



# Pioneering Microbiome Healthcare

## Invitation to subscribe for units in Carbiotix AB (publ)

**Subscription period:**  
19<sup>th</sup> of May – 2<sup>nd</sup> of  
June 2022

### IMPORTANT INFORMATION

All investments in securities are associated with risks. The memorandum for Carbiotix AB ("Carbiotix" or the "Company") contains a description of potential risks associated with the Company's operations and its securities. Before an investment decision can be made, these risks, together with other information in the complete memorandum, must be carefully read. The memorandum is available for download at the Company's ([www.carbiotix.com](http://www.carbiotix.com)), Spotlight Stock Market's ([www.spotlightstockmarket.com](http://www.spotlightstockmarket.com)) and Sedermera Corporate Finance AB's ([www.sedermera.se](http://www.sedermera.se)) websites.

This document is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish original and the English translation the Swedish document shall prevail.

# Carbiotix – Pioneering Microbiome Healthcare

**Carbiotix is an award-winning biotechnology company and a pioneer in microbiome health care. Through research and development, Carbiotix provides prebiotic soluble fibres that increase the production of beneficial bacteria and metabolites in the gut for the purpose of counteracting several different metabolic and chronic diseases.**

Carbiotix was founded in 2014 based on several years of research at the Department of Biotechnology at Lund University and the Antidiabetic Food Center (AFC) in Lund. It was board member Dr. Peter Falck who during his research got the idea for a new prebiotic soluble fibre that could be used to increase the number of beneficial bacteria and metabolites in the body. The idea later became a reality and today the fibre is called AXOS (which stands for the chemical name Arabinoxylooligosaccharide) and is marketed by Carbiotix as CarbiAXOS. Today, the operations are conducted through four business areas that have the potential to target a large number of markets, which enables scalable growth and business opportunities. The four areas of operations are:



- Development of the prebiotic soluble fibre CarbiAXOS, which according to completed tests has better properties and will be significantly cheaper to produce than existing fibres on the market.
- Development of medical foods containing CarbiAXOS.
- Development of therapeutics containing CarbiAXOS.
- Sales of the consumer test LinkGut which evaluates an individuals' gut health, mainly through partners.

Carbiotix is now conducting a rights issue with the purpose of financing the Company's activities to achieve future goals, primarily the start-up and scaling of the production site in Bjuv, as well as the commencement and growth of product sales.



## Objectives

### 2022

- Completion and start of the Company's first production site with a production capacity of 10 tons of CarbiAXOS per year.
- Submission and approval of the first CarbiAXOS GRAS SA-documentation that enables sales in the US.
- Enter into a first sales agreement regarding CarbiAXOS on the US market and launch CarbiAXOS as a nutraceutical ingredient in the US.
- Commencement of the first study of CarbiAXOS as a medical food.
- Submit the first therapeutic patent application regarding CarbiAXOS.
- Expand Carbiotix LinkGut partner network including external laboratory partners.
- Start of evaluation project of new prebiotics from local raw materials, such as other cereals that are locally produced.
- Complete ISO 9000 certification.

### 2023

- Expand the production capacity of CarbiAXOS at the production site in Bjuv with an additional 50 tons per year.
- Plan CarbiAXOS' first 200-ton large-scale production module in Sweden through a joint venture structure.
- Enter into further sales agreements in the US regarding CarbiAXOS.
- Plan the first full-scale CarbiAXOS site for the production of food and beverage ingredients in the United States through a joint venture structure.
- Complete Novel Foods approval to initiate sales of CarbiAXOS in Europe.

- Enter into a first sales agreement in Europe regarding CarbiAXOS as a nutraceutical ingredient.
- Complete the first medical food study of CarbiAXOS.
- Further expansion of Carbiotix LinkGut partner network.

### 2024

- Expand the production capacity of CarbiAXOS at the production site in Bjuv with an additional 100 tons per year.
- Build the first 200-ton large-scale CarbiAXOS production module in Sweden through a joint venture structure.
- Build the first full-scale CarbiAXOS facility for the production of food and beverage ingredients in the United States through a joint venture structure.
- Plan the first full-scale CarbiAXOS facility for production of food and beverage ingredients in Europe through a joint venture.
- Further expansion of Carbiotix LinkGut partner network.
- Enter into a first sales agreement regarding CarbiAXOS outside the US and Europe.
- Initiate the first therapeutic co-treatment study regarding CarbiAXOS.
- Achieve a positive EBIT of approx. SEK 20 million with sales of approx. SEK 70 million during the financial period.

