



## **OrganoClick AB carries out a rights issue of approximately SEK 20 million, 100 percent guaranteed by the Company's three largest shareholders**

The board of directors of OrganoClick AB ("OrganoClick" or the "Company") has today on the 17 July 2025, conditioned by the authorisation from the Extraordinary General Meeting, resolved on a new issue of shares with preferential rights for existing shareholders (the "Rights Issue"). Upon full subscription, the Company will receive issue proceeds of approximately SEK 20 million before issue costs. The Rights Issue is carried out with the aim of taking the Company to profitability and a positive cash flow. The Extraordinary General Meeting is planned to be held on 5 August 2025. Notice of the Extraordinary General Meeting will be published through a separate press release. The Company's three largest shareholders have guaranteed the issue to 100 percent through subscription commitments and underwriting guarantees based on their pro-rata shareholdings. Major shareholders have also submitted a proposal for a resolution on a directed issue to the Company's board members, all of whom have chosen to have their entire board remuneration paid in shares (the "Directed Issue" and together with the Rights Issue the "Issues"). The Directed Issue is intended to be resolved at the Extraordinary General Meeting.

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### **Background and reasons**

Over the past three years, OrganoClick has made great strides towards its goal of becoming a fast-growing, profitable green chemical company with a positive cash flow. The company's bio-based chemical products, which replace "hidden" plastics and harmful chemicals such as PFAS in textiles, nonwovens and wood, are increasingly beneficial to society. To take the company to profitability, a slightly higher sales volume is required with the existing cost base. To achieve this, the Company is focusing primarily on the following three activities over the next 12-18 months: (i) Continued international expansion of OrganoTex textile impregnation, (ii) Increase sales of the Company's bio-based binders by focusing on priority customer projects close to commercialization in; wipes, food pads (the material under meat, fish and vegetables in food packaging) and economically more competitive binders for tabletop (napkins and tablecloths), and (iii) Out-licensing of OrganoWood Nowa timber production.

Through the Rights Issue, the Company will receive issue proceeds of approximately SEK 20 million. Given the Company's current business plan and against the above background, the Company will use the expected issue proceeds to (i) carry out the above-mentioned activities over the next 12-18 months, (ii) improve the production efficiency of the Company's binders and reduce cost per unit by investing in increased automation of SEK 1-2 million, and (iii) provide

increased financial flexibility through a general strengthening of the Company's balance sheet with improved equity ratio and lower debt ratio. By implementing the above activities, the Company will both increase its sales while keeping the cost base constant and thus take the Company to profitability.

The board of directors has therefore, conditioned by the authorisation from the Extraordinary General Meeting of 5 August 2025, resolved on the Rights Issue.

### Summary of the Issues

- The Rights Issue comprises a maximum of 11,543,290 shares that can be subscribed for at a subscription price of SEK 1.76 per share. The basis for the subscription price is the closing price of the Company's share on Nasdaq First North Growth Market on 17 July 2025 reduced by a discount of five (5) percent.
- Upon full subscription in the Rights Issue, the Company will receive issue proceeds of approximately SEK 20 million, before issue costs.
- The issue is 100 percent guaranteed by the Company's three largest shareholder groups through subscription undertakings and underwriting commitments (without any guarantee fee for the Company) based on their pro-rata shareholdings as follows:
  - Cidro Förvaltning AB – SEK 10.26 million
  - Beijer Ventures AB – SEK 3.43 million
  - Kjell & Märtha Beijer Stiftelse – SEK 1.94 million
  - Kjell Beijers 80-årsstiftelse – SEK 0.64 million
  - M. Hallberg AB (owned by the Company's CEO Mårten Hellberg) – SEK 3.72 million
- The subscription and guarantee commitments are not secured by bank guarantees, blocked funds, pledges or similar arrangements.
- Those who are shareholders in the Company on the record date on 6 August 2025 will receive two (2) subscription rights for each share held on the record date. Seventeen (17) subscription rights entitle the holder to subscribe for one (1) share in the Rights Issue.
- Subscription in the Rights Issue takes place during the period 8 August 2025 – 21 August 2025.
- Trading with subscription rights will take place on Nasdaq First North Growth Market during the period 8 August 2025 – 19 August 2025 and trading with BTA (paid subscribed shares) is expected to take place on Nasdaq First North Growth Market from 8 August 2025 up to and including 2 September 2025.
- Subscription rights not exercised during the subscription period become invalid and lose their value.
- No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish an information memorandum (the “**Information Memorandum**”) containing information about the Rights Issue.
- The Directed Issue is a set-off issue that enables board members to have their board remuneration paid in shares.
- Upon full subscription, the Issues increases the number of outstanding shares by 11,885,049, from 98,117,967 shares to 110,003,016 shares (of which 11,543,290 shares are attributable to the Rights Issue and 341,759 shares are attributable to the Directed Issue).
- Upon full subscription, the Issues will increase the share capital by a maximum of SEK 118,850.493751, from SEK 981,179.700960 to SEK 1,100,030.194711 (of which SEK 115,432.903643 are attributable to the Rights Issue and SEK 3,417.590108 are attributable to the Directed Issue).
- For existing shareholders, the Issues results in a dilution effect of approximately 10.8 per cent of the capital and votes in the Company upon full subscription (of which the increase attributable to the Directed Issue amounts to approximately 0.3 percent).

