

neodynamics



SEDERMERA
FONDKOMMISSION

Offer to subscribe for units in NeoDynamics AB (publ)

NeoDynamics AB (publ) ("NeoDynamics") has developed the NeoNavia® biopsy system, which is based on a patented micropulse technology, in order to simplify and improve precision in biopsy procedures. The technology has been developed to provide physicians and radiologists with an instrument capable of achieving significantly greater precision, control and sample quality for the benefit of patients. Physicians at university hospitals throughout Europe have tested NeoNavia and confirmed the product's suitability for obtaining challenging tissue samples. Based on feedback from these physicians, the company is currently developing NeoNavia into a commercial product with the vision that NeoNavia should be able to replace all of the biopsy instruments used by physicians today.

NeoDynamics is now issuing units equivalent to SEK 50.5 million with associated free warrants of an additional maximum of SEK 25.3 million in advance of a subsequent listing on Spotlight Stock Market. The proceeds are primarily intended to finance the final development of NeoNavia, clinical studies and marketing activities in connection with the product launch.



The most important reason to invest in NeoDynamics, besides the market potential, is that we are now part of the battle against breast cancer. I'm convinced that we can make a huge difference."

Anna Eriksrud
CEO, NeoDynamics

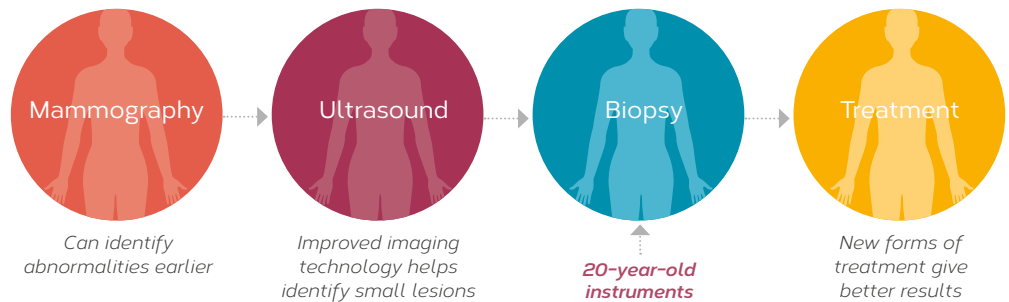
5%
annual increase
in breast cancer
diagnoses

6 million
breast biopsies
performed annually

USD 500
million annual
market value within
breast cancer

Most of us have a friend or relative who has been diagnosed with breast cancer, an illness that afflicts 2.1 million women worldwide every year and is one of the most significant global health problems. Breast cancer causes great human suffering among patients and their relatives and leads to substantial and growing costs for the health care system.

In recent years, significant technical advances in many areas have improved patient outcomes. Enhanced imaging and ultrasound machines have, for instance, made it possible to discover small tumors. More effective medicines and tailored radiation treatments have led to improved treatment. But a very important part of the process is to obtain tissue samples of sufficient quality and volume from patients with suspicious lesions. The biopsy technologies used in today's health care systems are outdated and lead, in many cases, to substantial stress for physicians and their patients.



NeoNavia®, our newly developed biopsy system, is designed to enable better and safer tissue sampling through the application of our unique micropulse technology. The technology offers significant advantages and has the potential to become the market's leading biopsy system. The NeoDynamics team is strong and has deep experience within similar operations.

As a startup company we have the advantage of a strong, long-term owner in Boai NKY Medical Holdings Ltd ("NKY"), an established medtech company in China with the ambition to introduce NeoNavia to the Chinese market. Since 2016 NKY has invested approximately SEK 27 million in our development, will invest another SEK 12 million in our IPO, and has rendered a free guarantee subscription of an additional SEK 6 million. Together with other investors, this means that a full 73% of the total issue of SEK 50.5 million is contractually agreed upon through pre-emptive subscriptions and guarantees from the top down.

NeoDynamics welcomes you as an investor to contribute to our efforts to bring our important diagnostic instruments to the millions of women across the world who suffer from breast cancer, thereby improving their chances of survival. This is a promise we aim to extend to patients with other cancer indications in the future.