### 2025

- In 2025, the Company's forecast is to achieve 10x EBIT, as the first CarbiAXOS food and beverage ingredient production facility in the US is inaugurated.



## Investment Highlights

**Carbiotix has developed a prebiotic fibre, CarbiAXOS**, which is cost-effective to produce, can be applied to several market segments (nutraceuticals, food and beverages, medical food and therapeutics), and has significant health benefits to gut health. According to the Board of Directors, CarbiAXOS has up to a ten times stronger prebiotic effect compared to other competing fibres, such as inulin. With a cost-effective production, CarbiAXOS can be priced within the same price range as inulin and at the same time achieve high margins.

**The Company has patents approved in Europe and the US** and thus strong protection against competitors. Carbiotix first patent in the US was approved in April 2022 and is an important milestone for the Company's planned launch of a CarbiAXOS nutraceutical ingredient in the US, as it is considered to be the largest market for prebiotics. The patent also facilitates Carbiotix bargaining power when planning the American production operations via a joint venture structure.

**Carbiotix has completed its first production site at FoodHills in Bjuv**, which initially has a production capacity of 10 tons of CarbiAXOS per year. The Company's ambition is to increase production capacity at the site with an additional 50 tons per year, which is expected to be completed during the fourth quarter of 2022 or the first quarter of 2023. Thereafter, an increase of another 100 tons per year is planned in the following years.

**A confirmed market approval schedule in the US** enables the Company to plan the launch of CarbiAXOS. A so-called GRAS consultant has confirmed the schedule for the completion of the market approval of GRAS Self Affirmation (SA) in the United States, which can be achieved in October 2022. Thus,

the Company estimates that the launch of CarbiAXOS in the United States can take place at a conference in Boston, USA, between the 8–9th of November 2022.

**Carbiotix has signed a first CarbiAXOS sales agreement** with the Swedish-based consumer product company FibreHigh AB. FibreHigh AB has developed a prebiotic coffee booster product that will contain CarbiAXOS, which is planned to be launched in parallel with CarbiAXOS planned launch in the US. To build a wide customer base of smaller nutraceutical companies that can use CarbiAXOS in its products, Carbiotix intends to expand sales operations with the ten potential customers that the Company was in contact with during the first quarter 2022.

**CarbiAXOS will participate in a clinical study** at Lund University, which will test CarbiAXOS as a medical food in combination with the medical drug metformin. Medical food is food intended for dietary management of a disease with special nutritional needs that cannot be provided with only a normal diet. The study is conducted with the aim of improving clinical care for patients with type 2 diabetes by finding evidence of CarbiAXOS health-promoting effects on gut health.

**Carbiotix can achieve potential revenue synergies** with the gut health diagnostic service LinkGut, which Carbiotix has developed in order to meet the consumer demand for individualised recommendations of fibre. LinkGut is an API service that is distributed B2B to partner companies which offer its customers gut health tests. The Company currently has four LinkGut partners, which are already generating sales revenues for the Company. As the partner companies operate in the food and dietary supplement industry, LinkGut can also generate potential CarbiAXOS customers.

## The offering in brief

**Subscription period:** 19th of May – 2nd of June 2022.

**Subscription price:** SEK 55.30 per unit, corresponding to SEK 7.90 per share. Brokerage fee does not apply.

**Issue volume:** The offer initially amounts to a maximum of 362,735 units, which corresponds to 2,539,145 shares, corresponding to initial issue proceeds of approx. SEK 20.1 million before the deduction of transaction related costs. By the exercise of warrants of series TO 1, the Company may receive an additional maximum of approx. SEK 20.1–40.1 million during Q2/Q3 2023.

**Pre-emptive rights to subscription:** Those who on the record date, the 13th of May 2022, were registered as shareholders in the Company have pre-emptive rights to subscribe for units in the rights issue. For each existing share, one (1) unit right is received. Thirty-four (34) unit rights entitle the holder to subscribe for one (1) unit. Each unit consists of seven (7) shares and seven (7) warrants of series TO 1. In addition, the public also has the possibility to subscribe for units, without preferential rights.

