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**SciBase announces final outcome of the rights issue and the resolution on a set-off issue within the framework of the offer to repurchase outstanding warrants of series TO 2**

**SciBase Holding AB (publ) ("SciBase" or the "Company") today announces the final outcome of the rights issue of shares resolved by the Company on 29 December 2025 (the "Rights Issue"). The Rights Issue has been subscribed to 96.4 percent, of which approximately 61.3 percent has been subscribed for with the support of subscription rights and approximately 35.1 percent without the support of subscription rights. Through the Rights Issue, the Company will receive approximately 79.9 MSEK before deduction of transaction costs. Furthermore, the Board of Directors of the Company has today, pursuant to the authorisation granted by the extraordinary general meeting held on 5 December 2025, resolved on a set-off issue of 209,075,476 shares at a subscription price of SEK 0.20 per share (which corresponds to the subscription price in the Rights Issue) (the "Set-off Issue"). Payment for the shares in the Set-off Issue is made through set-off of receivables that arose in connection with holders of warrants of series TO 2 accepting the offer to repurchase warrants of series TO 2 announced by the Company through a press release on 7 November 2025 (the "TO 2 Offer"). All shares in the Set-off Issue have been subscribed for and allotted.**

**Outcome of the Rights Issue**

The subscription period for the Rights Issue ended on 26 January 2026. The final outcome shows that the Rights Issue has been subscribed to 96.4 percent, of which approximately 61.3 percent has been subscribed for with the support of subscription rights and approximately 35.1 percent without the support of subscription rights. The subscription price in the Rights Issue amounted to SEK 0.20 per share and the Company will thereby receive approximately 79.9 MSEK before deduction of transaction costs of approximately SEK 3.4 million.

**Allotment of shares subscribed for without subscription rights**

Allotment of shares subscribed for without the support of subscription rights in the Rights Issue will be made in accordance with the principles set out in the information document prepared and published by the Company on 9 January 2026 in connection with the Rights Issue. Notification of allotment of shares subscribed for without the support of subscription rights will be sent via contract note to those who have been allotted such shares, and payment for such shares shall be made in cash in accordance with the instructions in the contract note. Shareholders with nominee-registered holdings will receive notification of allotment in accordance with the procedures of the respective nominee.

**Set-off Issue regarding the TO 2 Offer**

On 7 November 2025, the Company announced that the Board of Directors had resolved on the TO 2 Offer. In the TO 2 Offer, two (2) warrants of series TO 2 entitled the holder 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. The TO 2 Offer has been accepted by holders of a total of 418,150,952 warrants of series TO 2, corresponding to approximately 83.9 percent of all outstanding warrants of series TO 2. Following the TO 2 Offer, the number of outstanding warrants of series TO 2 will amount to 80,383,883.

As previously communicated, subscription of shares in accordance with the TO 2 Offer shall 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 that have accepted the TO 2 Offer. The Board of Directors of the Company has thus today, pursuant to the authorisation granted by the extraordinary general meeting held on 5 December 2025, resolved on the Set-off Issue. All shares in the Set-off Issue have been subscribed for and allotted.

The reason for the deviation from the shareholders' preferential rights is that the Company wishes to set off debt against new shares in the Company in accordance with the terms of the TO 2 Offer.

Payment for the shares in the Set-off Issue is made through set-off of receivables that arose in connection with the closing of the acceptance period for the TO 2 Offer. The subscription price amounts to SEK 0.20 per share (which corresponds to the subscription price in the Rights Issue). Prior to the resolution on the Set-off Issue, the Board of Directors has placed great emphasis on ensuring that the subscription price should be market-based in relation to the prevailing share price. The subscription price has been determined by the Board of Directors, in consultation with the Company's financial advisors, following arm's length negotiations with the investors, whereby the Board of Directors has considered several factors such as market conditions, the Company's financing needs and alternative cost for other financing, as well as assessed market interest for an investment in the Company. The Board of Directors' assessment is therefore that the subscription price in the Set-off Issue is market-based and thus reflects prevailing market conditions and demand from investors.