### Conditions for the Rights Issue

## Background

Today, on 17 July 2025, the board of directors of OrganoClick, conditioned by the authorisation from the Extraordinary General Meeting of 5 August 2025, resolved on a new issue of a maximum of 11,543,290 shares with preferential rights for the Company's existing shareholders. The purpose of the Rights Issue is to bring the Company to profitability and a positive cash flow. The subscription price amounts to SEK 1.76 per share, which, if fully subscribed, would mean that the Company receives approximately SEK 20.3 million before issue costs.

### Right to subscribe for shares and subscription price

Those who are registered as shareholders in the Company in the share register kept by Euroclear Sweden AB on the record date are entitled to subscribe for shares with preferential rights in the Rights Issue. The record date for determination of which shareholders who are entitled to subscribe for shares with preferential rights is 6 August 2025. For each existing share, two (2) subscription rights is obtained. Seventeen (17) subscription rights entitle the holder to subscribe for one (1) share in the Company. Subscription of shares can also be made without subscription rights. The subscription price per share is SEK 1.76. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve. Upon full subscription the Company will be provided with an amount of approximately SEK 20.3 million (before issue costs).

The shareholder and CEO Mårten Hellberg has notified that he will not use four (4) subscription rights. The number of subscription rights thus totals 196,235,930, which can give a maximum of 11,543,290 shares.

### Allocation

In the event that not all shares in the Rights Issue are subscribed for with subscription rights, the board of directors shall, within the framework of the maximum amount of the Rights Issue, decide on the allocation of shares subscribed for without subscription rights. Such allocation shall be made in accordance with the following allocation principles:

Firstly, to those who have also subscribed for shares with subscription rights, regardless of whether they were shareholders on the record date or not, and to the extent full allocation cannot be made, *pro rata* to the number of shares subscribed for with subscription rights. Secondly, to those who have subscribed for shares without preferential rights, and to the extent full allocation cannot be made, *pro rata* to the number of shares subscribed for. Thirdly, any remaining shares shall be allocated to the underwriters who have entered into an underwriting agreement in proportion to the size of the underwriting commitment. To the extent that allocation at any stage as described above cannot be made on a *pro rata* basis, allocation shall be made by lot.

### Subscription and payment

Subscription of the shares with subscription rights shall be made by simultaneous cash payment to an account designated by the Company during the period commencing on 8 August 2025 up to and including 22 August 2025. Subscription of shares without subscription rights shall be made during the same period on a specific form for notice of subscription. Payment for shares that have been subscribed for without preferential rights shall be made to an account designated by the Company no later than three (3) banking days after distribution of the contract note which specifies notice of allocation. The board of directors is entitled to admit payment for the shares through set-off against debts according to Chapter 13 Section 41 of the Swedish Companies Act. The board of directors is entitled to extend the subscription and payment period.

### Right to dividends

The new shares carry a right to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in share register kept by Euroclear Sweden AB.

## Conditions for the Directed Issue

### *Background*

At the Annual General Meeting on 20 May 2025, it was resolved, in accordance with the Nomination Committee's proposal, that the members of the board of directors of the Company shall have the right to choose whether the remuneration shall be paid in shares in the Company or in cash. In order to enable payment of remuneration to the board members who have chosen to receive remuneration in the form of shares, major shareholders proposes that the general meeting resolves on a new share issue of a maximum of 341,759 shares with deviation from the shareholders' preferential rights. The reason for the deviation from the shareholders' preferential rights is to enable the Company to fulfill its obligations regarding payment of board remuneration in the form of shares. The Directed Issue is a set-off issue and is directed to the current chairman of the board Johan Magnusson, the current board members Charlotte Brogren Karlberg, Håkan Gustavson, Chatarina Schneider and the former board member Jan Johansson.