**Guarantee and pre-subscription commitments:** Approx. SEK 16 million, corresponding to approx. 80 percent of the initial issue volume.

**Marketplace:** Spotlight Stock Market.

**Trading in unit rights:** 19th – 30th of May 2022.

**Trading in paid subscribed units ("BTU"):** Will take place from the 19th of May 2022 until the rights issue has been registered at the Swedish Companies Registration Office, which is estimated to take place by the end of June 2022.

**Dilution:** For existing shareholders who do not exercise their unit rights for the subscription of units, a maximum dilution of approx. 17 percent will apply from the initial part of the rights issue. Upon full exercise of warrants of series TO 1, an additional dilution of approx. 15 percent applies.

**Warrants of series TO 1:** Holders of warrants of series TO 1 have, during the exercise period from the 28th of June 2023 up to and including the 19th of July 2023, the right to subscribe to a new share in the Company for each warrant at an exercise price that will be determined within the range of SEK 7.90–15.80 per share. The exercise price will be based on the average volume weighted share price for a period of 20 trading days before the exercise period begins, with a discount of approximately 30 percent. The final exercise price will be communicated one to two days before the start of the exercise period. Provided that all warrants of series TO 1 are exercised to the maximum exercise price, the Company will receive approximately SEK 40.1 million before the deduction of transaction related costs.

## CEO Kristofer Cook has the floor



**With Carbiotix's knowledge of the gut microbiome and with the research and development we possess, which has resulted in our products CarbiAXOS, LinkGut and the concept "Smart Prebiotics", we want to do everything in our power to increase the consumption of fibre or prebiotics, and thus contribute to an improved gut and general health.**

In fact, as many as 90 percent of all adults consume far too little fibre or prebiotics for optimal gut health – about 50 percent too little. In the heart of the discussion on prebiotics is the microbiome which consists of bacteria, viruses and fungi that are living on and in our bodies – in the colon alone there are 30 trillion bacteria that are important for our gut health. Prebiotics are sugar molecules that cannot be taken up by the body but reach down to the large intestine where they promote the growth of health-promoting bacteria, which form health-promoting metabolites (short-chain fatty acids, SCFAs). The development of chronic medical conditions have a strong connection to a too low production of metabolites in the intestinal flora of the stomach – the microbiome – which mainly come from the breakdown of water-soluble fibres in the gastrointestinal tract. Especially important to inform, given that we have undergone a global pandemic, is that 70 percent of the immune system resides in the gastric-associated lymphatic tissue, in other words in the stomach. So, to keep us healthy, a good gut health is important.

Carbiotix's concept Smart Prebiotics includes CarbiAXOS, a second generation of prebiotic fibre, and the analysis service LinkGut, an advanced laboratory-based service that measures the state of gut health. The concept is based, among other things, on the fact that the products are very effective in terms of the prebiotic effect, and that the products can be used within several product categories.

We have come a long way in achieving the goal of commercialising CarbiAXOS, which has shown a long-lasting prebiotic effect, very high tolerance level and up to ten times the production of metabolites compared to inulin (a first generation soluble fibre). At the end of April, we announced that Carbiotix had signed its first CarbiAXOS sales agreement with Swedish-based FibreHigh. The company is the perfect partner to bring CarbiAXOS to market and demonstrate its capacity. This is because FibreHigh focuses on offering effective prebiotic products to consumers, of which their first product a "Coffee Booster" can be used in both food and beverage products. FibreHigh has also decided to enter the US market by the end of 2022, which is in line with Carbiotix product launch plan. Our timeline for market approval, in the form of GRAS SA, in the US in October 2022 has been confirmed by a GRAS consultant, which is why we plan to launch CarbiAXOS at the Microbiome Movement Human Nutrition Summit that will be held in Boston, USA, on the 8-9th of November 2022.

**"We have come a long way in achieving the goal of commercialising CarbiAXOS and in April, we signed the first CarbiAXOS sales agreement."**

### LinkGut



In addition to CarbiAXOS, we also provide our LinkGut service, which is the most cost-effective, reliable, and flexible consumer gut health test on the market. The LinkGut network is valuable for generating revenue streams today, but also for generating potential customers for CarbiAXOS.