**Number of shares and share capital**

Through the Rights Issue, the number of shares increases by 399,271,881 and through the Set-off Issue, the number of shares increases by 209,075,476. In total, the number of shares increases by 608,347,357, from 414,182,643 to 1,022,530,000. Through the Rights Issue, the share capital increases by 19,963,594.05 SEK and through the Set-off Issue the share capital increases by 10,453,773.80 SEK. In total, the share capital increases by 30 417 367,85 SEK, from SEK 20,709,132.15 to 51 126 500,00 SEK. The total dilution effect thus amounts to approximately 59.5 percent (calculated on the number of shares in the Company following the outcome of the Rights Issue and the Set-off Issue).

**Trading in BTAs and the new shares in the Rights Issue and the Set-off Issue**

The last day of trading in BTAs in the Rights Issue on Nasdaq First North Growth Market is expected to be on or around 13 February 2026. Trading in the new shares issued through the Rights Issue



and the Set-off Issue is expected to commence on Nasdaq First North Growth Market on or around 19 February 2026.

#### **Advisors**

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

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

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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 elevate diagnostic accuracy, ensuring proactive skin health management.

Our commitment is to minimize patient suffering, allowing clinicians to improve and save lives through timely detection and intervention and reduce healthcare costs.

Built on more than 20 years of research at Karolinska Institute in Stockholm, Sweden, SciBase is a leader in dermatological advancements.

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

#### **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.

The availability of the Rights Issue, the TO 2 Offer and the Set-off Issue to holders who are not resident in Sweden may be affected by the laws of the relevant jurisdiction in which they are located. Holders who are not resident in Sweden should inform themselves about and observe any applicable legal and regulatory requirements.

This press release does not constitute an offer, or a solicitation of any offer, to buy 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, the TO 2 Offer or the Set-off Issue. The Company has prepared and published information documents in the form prescribed in Annex IX to the Prospectus Regulation regarding the Rights Issue and the TO 2 Offer. The information documents are 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 contained in this press release is for the purpose of describing the background to the Rights Issue, the TO 2 Offer and the Set-off Issue, respectively, only and does not purport to be complete or exhaustive. No representation is made as to the accuracy or completeness of the information contained in this press release.

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 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 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, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea 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.

The Rights Issue, the TO 2 Offer and the Set-off Issue relate to securities in a non-US company and are subject to the disclosure requirements, rules and practices applicable to companies listed in Sweden, which differ from those of the United States in certain material respects. The Rights Issue, the TO 2 Offer and the Set-off Issue are not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act of 1934, as amended (the "**Exchange Act**"). The Rights Issue, the TO 2 Offer and the Set-off Issue have been made solely to qualifying US holders in the United States in accordance with the requirements of Regulation 14E under the US Exchange Act to the extent applicable and subject to any exemptions or relief therefrom. Certain provisions of Regulation 14E under the Exchange Act are not applicable to the Rights Issue, the TO 2 Offer and the Set-off Issue by virtue of the Tier II exemptions provided by Rule 14d-1(d) under the Exchange Act.

The Company considers 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 activities 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 be notified to the ISP prior to its realization. An investment may be notifiable if (i) the investor, any member of its ownership structure or any person on whose behalf the investor is acting, after the investment is made, holds voting rights equal to or exceeding any of the thresholds of 10, 20, 30, 50, 65 or 90 percent of the total voting rights in the Company, (ii) the investor acquires the Company through the investment

and the investor, any member of its ownership structure or any person on whose behalf the investor is acting, directly or indirectly, would hold 10 percent or more of the total voting rights in the Company; and (iii) the investor, any member of its ownership structure or any person on whose behalf the investor is acting, would acquire through the investment a direct or indirect influence in the management of the Company. An administrative fine may be imposed on the investor if a notifiable investment is made before the ISP has either (i) resolved to leave 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, the TO 2 Offer and the Set-off 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 refer to historical facts and events, as well as statements that refer to the future and for example contain 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 of operations, financial condition, cash flows, plans and expectations of the Company's business and management, future growth and profitability and 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 principles, accounting methods and tax policies), which individually or in the aggregate could be material to the Company's results of operations or its ability to operate 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 may be beyond the Company's control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in such forward-looking statements. Accordingly, prospective investors should 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 include 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.