictions or would require additional registration, or measures other than those required by Swedish law. Actions in violation of this instruction may constitute a violation of applicable securities legislation.

The TO 2 Offer relates to securities of a non-U.S. company and is subject to the disclosure requirements, rules and practices applicable to companies listed in Sweden, which differ from those applicable in the United States in certain material respects. The TO2 Offer is not subject to the announcement and other procedural rules of Regulation 14D of the US Exchange Act of 1934, as amended (the "**Exchange Act**"). The TO2 Offer will only be made to eligible U.S. holders in the United States in accordance with the requirements of Regulation 14E of the U.S. Exchange Act to the extent applicable and subject to any exclusions or reliefs thereof. Certain provisions of Rule 14E of the Exchange Act are not applicable to the TO2 Offer due to the Tier II exemptions provided by Rule 14d-1(d) of the Exchange Act.

The company assesses that it conducts activities worthy of protection under the FDI Act. In accordance with the FDI Act, the Company must inform prospective investors that the Company's operations may fall within the scope of the regulation and that the investment may be notifiable. In the event that an investment is notifiable, it must, before it is carried out, be notified to the ISP. An investment may be notifiable if i) the investor, someone in its ownership structure or someone on whose behalf the investor acts, after the investment is made, holds votes equal to or in excess of any of the thresholds of 10, 20, 30, 50, 65 or 90 per cent of the total number of votes in the Company, ii) the investor acquires the Company and the investor through the investment, any person in its ownership structure or anyone on whose behalf the investor acts, directly or indirectly, would have a direct or indirect influence on the management of the Company, and iii) the investor, someone in its ownership structure or someone on whose behalf the investor is acting, would through the investment have a direct or indirect influence in the management of the Company. The investor may be subject to an administrative fine if an investment that is subject to notification is carried out before ISP either i) has decided to submit the notification without action or ii) approved the investment. Each shareholder should consult an independent legal advisor regarding the possible application of the FDI Act in relation to the Rights Issue for the individual shareholder.

Forward-Looking Statements

Matters discussed in this press release may contain forward-looking statements. Forward-looking statements are all statements that do not relate to historical facts and events, as well as forward-looking statements that include, for example, expressions such as "anticipates", "intends", "may", "will", "should", "estimates", "believes", "may", "plans", "continues", "potential", "estimates", "forecasts", "known" or similar expressions. In particular, these statements relate to future results, financial condition, cash flows, plans and expectations for the Company's operations and management, future growth and profitability, as well as the general economic and regulatory environment and other circumstances affecting the Company, many of which are in turn based on



additional assumptions, such as the absence of changes in existing political, legal, tax, market or economic conditions or in applicable laws (including, but not limited to, accounting policies, accounting methods and tax policies), which, individually or together, may be material to the results of the company or its ability to conduct its business. Although the Company believes that these assumptions were reasonable when made, they are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors that are difficult or impossible to predict and that may be beyond the Company's control. Such risks, uncertainties, contingencies and other material factors could cause actual events to differ materially from the expectations expressed or implied by such forward-looking statements. Prospective investors should therefore not place undue reliance on the forward-looking information contained herein, and prospective investors are strongly advised to read those parts of the information documents that contain a more detailed description of factors that may affect the Company's business and the market in which the Company operates. The information, opinions and forward-looking statements contained in this press release are valid only as of the date of this press release and are subject to change without notice.