Anna Eriksrud
CEO, NeoDynamics

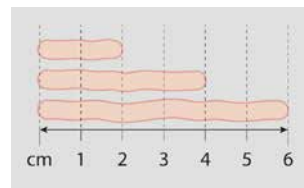
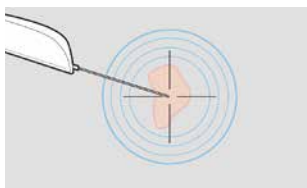
Company objectives in highlight

2018	2019	2020	2021
<ul style="list-style-type: none"> Finalization and evaluation of final prototype for commercial version of NeoNavia. Inclusion of first patient in Germany study. 	<ul style="list-style-type: none"> Final verification and validation of commercial version of NeoNavia. Inclusion of first patient in UK study. Presentation of results from Germany and UK studies. Submission of application for CE approval of commercial version of NeoNavia. Launch in Sweden, UK and Germany. 	<ul style="list-style-type: none"> Initiation of clinical study in the US. Launch of NeoNavia in the US in collaboration with partner. Implementation of clinical study in China. 	<ul style="list-style-type: none"> Report and publishing of results from clinical study in the US. Launch of NeoNavia in China in collaboration with partner. Achieve positive cash flow on annual basis.

NeoNavia® – a biopsy system designed for new challenges¹⁾

Based on research at Karolinska Institute, NeoDynamics has developed the NeoNavia biopsy system, a patented new technology for precision placement of biopsy needles with the help of micropulses. The system is designed together with leading clinical experts to handle today's challenges such as sampling of very small lesions in difficult-to-reach locations, as well as to support so-called "precision medicine". NeoNavia includes a number of unique functionalities that make the system prepared to replace today's outdated biopsy methods:

- **Micropulse technology** – Precision needle placement, millimeter by millimeter, for optimal control
- **Multi-probe functionality** – A system with different needles for different situations
- **Flexible sample sizes** – Specialized needle designed for challenging cases where sample size is controlled by the physician him-/herself
- **Single-handed operation** – The procedure is optimized for visualization under ultrasound and can be carried out with a single hand



The ability to confidently obtain the right sample with high quality is a prerequisite for correct and complete diagnosis. This is vital for both patients and physicians. Starting in late 2016, leading specialists at some 15 prominent cancer centers in Europe have evaluated both the micropulse technology and NeoNavia's specialized needle for challenging cases. More than 300 patients have undergone breast and axillary lymph node biopsies with the new technology, and several studies are being carried out in Germany and the UK in order to further establish the technology.

NeoDynamics is now finalizing development of the system with this positive and invaluable knowledge in hand. The aim is to receive regulatory approvals for the product and initiate the following product launches:

Europe 2019 (fourth fiscal quarter)
US 2020 (first or second fiscal quarter)
China 2021

NeoDynamics' partners and its parent company, Boai NKY Medical Holdings Ltd, have an established division for women's health and oncology in China, which will support the marketing and launch of NeoNavia on the Chinese market.

“The NeoNavia biopsy device can safely increase the precision of ultrasound-guided core biopsy of 'technically difficult' lesions, including deep axillary lymph nodes.”

Quote from Dr. Steven Allen, Royal Marsden NHS Foundation Trust, UK²⁾
Royal Marsden is one of England's leading cancer hospitals. Dr. Steven Allen and colleagues presented their experiences with NeoNavia at the annual scientific meeting of the British Society of Breast Radiology.



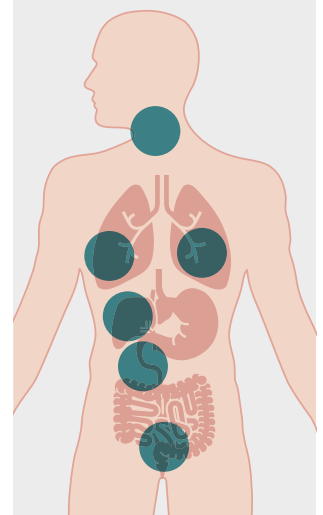
The patented micropulse technology is designed to simplify and improve precision in biopsy procedures.