To achieve our objectives, including the start-up and scaling of the production site in Bjuv and continue the commercialisation of CarbiAXOS and the subsequent market expansion, we have decided to carry out a rights issue. I hereby invite you as an investor to subscribe for units – so that we together can contribute to increasing the intake of prebiotics that will in turn increase the number of beneficial bacteria and metabolites in our bodies – all for a better gut health.

**Welcome to invest in Carbiotix!**

**Kristofer Cook**  
CEO, Carbiotix AB

# Terms and conditions for the offer

## The offer

At the Board meeting of Carbiotix on the 6th of May 2022, it was decided, with the support by an authorisation from the Company's Annual General Meeting on the 22nd of April 2022, to through a rights issue of units increase the Company's share capital by a maximum of SEK 253,914.50 through a rights issue of a maximum of 362,735 units each with a quota value of SEK 0.10 per share. The public is also given the right to subscribe for units in the rights issue. The total initial issue amounts to a maximum of SEK 20,059,245.50.

## Pre-emptive right for subscription

Anyone who was a shareholder in the Company on the record date of the 13th of May 2022 has a pre-emptive right to subscribe for units in the rights issue in relation to previous holdings whereby one (1) existing share gives one (1) unit right. Thirty-four (34) unit rights entitle a subscription for one (1) unit. Each unit consists of seven (7) newly issued shares and seven (7) warrants of series TO 1. This means that a maximum of 2,539,145 warrants of series TO 1 will be issued in the rights issue.

## Issue volume

The offer comprises a maximum of 362,735 units (shares and free-of-charge warrants). The total initial issue amount is a maximum of SEK 20,059,245.50 before the deduction of transaction related costs.

## Warrants of series TO 1

One (1) warrant of series TO 1 entitles a subscription for one (1) newly issued share in the Company and can be exercised during a period from the 28th of June 2023 until the 19th of July 2023. Holders of warrants of series TO 1 have the right to, during the exercise period from the 28th of June 2023 through the 19th of July 2023, subscribe to a new share in the Company for each warrant at an exercise price that will be determined within the range of SEK 7.90-15.80 per share. The exercise price will be based on the average volume-weighted share price over a period of 20 trading days before the start of the exercise period, with a discount of about 30 percent. The final exercise price will be communicated one to two days before the exercise period. Provided that all warrants of series TO 1 are exercised at the highest exercise price, the Company will be provided with approx. SEK 40.1 million before deductions of transaction related costs through the exercise of warrants. Provided that the initial part of the Rights Issue is fully subscribed, and that free-of-charge warrants of series TO 1 are fully exercised, the share capital will increase by an additional SEK 253,914.50.

The warrants will be traded after the conversion from BTU has taken place in Euroclear's system until the 17th of July 2023 and will be traded in Swedish kronor. The warrants have the ISIN code SE0017911340.

## Subscription price

The subscription price is SEK 55.30 per unit, which means that the price per share is set at SEK 7.90. No brokerage fee is charged.

## Record date

Record date at Euroclear Sweden AB ("Euroclear") for the right to participate in the Rights Issue was the 13th of May 2022. Last day of trading in the Company's share with the right to participate in the Rights Issue was the 11th of May 2022. First day of trading in the Company's share without right to participate in the Rights Issue was on the 12th of May 2022.

## Subscription period

Subscription of units with the support of unit rights shall take place during the period from the 19th of May 2022 until the 2nd of June 2022. The Board of Directors of the Company reserves the right to extend the subscription period. A possible extension will be published by the Company via press release no later than on the 2nd of June 2022.

## Unit rights

For each existing share held on the record date, one (1) unit right is received. Unit rights entitle the holder to subscribe for new units with preferential rights, whereby thirty-four (34) unit rights give the right to subscribe for one (1) unit.

## Trading in unit rights

Trading in unit rights takes place on Spotlight Stock Market during the period from the 19th of May 2022 until the 30th of May 2022. Shareholders must apply directly to their bank or other trustee with the necessary permits to carry out the purchase and sale of unit rights. Unit rights acquired under the above-mentioned trading period gives, during the subscription period, the same right to subscribe for units that the unit rights shareholders receive based on their holdings in the Company on the record date.

