



Spermosens secures SEK 4.85 million capital facility to support development and commercialization

Spermosens AB (publ) ("Spermosens" or the "Company") has entered into agreements with a group of existing shareholders, including Chairman of the Board Ulrik Spork and CEO Tore Duvold, regarding a capital facility of SEK 4.85 million (the "Capital Facility"), to be utilized in a single drawdown. The Capital Facility entails participation in a directed issue of units (shares and warrants) upon a call of capital. The Capital Facility is intended to provide financial flexibility and support the Company's continued development and commercialization of JUNO-Checked. The Capital Facility is subject to approval by the Company's annual general meeting to be held on 18 June 2026.

Rationale

The Capital Facility provides the Company with financial flexibility and the ability to continue executing its commercial plan, with full focus on completing clinical validation of JUNO-Checked Generation 3 and advancing partner discussions towards commercial agreements. The warrant component, with an exercise price set significantly above the current share price, provides an incentive for participating investors and aligns their interests with the Company's long-term share price development, while enabling potential additional capital inflows over time.

The Board of Directors has evaluated alternative financing options and considers the Capital Facility to be a cost-efficient and flexible solution given the current financing environment.

Tore Duvold, CEO of Spermosens, comments: *" We have a clear plan to reach commercial agreements through our partner-led model, and this capital facility gives us the necessary financial flexibility to execute it without distraction. We are pleased to have secured this financing together with a group of committed shareholders. The structure allows us to access capital efficiently when needed, while keeping our full focus on the value-creating activities that are moving JUNO-Checked toward commercialization."*

Tom Walsh, Managing Director of Mount Nebo Capital, comments: *" Mount Nebo's continued support reflects our conviction in Spermosens and the potential of JUNO-Checked to address a significant unmet need in fertility diagnostics. This facility gives the company the flexibility to execute on its strategy, and we look forward to supporting the team as they advance toward commercialization."*

The Capital Facility

Under the Capital Facility, the investors have committed to provide a total of SEK 4.85 million, which may be called upon by the Company's board of directors during the period from 19 June 2026 up to and including 31 December 2026. Upon such call, the entire amount under the Capital Facility shall be called, i.e. a total of SEK 4.85 million. No compensation shall be payable to the investors in connection with the Capital Facility.

The drawdown will be carried out through a directed issue of units to participating investors. Each unit will consist of one (1) share and one (1) warrant issued free of charge.

The subscription price for shares in the issue will be determined at a fifteen (15) percent discount to the volume-weighted average price (VWAP) of the Company's share during the ten (10) trading days immediately following the Company's call of capital, however not below the quota value.

The warrants will have a term of three (3) years and entitle the holder to subscribe for one (1) new share at a subscription price of SEK 0.025 per share. The warrants may be exercised during one (1) week prior to each half-year during the term.

Participants in the Capital Facility include:

CEO Tore Duvold through Duvold Holding ApS (SEK 0.1 million), Chairman of the Board Ulrik Spork (SEK 0.1 million), Mount Nebo Investments LLC (SEK 2.0 million), as well as seven additional shareholders for a total amount of SEK 2.65 million.

Considerations regarding the Capital Facility

Detailed information regarding the reasons for the deviation from the shareholders' preferential rights, including information on issue costs, will be disclosed in connection with the issue resolution in the event that the Capital Facility is utilized.

The subscription price for the shares under the Capital Facility has been determined following negotiations with the participants in the Capital Facility (excluding Tore Duvold and Ulrik Spork) and represents a discount of 15 percent compared to the volume-weighted average price (VWAP) during the ten (10) trading days immediately following a call of capital. Given current conditions in the capital markets, the Board of Directors considers the subscription price to be on market terms and reflective of investor demand for the Company's shares.

Key terms and conditions

The agreements may be terminated with immediate effect if the performance of the agreements or the implementation of the share issue is materially impeded or made impossible due to circumstances beyond the parties' control, such as regulatory changes, market disruptions or trading halts in the Company's shares.

Furthermore, investors' commitments to participate in the drawdown may cease in the event of a material adverse change in the Company's business or financial condition. Such events include, among other things, outcomes demonstrating that the Company's core technology does not meet requirements for commercialization, circumstances where the Company's business plan is no longer deemed viable, or insolvency-related situations.

The investors may also limit their participation to avoid exceeding a holding of 30 percent of the shares or votes in the Company following the issue.

Certain investments under the Capital Facility may be subject to notification under the Swedish Act (2023:560) on the Screening of Foreign Direct Investments. Any such investment will be conditional upon completion of the review process without objection from the Inspectorate of Strategic Products (ISP).

Approval at the Annual General Meeting

The Capital Facility is subject to approval by the Company's annual general meeting to be held on 18 June 2026, including the necessary resolutions to enable the directed issue in accordance with the agreements.

The Company's board of directors will propose that the annual general meeting resolves to grant the required authorization to issue shares for the Capital Facility in accordance with the terms of the agreements.

Notice of the annual general meeting will be published separately and in due time prior to the meeting.

In addition, the resolution regarding the directed issue to Duvold Holding ApS and Ulrik Spork will be subject to approval by an extraordinary general meeting.

For more information, please contact:

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About Spermosens AB

Spermosens AB is a pioneering biotechnology company based in Sweden, focused on advancing fertility diagnostics through science driven solutions. The company develops cutting-edge technologies designed to improve fertility outcomes and streamline treatment pathways for individuals and couples facing infertility. The proprietary product, JUNO-Checked, provides a novel diagnostic approach that enhances precision and evaluations by measuring the sperm-egg binding capacity. JUNO-Checked supports more informed clinical decisions and individualized treatments strategies. Driven by a strong commitment to scientific excellence and patient care, Spermosens collaborates with leading research institutions to deliver transformative fertility diagnostics to the global market. The company's shares are listed on the Spotlight Stock Market under the name SPERM (ISIN code SE0015346424). For more information, see www.spermosens.com.

This disclosure contains information that Spermosens 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 07-05-2026 18:08 CET.