Number of cancer cases for several cancer indications requiring needle biopsy for diagnosis.

Millions of cases 2018*

Breast	2,088
Prostate	1,276
Kidney	0,403
Liver	0,841
Lung	2,094
Thyroid	0,576

*Global Burden of Disease Cancer Collaboration JAMA Oncol. doi:10.1001/jamaoncol.2018.2706



Breast cancer is the company's initial area of focus, but the market for biopsies for other areas is substantial. It has been judged that NeoNavia could be used within other cancer indications in the near future.

¹⁾Schässburger K-U, Paepke S, Saracco A, Azavedo E, Ekström C, Wiksell H, "High velocity pulse biopsy device enables controllable and precise needle insertion and high yield tissue acquisition" *Physica Medica* 46(2018)25-31

²⁾British Society of Breast Radiology Annual Scientific Meeting 2017, *Breast Cancer Research* 2017, 19(1):116.

Reasons for the initial issue

The company is issuing units worth SEK 50.5 million with associated free warrants of an additional maximum of SEK 25.3 million in advance of a subsequent listing on Spotlight Stock Market. The intention is to use the net proceeds from the initial issue to fund the following, in order of priority:

- Finalizing the commercial version of NeoNavia.
- Repayment of loans to creditors
- Preparatory marketing activities including two clinical studies in Germany and the U.K. in order to further establish the technology.
- Launch of the commercial version of NeoNavia in Europe.
- Additional costs and ongoing running of the company.

The intention is to use the net proceeds from associated warrants of series TO 1 to finance clinical studies in the US and China, to launch the product in the US and China together with partners and for possible development and launch of a biopsy marker clip.



Commercial version of NeoNavia.

The issue in summary

Subscription period	October 31 – November 14, 2018.
Issue price	SEK 16.40 per unit. One unit consists of two (2) shares and one (1) associated free warrant of series TO 1. Price per share is thus SEK 8.20.
Subscription post	The minimum subscription block is 375 units, amounting to SEK 6.150.
Extent of issue	The issue encompasses up to 6,160,000 shares and 3,080,000 series TO 1 warrants, amounting to SEK 50,512,000 and SEK 25,256,000, respectively. The established minimum level for carrying out the issue is 3,080,000 units, amounting to SEK 50,512,000.
Number of shares prior to issue	9,143,520 shares.
Valuation (pre-money)	Approximately SEK 75 million
Subscription commitments and free guarantee subscription	The company has received subscription commitments totaling approximately SEK 31 million and a free guarantee subscription totaling SEK 6 million, equating to around 73% of the issue volume in total.
Listing on Spotlight	The plan is to list the shares and the associated series TO 1 warrants in NeoDynamics on Spotlight Stock Market. The planned first day of trading is December 7, 2018.
ISIN code	SE0011563410

Summary of conditions for warrants

- The newly issued series TO 1 warrants (ISIN code SE0011725605) are estimated to be ready to trade on Spotlight starting December 7, 2018.
- One (1) series TO 1 warrant entitles the holder to subscribe to one (1) newly issued share at a price of SEK 8.20.
- Subscription of shares supported by warrants may take place from November 5 to November 26, 2019 by making a simultaneous cash payment which must be made by 15:00 CET on November 26, 2019.

About NeoDynamics

The company is ISO 13485 certified, is based in Sweden and has a board and management with in-depth experience from the medtech, pharmaceutical and finance industries. The company's business model is based on recurring sales of the biopsy system and different single-use needles to cancer clinics and hospitals around the world.

The company has already completed one round of product development and has built a strong understanding of the duration and regulatory demands involved.

Reference to prospectus

All investments in financial products are associated with risks. The NeoDynamics prospectus contains a description of potential risks associated with the company's operations and its financial products.

Before any investment decisions are made these risks should be understood, and all information in the complete prospectus should be read carefully.

The prospectus is available for download on the company's (www.neodynamics.se) and Sedermera Fondkommissionen's (www.sedermera.se) respective websites.