## Unexercised unit rights

Unit rights which have not been sold by the 30th of May 2022 or exercised for subscription of units by the 2nd of June 2022 will be cancelled from all VP accounts without replacement. No special notification is made when cancelling unit rights.

## Issue report and subscription forms

### Directly registered shareholders in Euroclear

The shareholders or representatives of shareholders who on the record date on the 13th of May 2022 were registered with Euroclear, receive a pre-printed issue report with attached payment notice, and a folder containing a summary of the terms of the Rights Issue with reference to the full memorandum. Information will be available on Nordic Issuing's

website ([www.nordic-issuing.se](http://www.nordic-issuing.se)), the Company's website ([www.carbiotix.com](http://www.carbiotix.com)), Sedermera's website ([www.sedermera.se](http://www.sedermera.se)) and Spotlight's website ([www.spotlightstockmarket.com](http://www.spotlightstockmarket.com)) for download. Shareholders that are in the share register affiliated specially kept list of mortgagees, will not receive any information but are notified separately. A VP-slip that reports the registration of unit rights on the shareholders' VP account is not sent out.

## Subscription with the support of preferential rights

Subscription with the support of preferential rights shall take place through simultaneous cash payment no later than on the 2nd of June 2022. Subscription by payment must be made either with the pre-printed payment notice attached to the issue report, or through payment instructions on the subscription form with the support of unit rights according to the following two alternatives:

### 1. Issue report – pre-printed payment slip

In the event that all unit rights received on the record date are exercised for subscription, only the pre-printed payment slip shall be used as a basis for subscription by cash payment. The registration form for subscription with the support of unit rights shall then not be used.

### 2. Subscription form with the support of unit rights

In case a different number of unit rights than what appears from the pre-printed issue report are used for subscription, e.g. by unit rights acquired or sold, the subscription form with the support of unit rights is used as a basis for subscription through cash payment. The shareholder must state on the subscription form the number of unit rights that are exercised, the number of units that he or she subscribes for and the amount to pay. Incomplete or incorrectly completed subscription form may be submitted without regard. Subscription form with the support of unit rights can be obtained from Nordic Issuing's website [www.nordic-issuing.se](http://www.nordic-issuing.se). Filled out subscription form must be emailed in connection with payment as below and be received by Nordic Issuing no later than on the 2nd of June 2022. Subscription is binding. Nordic Issuing reserves the right to disregard subscription forms received by post, as it cannot be guaranteed that they will be received before the last day of the subscription period if they are sent physically by mail.

**Subject:** Carbiotix AB

**E-mail:** [info@nordic-issuing.se](mailto:info@nordic-issuing.se) (scanned subscription form)

## Nominee-registered shareholders

Shareholders whose holdings of shares in the Company are nominee-registered with a bank or another nominee receive no issue report, however, a folder containing a summary of the terms of the rights issue and reference to the full memorandum is sent out. Subscription and payment shall instead take place in accordance with instructions from the respective bank or trustee. Please note that in the case of an exercise of unit rights takes place via a bank respectively trustees, this should be done early in the subscription period due to the fact that the bank / nominee can set different time limits for the last day for subscription.

## Subscription without preferential rights

An application for subscribing for units without preferential rights must be made with the subscription form "Subscription without the support of unit rights" which is available to download from Nordic Issuing's website ([www.nordic-issuing.se](http://www.nordic-issuing.se)) and on the Company's website ([www.carbiotix.com](http://www.carbiotix.com)). Subscription can also be done digitally at [www.nordic-issuing.se](http://www.nordic-issuing.se).

For nominee-registered shareholders, an application for the subscription of units without preferential rights is made to the respective trustee and in accordance with instructions from them, or if the holding is registered with several trustees, from each of these. The subscription can also be done through the application form "Subscription without support of unit rights. In order to be able to invoke subsidiary preferential rights it is required that the subscription is carried out via the trustee as otherwise there is no possibility to identify a specific subscriber who has subscribed for shares both with and without support.

Please note that persons who have a depot with specific rules for securities transactions, such as investment savings account (ISK) or endowment insurance account (KF), must check with the bank or trustee for the account and if the acquisition of securities within the framework of the offer is possible. In that case, the subscription must be made in agreement with the bank/nominee as for the account.

