Spermosens raises approx. SEK 4.85m in directed issue and calls EGM

The Board of Directors of Spermosens AB (publ) ("Spermosens" or the "Company") has today, pursuant to the authorisation granted by the Annual General Meeting held on 18 June 2026, resolved on a directed issue of approximately SEK 4.65 million through the issuance of up to 560,240,958 units, each consisting of one (1) share and one (1) warrant of series 2026/2029 issued free of charge (the "First Directed Issue"). The subscription price amounts to SEK 0.0083 per unit, corresponding to SEK 0.0083 per share, representing a discount of approximately fifteen (15) per cent compared with 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 under the Capital Facility.

The Board of Directors has furthermore resolved to convene an Extraordinary General Meeting to resolve on a separate directed issue of approximately SEK 0.2 million through the issuance of up to 24,096,384 units on the same terms and conditions, to Chairman of the Board Ulrik Spork and Duvold Holding ApS (the "Second Directed Issue" and, together with the First Directed Issue, the "Directed Issues"). Through the Directed Issues, the Company will receive gross proceeds of approximately SEK 4.85 million before transaction costs of approximately SEK 0.2 million. The Directed Issues are carried out pursuant to the Capital Facility announced by the Company on 7 May 2026 and approved by the Annual General Meeting held on 18 June 2026.

Background and reasons in brief
The Directed Issues are carried out as part of the utilization of the Capital Facility entered into by the Company earlier this year. The financing provides Spermosens with financial flexibility and enables the Company to continue executing its commercial plan with full focus on completing the clinical validation of JUNO-*Checked* Generation 3 and advancing partner discussions towards commercial agreements.

The Capital Facility has provided the Company with a flexible and cost-effective financing structure and has enabled the Company to raise capital in a cost-efficient and flexible manner under the prevailing market conditions.

The First Directed Issue
The Board of Directors has resolved, pursuant to the authorization granted by the Annual General Meeting on 18 June 2026, on the First Directed Issue comprising up to 560,240,958 units. Each unit consists of one (1) newly issued share and one (1) warrant of series 2026/2029 issued free of charge.
The subscription price amounts to SEK 0.0083 per unit, corresponding to SEK 0.0083 per share. Through the First Directed Issue, the Company will receive gross proceeds of approximately SEK 4.65 million before transaction costs.

The First Directed Issue is directed to existing shareholders Mount Nebo Investments LLC (240,963,855 units), Henrik Ruø Jensen (90,361,445 units), John Andersson Moll (36,144,578 units), Peter Nilsson (30,120,481 units), Sarsaparill AB (30,120,481 units), Niklas Estensson (12,048,192 units), Paginera Invest AB (60,240,963 units) and Michael Kantor (60,240,963 units).

The subscription price has been determined following negotiations with the investors and corresponds to a discount of approximately fifteen (15) per cent compared with 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 under the Capital Facility. In light of the current financing environment, the Board of Directors considers the subscription price to be on market terms and reflective of the demand for the Company's shares.

The Second Directed Issue
The Board of Directors has further resolved to propose that the Extraordinary General Meeting resolve on the Second Directed Issue comprising up to 24,096,384 units, each consisting of one (1) share and one (1) warrant of series 2026/2029 issued free of charge. The terms and conditions of the Second Directed Issue are otherwise identical to those of the First Directed Issue. Through the Second Directed Issue, the Company will receive gross proceeds of approximately SEK 0.2 million before transaction costs.

The Second Directed Issue is directed to Duvold Holding ApS (12,048,192 units) and Chairman of the Board Ulrik Spork (12,048,192 units).

The subscription price amounts to SEK 0.0083 per unit, corresponding to a subscription price of SEK 0.0083 per share. The subscription price is identical to that in the First Directed Issue and has been determined to ensure that all participants in the Capital Facility invest on equal terms. Accordingly, the subscription price represents a discount of approximately 15 per cent compared with 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 under the Capital Facility. In light of the challenging financing climate prevailing in the capital markets, the Board of Directors considers the subscription price to be on market terms and to reflect the demand for the Company's shares.

