



# S2Medical AB (publ) publishes a prospectus regarding the rights issue

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO, THE UNITED STATES OF AMERICA, AUSTRALIA, BELARUS, CANADA, HONG KONG, JAPAN, NEW ZEALAND, RUSSIA, SINGAPORE, SOUTH AFRICA, SOUTH KOREA, SWITZERLAND OR ANY OTHER JURISDICTION IN WHICH SUCH ACTION IS WHOLLY OR PARTLY SUBJECT TO LEGAL RESTRICTIONS. THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER, OR AN INVITATION TO ACQUIRE OR SUBSCRIBE FOR ANY SECURITIES IN S2MEDICAL AB AB (PUBL) IN ANY JURISDICTION. SEE ALSO THE SECTION "IMPORTANT INFORMATION" BELOW.

The prospectus regarding S2Medical AB's (publ) ("S2Medical" or the "Company") rights issue of approximately SEK 26 million, which was decided upon by the board on May 5, 2023, with subsequent approval from the annual general meeting on June 8, 2023, (the "Rights Issue"), has today been approved and registered by the Financial Supervisory Authority (Finansinspektionen). The subscription period in the Rights Issue begins on 19 June 2023.

## Prospectus

The prospectus, together with all other information about the Rights Issue, is available on the Company's website, [www.s2m.se](http://www.s2m.se), on the G&W Fondkommission's website, [www.gwkapital.se](http://www.gwkapital.se), and via Aqurat Fondkommission's website, [www.aqurat.se](http://www.aqurat.se). The prospectus will also be made available on the Financial Supervisory Authority's website, [www.fi.se](http://www.fi.se).

## The rights issue in summary

- Anyone who on the record date of June 15, 2023 is entered in the share register as a shareholder in S2Medical will, for every one (1) share held, regardless of series, receive one (1) unit right of the same series. One (1) unit right gives the right to subscribe for eight (8) new units of the same series, meaning a subscription ratio of 8:1.
- Each unit consists of one (1) newly issued share of either series A or series B, one (1) warrant of series TO 2B, one (1) warrant of series TO 3B and one (1) warrant of series TO 4B.
- The subscription price in the Rights Issue amounts to SEK 0.10 per unit, corresponding to SEK 0.10 per share. The warrants are issued free of charge.
- The company's largest shareholder SivlerSkog Group AB, owned by the company's founders Petter Sivlér and Mårten Skog, has undertaken to subscribe for units containing A shares corresponding to approximately SEK 0.5 million and approximately 2 percent of the rights issue.
- In addition to the above-mentioned subscription commitment, external guarantors have provided guarantee commitments with customary conditions which amount to approximately SEK 21.5 million, corresponding to approximately 83 percent of the Rights Issue. The rights issue is thus covered to 85 percent by customary unsecured guarantee commitments and subscription obligations.

## Timetable for the Rights issue and subscription

19 June 2023 – 3 July 2023	Subscription period
19 June 2023 – 28 June 2023	Trading in unit rights of series B (UR B)
19 June 2023 until the issue has been registered with the Swedish Companies Registration Office	Handel in paid subscribed units of series B (BTU B)
July 3, 2023	Estimated date for publication of preliminary outcome
July 4, 2023	Estimated date for publication of final outcome

The subscription period in the Rights Issue begins on Monday, June 19, 2023, and a link to the registration form for subscription will be available on the Company's, G&W Fondkommission's and Aqurat Fondkommission's respective websites. Note that shareholders with trustee-registered holdings register for subscription to the Rights Issue, both with and without the support of unit rights, via their trustee.

## Advisor

G&W Fondkommission acts as financial advisor to S2Medical in connection with the Rights Issue. The law firm Delphi is legal advisor to the Company and Aqurat Fondkommission AB is the issuing institution.

## Important information

The information in this press release does not constitute an offer to acquire, subscribe for or otherwise trade in shares, warrants or other securities in S2Medical. No action has been taken and no action will be taken to authorise an offer to the public in any jurisdiction other than Sweden. The invitation to the persons concerned to subscribe for units in S2Medical will only be made through the prospectus prepared by the Company and published on the Company's website after the prospectus has been reviewed and approved by the Swedish Financial Supervisory Authority.

The information in this press release may not be announced, published or distributed, directly or indirectly, in or into the Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland, United States or any other jurisdiction where such action would be illegal, subject to legal restrictions or require measures other than those required by Swedish law. Actions contrary to this instruction may constitute a violation of applicable securities laws. This press release does not constitute an offer or invitation to acquire or subscribe for securities in the United States. No shares, warrants, unit rights, paid subscribed units, units or other securities issued by the Company ("**Securities**") have been or will be registered under the United States Securities Act of 1933 ("**Securities Act**") or the securities laws of any state or other jurisdiction in the United States and no Securities may be offered, subscribed for, exercised, pledged, sold, resold, delivered or transferred, directly or indirectly, in or into 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 in compliance with the securities laws of the relevant state or other jurisdiction of the United States. The Securities have not been approved or registered, and will not be approved or registered, by the US Securities and Exchange Commission, any state securities authority or any other authority in the United States. Nor has any such authority passed judgement on the offer or the accuracy and reliability of the prospectus. Any representation to the contrary is a criminal offence in the United States.

This press release is not a prospectus as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. In any EEA Member State other than Sweden, this announcement is only addressed to and is only directed at "qualified investors" in that Member State within the meaning of the Prospectus Regulation.

In the United Kingdom, this document, and any other materials relating to the securities referred to herein, is only being distributed and directed to, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" within the meaning of the Prospectus Regulation who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), as amended from time to time or (ii) "high net worth entities" as referred to in Article 49(2)(a) to (d) of the Order (all such persons being collectively referred to as "**Relevant Persons**"). Any investment or investment activity to which this communication relates is available in the United Kingdom only to Relevant Persons and will only be undertaken with Relevant Persons. Persons who are not Relevant Persons should not take any action based on this document and should not act or rely on it.

#### **Forward-looking statements**

This press release contains forward-looking statements regarding the Company's intentions, beliefs or expectations about the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and 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, negatives 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. 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 be accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes may differ materially from those in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied by the forward-looking statements in this press release. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and any 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 expressed or implied herein speak only as of the date of this press release and are subject to 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 in relation to the content of this press release, unless required by law or the rules of Nasdaq First North Growth Market. Potential investors should not place undue reliance on the forward-looking information contained herein.

The information was submitted for publication, through the agency of the contact person, on 16-06-2023 13:45 CET.

**Contact Details**

Petter Sivlér – CEO, S2Medical AB (publ)

Telephone: +46 (0)8-70 000 50

E-mail: [petter.sivler@s2m.se](mailto:petter.sivler@s2m.se)

**Certified Adviser**

Vator Securities AB

Telephone +46 (0)8-580 065 99

Website: [www.vatorsec.se](http://www.vatorsec.se)

E-mail: [ca@vatorsec.se](mailto:ca@vatorsec.se)

**About S2Medical**

S2Medical AB (publ) is a medical technology company that develops and sells innovative wound healing products for the entire wound healing process, with a focus on burns and chronic wounds. The company has developed eiratex®, a new cellulose-based material for healing severe burns and chronic wounds. The material heals wounds effectively and thereby reduces both suffering for patients and costs for health care.

Share's ticker: S2M

Share's ISIN-code: SE0011725084