### Subscription and payment

Upon subscription of all issued shares, the Company's share capital will increase by a maximum of SEK 3,417.590108. Subscription of the newly issued shares shall be made by payment no later than 22 August 2025. Payment for subscribed shares shall be made by set-off of claims. The board of directors is entitled to extend the subscription period and payment period. The subscription price per share is SEK 1.76. The subscription price is based on the closing price of the Company's share on Nasdaq First North Growth Market on 17 July 2025, reduced by a discount of five (5) percent. The subscription price in the Directed Issue is the same as the subscription price in the Rights Issue and is considered by major shareholders to be on market terms. The amount that exceeds the quota value of the shares shall be transferred to the free premium reserve. The new shares carry a right to dividends for the first time on the record date for dividends that occurs immediately after the new shares have been registered with the Swedish Companies Registration Office and have been recorded in the share register kept by Euroclear Sweden AB.

### **Other**

#### Complete terms and conditions

Complete terms and conditions for the Rights Issue will be made available on the Company's website [www.organoclick.com](http://www.organoclick.com) before the subscription period commences.

#### Information Memorandum

No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish the Information Memorandum for publication on the Company's website, [www.organoclick.com](http://www.organoclick.com), before the subscription period for the Rights Issue commences.

#### Extraordinary General Meeting

The board of directors' resolution on the Rights Issue is conditioned by authorisation by the Extraordinary General Meeting, and the Major Shareholders' proposal on the Directed Issue is conditioned by resolution by the Extraordinary General Meeting, which is intended to be held on 5 August 2025. Notice of the Extraordinary General Meeting will be published through a separate press release.

### **Preliminary timetable for the Rights Issue**

4 August 2025 Last day of trading including the right to receive subscription rights.

5 August 2025 First day of trading excluding the right to receive subscription rights.

6 August 2025 Record date for receiving subscription rights and the right to participate in the Rights Issue.

8 August 2025 – 19 August 2025 Trading in subscription rights.

8 August 2025 – 22 August 2025 Subscription period.

Around 25 August 2025 Publishing of the outcome of the Rights Issue. Contract notes are distributed.

## **Advisors**

Advokatfirman Delphi is acting as legal advisor to the Company in connection with the Rights Issue. Eminova Fondkommission has been engaged as issuing agent in connection with the Rights Issue.

## **Important information**

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, subscription rights or other securities in OrganoClick. The information in this announcement is for information purposes only and does not claim to be complete or exhaustive. No person should rely for any purpose on the information contained in this press release or its accuracy, reasonableness or completeness.

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### **Forward-looking statements**

This press release contains certain forward-looking statements that are based on uncertainty because they relate to events and depend on circumstances that will occur in the future and that, by their nature, may have an impact on OrganoClicks' results and financial position. Such forward-looking statements reflect OrganoClicks' current expectations and are based on the information currently available. OrganoClick cannot give any assurance that such forward-looking statements will prove to be correct. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied in these forward-looking statements.

This disclosure contains information that OrganoClick AB 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 17-07-2025 21:47 CET.

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For more information, please contact:

Mårten Hellberg, CEO

0707 - 16 48 90, [marten.hellberg@organoclick.com](mailto:marten.hellberg@organoclick.com)  
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### **About OrganoClick**

*OrganoClick is a Swedish green chemical company, founded in 2006 replacing hidden plastic and harmful chemicals in fiber-based materials with green chemical solutions based on fossil-free raw materials. Based on the company's patented "OrganoClick" technologies, which are inspired by nature's chemistry, OrganoClick develops, produces and markets a range of products with the aim of enabling a green transition. For example, the biobased binder OC-BioBinder for the nonwoven and paper industry, the biodegradable textile impregnation OrganoTex® for consumers and the textile industry, the biocidal-free wood protection technology OrganoWood® for wood treatment companies and the construction industry, as well as eco-labelled maintenance products for home owners under the BIOkleen brand. OrganoClick was founded as a spin-off from Stockholm University and the Swedish Agricultural University and has received several awards for its green innovations, including being named a "Climate Solver" by the World Wide Fund for Nature - WWF. The company is listed on the Nasdaq First North Growth Market and has its headquarters, production and R&D in Täby, north of Stockholm. OrganoClick's Certified Adviser on the Nasdaq First North Growth Market is Mangold Fondkommission AB, tel: +46 (0)8 503 01 551, email: [ca@mangold.se](mailto:ca@mangold.se).*