As Duvold Holding ApS, a company controlled by the Company's Chief Executive Officer Tore Duvold, and Chairman of the Board Ulrik Spork are covered by the provisions of Chapter 16 of the Swedish Companies Act (the so-called Leo Rules), the Second Directed Issue is subject to approval by the Extraordinary General Meeting.

Warrants of Series 2026/2029
Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price of SEK 0.025 per share. The warrants have a term of three (3) years from the issue resolution and may be exercised for subscription of new shares during one (1) week prior to each half-year during the term. The warrants are issued free of charge and are not intended to be admitted to trading. A maximum of 584,337,342 warrants of series 2026/2029 will be issued under the Directed Issues.

Shares, Share Capital and Dilution
Through the First Directed Issue, the number of shares in the Company will increase by up to 560,240,958 shares, from 3,173,024,065 shares to 3,733,265,023 shares. The share capital will increase by up to SEK 1,120,481.916, from SEK 6,346,048.13 to SEK 7,466,530.046. The First Directed Issue will result in a dilution of approximately 15.0 per cent based on the current number of shares.

Assuming that the Second Directed Issue is approved by the Extraordinary General Meeting and completed, the number of shares in the Company will increase by up to 24,096,384 shares, from 3,733,265,023 shares to 3,757,361,407 shares. The share capital will increase by up to SEK 48,192.768, from SEK 7,466,530.046 to SEK 7,514,722.814. The Second Directed Issue will result in a dilution of approximately 0.6 per cent based on the number of shares outstanding following the First Directed Issue.

If all warrants of series 2026/2029 issued in connection with the Directed Issues are exercised in full, the number of shares in the Company will increase by up to 584,337,342 shares, from 3,757,361,407 shares to 4,341,698,749 shares. The share capital will increase by up to SEK 1,168,674.684, from SEK 7,514,722.814 to SEK 8,683,397.498. Full exercise of the warrants will result in a dilution of approximately 13.5 per cent based on the number of shares outstanding following completion of the Directed Issues.

Deviation from shareholders' pre-emption rights
The reason for deviating from the shareholders' pre-emption rights is that the Directed Issues are carried out pursuant to the Capital Facility previously announced by the Company and approved by the Annual General Meeting.

Prior to entering into the Capital Facility, within which the Directed Issues are carried out, the Board of Directors carefully investigated and considered alternative financing opportunities, including raising capital through a rights issue. Following an overall assessment and careful consideration, the Board concluded that a directed issue with deviation from the shareholders' pre-emption rights represents a more advantageous alternative for the Company and its shareholders than a rights issue, and that it is objectively in the interests of both the Company and its shareholders to carry out the Directed Issues. In reaching this conclusion, the Board of Directors has, among other things, considered the following factors.

A rights issue would have required significantly more time and resources than the Directed Issues, including due to the extensive work required to prepare and implement such a transaction. Furthermore, there can be no assurance that a rights issue would be fully subscribed. The shorter execution period provides greater flexibility to seize short-term financing opportunities while reducing the Company's exposure to share price volatility and enabling the Company to benefit from the current interest in its shares. The costs associated with the Directed Issues are also expected to be lower than those of a rights issue. In particular, given the market volatility experienced during 2025 and 2026, a rights issue would likely have required extensive underwriting commitments from an underwriting consortium, which in turn would have resulted in additional costs and/or dilution for the shareholders depending on how the underwriting compensation was structured.

The reason why the Directed Issues are directed to the participating investors is that, through the Capital Facility, they have undertaken to provide capital to the Company on the terms and conditions previously announced by the Company and approved by the Annual General Meeting. The investors are existing shareholders who have expressed and demonstrated a long-term commitment to the Company, which, in the opinion of the Board of Directors, contributes to continuity, stability and long-term value creation for the Company and all its shareholders.

Extraordinary General Meeting
As the participation by Chairman of the Board Ulrik Spork and Duvold Holding ApS, a company controlled by the Company's CEO Tore Duvold, is subject to Chapter 16 of the Swedish Companies Act (the so-called Leo Rules), completion of the Second Directed Issue is conditional upon approval by the Extraordinary General Meeting. The Extraordinary General Meeting is planned to be held on 1 September 2026. Notice of the Extraordinary General Meeting will be published through a separate press release.

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.