Incomplete or incorrectly completed application form may be submitted without regard. It is only permitted to submit one (1) subscription form "Subscription without the support of unit rights", in the event that more than one such subscription form is submitted, only the last one received will be taken into account, and other such subscription forms will thus be disregarded.

The subscription form must be received by Nordic Issuing no later than on the 2nd of June 2022. Registration is binding. Nordic Issuing reserves the right to disregard notification slips received by post, as it cannot be guaranteed that they can be received before the last day of the subscription period if they are sent physically via mail.

## Subscription over EUR 15,000

In the event that the subscription amounts to or exceeds EUR 15,000, the money laundering form must be completed and submitted to Nordic

Issuing in accordance with law (2017: 630) on measures against money laundering and terrorist financing. Please observe that Nordic Issuing cannot book securities, even though payment has been received, until the money laundering control is available to Nordic Issuing.

### **Allocation of subscription without preferential rights**

In the event that not all units are subscribed to with preferential rights as above, the Board of Directors shall, within the framework of the maximum amount of the rights issue, decide on the allocation of units to others, who have subscribed for units without the support of preferential rights, and decide how the distribution between subscribers is to take place.

Firstly, the allocation of units subscribed without the support of unit rights shall take place to such subscribers who have also subscribed for units with the support of unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and for in the event that allocation to these cannot be made in full, allocation shall be made pro rata in relation to the number of unit rights exercised to subscribe for units and, to the extent that this cannot be done, by drawing lots.

Secondly, allotment of units subscribed for without the support of unit rights shall take place to others who have subscribed without the support of unit rights, and in the case of allotment to these cannot be made in full, allocation must be made pro rata in relation to the number of units each subscribed to and, if this is not possible, by drawing lots.

Thirdly, the allocation of units subscribed without the support of unit rights to the guarantors in relation to the size of the provided guarantee commitments, and if this cannot be done, by drawing lots.

### **Notice of allotment of units subscribed without preferential rights**

Notice of potential allotment of units, subscribed without preferential rights, will be submitted by the sending of a settlement note via email. Settlement notes are expected to be sent out as soon as possible after the end of the subscription period and payment shall, in accordance with the instructions on the settlement note, be paid no later than four (4) banking days thereafter. Note that there is no possibility to withdraw the amount from the specified VP account or depot. If payment is not made on time, units may be transferred to another. Should the sales price, in the event of such a transfer, fall below the price according to the offer, the person who originally received the settlement note for these units may be responsible for all or part of the difference. A specific notice to those who do not receive allotment will not be sent out.

### **Shareholders residing abroad**

Shareholders residing outside of Sweden (does not, however, refer to shareholders residing in the United States, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore, South Korea, Russia, Belarus or other countries where participation requires additional prospectus, registration or other measures than those that follow from Swedish law) and who have the right to subscribe for units in the rights issue, can contact Nordic Issuing for information about subscription and payment.

Due to securities law restrictions in the US, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore, South Korea, Russia, Belarus or other countries where participation is required additional prospectus, registration or other measures than those that follow of Swedish law, no unit rights will be offered to holders with registered addresses in any of these countries. Accordingly, no offer to subscribe for units in the Company is directed to shareholders in these countries.

### **Paid subscribed unit (BTU)**

Subscription by payment is registered with Euroclear as soon as this can be done, which normally means a few banking days after payment. After, the directly registered subscriber receives a VP-slip with confirmation that booking of paid subscribed units (BTU) has taken place on the subscriber's VP account. Paid subscribed units are booked as BTU in the VP account until the rights issue has been registered at the Swedish Companies Registration Office.

Shareholders who have their holdings in a depository with a bank or nominee will receive information from each nominee.

### **Trading with BTU**

Trading with BTU takes place on Spotlight Stock Market from the 19th of May 2022 until the rights issue has been registered with the Swedish Companies Registration Office. Subscribed units are booked as BTU in the subscriber's VP account or depository until the rights issue has been registered with the Swedish Companies Registration Office, which is expected to take place at the end of June 2022.