MONEY LAUNDERING CHECK - NATURAL PERSON/ LEGAL ENTITY
In accordance with the Swedish act (2017:630) on measures against money laundering and terrorist financing

With reference to applicable regulations for the financial markets, including the rules on measures against money laundering and terrorist financing, the Swedish Financial Supervisory Authority (Finansinspektionen) has issued special regulations for supervised investment companies. The rules require investment companies to verify the identity of the parties with whom they transact business or for whom they perform transactions in accordance with a specifically prescribed arrangement.

Note! If you are a natural person and not a company, please proceed to the questions below.

Beneficial owner*

Natural person (first name and surname)	Personal ID number	Ownership (%)	Share of votes (%)
Natural person (first name and surname)	Personal ID number	Ownership (%)	Share of votes (%)
Natural person (first name and surname)	Personal ID number	Ownership (%)	Share of votes (%)

*** Beneficial owners are:**

- Natural persons who, alone or with related persons, ultimately own more than 25% of the votes in the legal entity.
- Natural persons who, alone or with related persons, has the right to elect or dismiss more than 50% of the legal entity's board members or equal executives.
- Natural persons who, alone or with related persons, as a result of agreement with owners, members, the legal entity, regulations in the articles of association, company agreements and/or comparable agreements can control the company in accordance with the above.

There are no beneficial owners in accordance with the above.

Sedermera Fondkommission will therefore consider the company's Chairman of the Board, CEO or other equivalent executive as the beneficial owner.

If the ownership structure is complex or comprises a number of ownership levels, or the legal entity is owned by a foundation, Please contact Sedermera Fondkommission

Control questions relating to measures against money laundering and terrorist financing

1. What is the purpose with the transaction?

- Savings/investment Securities trading Other - please specify: _____

2. Origin of the capital (multiple options are possible)

- Old savings/investments/capital income Salary/pension/bonus Inheritance/gift
 Sale of property/company Other - please specify: _____

3. What amount are you/ the company planning to invest through Sedermera during the coming year?

- 1-50 000 SEK 50 000-150 000 SEK 150 000-500 000 SEK 500 000 SEK or more

4. PEP - Politically exposed persons

Have you/ any of the beneficial owners or any of the company's representatives (such as the CEO, board members, chairman and/or authorized signatories), any of their employees or any of their immediate family members been a politically exposed person (PEP*) in the last 18 months?

- Yes No If the answer is Yes, please specify: Function: _____ Country: _____

The person's name and your relationship (if the person who held the function is someone other than yourself): _____

* A PEP is a person in a politically exposed position who holds, or has held, an important public function in a governmental or international organisation. This person's immediate family members and close colleagues should also be treated as PEPs. Examples are heads of state and of government, ministers, judges, ambassadors and members of parliament.

5. Operations in high-risk jurisdictions

Do you/ the company have operations in any of the following high-risk jurisdictions; Afghanistan, Bosnia and Herzegovina, Guyana, Laos, Vanuatu, Syria, Iran, Iraq, Yemen, Ethiopia, Uganda or North Korea?

- Yes No If the answer is yes, please specify Country: _____

SIGNATURES

The form must be signed and then sent, together with an authorization document to nyemission@sedermera.se. **A verified copy of an Identity document (such as drivers license or passport) shall be sent to Sedermera Fondkommission via mail to Norra Vallgatan 42, 211 22 Malmö, Sweden.**

Documents to attach for Natural Person: • A verified copy of an Identity document

Documents to attach for legal entity: • A verified copy of an Identity document of authorized representatives
 • A copy of a valid power of attorney or a certificate of incorporation (No more than 1 month old)

Signatures

Place and date	Place and date
Signature of the Party/ Authorized signatory	Sedermera Fondkommission
Print name	Print name

I confirm that all questions have been answered correctly and I will inform Sedermera in the event of any changes.

Subscription form for subscription of units in NeoDynamics AB (publ)

Subscription period: October 31st – November 14th, 2018 by 3 p.m.
Subscription price: SEK 16,40 per unit
Allocation: Any allotment of units will be notified via a contract note.
Payment: To be made in accordance with the instructions on the contract note.