### **Delivery of shares and warrants**

As soon as the rights issue has been registered with the Swedish Companies Registration Office, which is estimated to take place at the end of June 2022, BTU will be transformed to shares and warrants without special notification from Euroclear. Please note that the issue may be partially registered with the Swedish Companies Registration Office.

### **Dilution**

Through the rights issue of units, the Company's share capital can increase by initially a maximum of SEK 253,914.50 through a rights issue of a maximum of 2,539,145 shares, corresponding to approx. 17.07 percent of the votes and capital in the Company. The dilution is based on the number of outstanding shares in the Company on the date of this document.

Upon full exercise of warrants of series TO 1 within the framework of the rights issue described in the memorandum, the share capital will increase by an additional maximum of SEK 253,914.50, corresponding to an additional approximately 14.58 percent of the votes and capital in the Company.

### **Publication of the outcome in the rights issue**

The publication of the outcome of the rights issue is made through a press release scheduled for around the 8th of June 2022, or as soon as possible after the subscription period has ended. The Company will publish the outcome of the rights issue through a press release.

### **Trading in the stock**

The shares in the Company are listed on Spotlight Stock Market. The shares are traded under the short name "CRBX" and have ISIN code SE0013016128. The new shares and warrants of series TO 1 are admitted for trading in connection to when conversion of BTU into shares and warrants takes place.

### **Applicable law**

The shares are issued under the Swedish Companies Act (2005: 551) and are regulated by Sweden law.

### **Right to dividend**

The new shares carry the right to a dividend for the first time on the first record date for dividends that fall after the new shares are registered with the Swedish Companies Registration Office. The new shares have the same right to dividend as the existing shares.

Potential recalculation of subscription price and eligibility for subscription  
The subscription price and the number of shares in the Company that the warrants entitle to subscribe for may be recalculated at for example bonus issue or new issue. In case the recalculation will be applicable, the Company will publish more information via a press release on this on its website ([www.carbiotix.com](http://www.carbiotix.com)).

### **Guarantee commitment**

During March 2022, the Company entered into agreements on a guarantee undertakings with external investors. The commitments amount to a total of approx. SEK 9.15 million. Guarantee compensation for this commitment amounts to ten percent. Through the guarantee commitment, the guarantor commits to the Company, to the extent that the rights issue is not subscribed to approx. 80 percent, to subscribe for units to an amount corresponding to the amount of the unexercised unit rights.

The guarantee commitment has not been secured via a pre-transaction, bank guarantee or other, and therefore there is a risk that the commitment, in whole or partially, will not be redeemed. For more information on guarantee commitments, see the section "Pre-subscription commitments and guarantee commitments" in the memorandum.

### **Pre-subscription**

The Company has received pre-subscription commitments from a number of existing shareholders and external investors, which are shown in the table in the section "Pre-subscription commitments and guarantee commitments" in the memorandum, for a total of approx. SEK 6.83 million, corresponding to approx. 34 percent of the offer. Compensation for submitted pre-subscription commitments is not paid. Pre-subscription commitments were entered into in March 2022. All investors who have entered into pre-subscription commitments are guaranteed full allocation in accordance with the respective commitment.

### **Other**

The Board of Directors of the Company do not have the right to suspend, revoke or temporarily withdraw the offer to subscribe to new shares in the Company in accordance with the terms in memorandum.

In the event that an excessive amount is paid in by a subscriber for subscribed shares Nordic Issuing will arrange for the excess amount to be repaid. In such a case, Nordic Issuing will contact the subscriber for information about a bank account to which Nordic Issuing can repay the amount. No interest will be paid for the excess amount. An amount less than SEK 100 is refundable only on request.

Subscription for units is irrevocable and the subscriber cannot cancel or modify a subscription for units. An incomplete or incorrectly filled in subscription form may be submitted without consideration. If the payment for subscribed units is paid in late, is insufficient or is paid incorrectly, the application for subscription may be submitted without consideration or subscription will take place at a lower amount. Paid cash not taken in claims will be refunded.

If several subscription forms of the same category are submitted, only the subscription form most recently received by Nordic Issuing will be considered. Late payment of amounts less than SEK 100 is refundable only on request. Registration of the rights issue at the Swedish Companies Registration Office is expected to take place at the end of June 2022.

### **Issuing institute**

Nordic Issuing AB acts as issuing agent in the current issue.