In an assessment of NeoDynamics AB (publ)'s future development and operations, it is of great importance to consider all relevant risks. Each investor must make their own assessment of the impact of these risks by reading and understanding all available information published concerning this offer. The prospectus is available for download at www.neodynamics.se, www.spotlightstockmarket.se, or www.sedermera.se. Payment is not to be made in conjunction with the application for subscription. Any allotment is notified via a contract note.

Subscription through Nordnet

If you have a custody account with Nordnet in Sweden, Denmark, Norway or Finland, please contact Nordnet to process your subscription directly through Nordnet.

1. The undersigned hereby subscribes for the following number of units in NeoDynamics AB (publ) at a subscription price of SEK 16,40 per unit.

Each unit consists of two (2) new shares and one (1) warrant of the series TO 1. The price per share amount to SEK 8,20 and the warrant is granted free of charge. The minimum subscription is 375 units, which corresponds to SEK 6,150.

Number of units _____

2. Please enter the account number where allotted shares and warrants are to be delivered:

Custody account	Bank/Nominee

Do you have a custody account with Nordnet? Please contact your bank to process your subscription directly through Nordnet.

3. Have you, through Sedermera, invested six (6) times during the last twelve (12) months, or invested through Sedermera three (3) times each year for the last five (5) years?

Yes No

4. Subscription over 15 000 EUR?

If the subscription exceeds EUR 15 000, or if the answer on question 3 is Yes, the following is required:

- 1) The money laundry form on the following page must be completed and submitted.
- 2) A copy of your ID (Passport) must be attached to the money laundering form.

Please note that the copy of **your ID** needs to be sent to Sedermera Fondkommission by mail to the below stated address, at the same time that the subscription form is submitted to Sedermera Fondkommission.

Please note that Sedermera Fondkommission cannot guarantee that the subscription form will be considered if a completed money laundering form is not received by Sedermera Fondkommission by the end of the subscription period.

Fill in your name and address information (PLEASE WRITE CLEARLY)

First name/Company	Last name	National ID number/Corp.ID.no.
Street address (or PO Box or equivalent)		Daytime telephone/mobile phone
Postal code	City	Country (if other than Sweden)
E-mail (Mandatory)		
Place and date	Signature (authorized company signature, or guardian, if applicable)	

Contract note will be sent via e-mail

5. By signing this subscription form I confirm the following:

- That I have read the prospectus and understand the risks associated with investing in this particular financial instrument.
- That I have read and understand the information stated in the section "Terms and Conditions" in the prospectus.
- That I have read and accepted the information stated on the subscription form.
- I have observed that the offer is not addressed to persons resident in the US, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore or other countries where participation requires additional prospectus, registration or other measures other than those required by Danish and Swedish law.
- That I am aware that the application is not covered by the right of return that follows from the Swedish Distant and Doorstep Sales Act or the Danish Consumer Contracts Act.
- That in signing this subscription form, I authorize Sedermera Fondkommission, at the undersigned's expense, to implement the subscription of shares pursuant to the Terms and Conditions stated in the prospectus issued by the board of NeoDynamics AB (publ) in October 2018.
- That no amendments or additions may be made to the printed text in this subscription form.
- That the allocation of shares in accordance with the subscription cannot be guaranteed.
- That an incomplete or incorrect subscription form may be disregarded.
- That the subscription is binding.
- That no modifications or amendments may be made to the printed text in this application form.
- That I am aware that Sedermera Fondkommission will not make any assessment of whether the subscription to the instrument in question is suitable for me or the person on whose behalf I am subscribing.
- That I am aware that no customer relationship exists between Sedermera Fondkommission and the subscriber with respect to this subscription.
- That personal data supplied in connection with the assignment will be stored and processed by Sedermera Fondkommission for the purpose of administering this assignment. The data may also be used in any future mailings concerning offering documents. Personal data will be stored and processed in accordance with the Swedish Personal Data Act and the General Data Protection Regulation (GDPR).

6. Send the application form by one of the following options:

Mail
Subject: NeoDynamics AB (publ) Sedermera Fondkommission
Norra Vallgatan 64, 211 22 Malmö

E-mail
issuingservices@sedermera.se

Fax
040-615 14 11

Questions, please call
Phone: 040-615 14 10