

# RIGHTS ISSUE IN ORGANOCLICK AB (PUBL)

## INFORMATION MEMORANDUM

Invitation to subscribe  
for securities in  
OrganoClick AB (publ).  
Subscription period  
25 June–9 July 2026.



## Important information

Invitation to subscribe for securities in OrganoClick AB (publ) ("**OrganoClick**" or the "**Company**" and together with its subsidiaries the "**Group**") is made only through the procedure described in this information memorandum under Terms and Conditions, which is available, inter alia, on OrganoClicks website, [www.organoclick.com](http://www.organoclick.com).

This information memorandum has been prepared by OrganoClick in connection with the forthcoming rights issue. The information memorandum does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, the "Prospectus Regulation", and has not been reviewed, approved or registered with the Swedish Financial Supervisory Authority (Sw. Finansinspektionen). This information memorandum is prepared on the basis of the exemption provisions applicable under the Prospectus Regulation and Chapter 2 Section 1 of the Act (2019:914) with supplementary provisions to the EU Prospectus Regulation, as amended. The offer is not directed at persons whose participation requires additional prospectus, registration or other measures than those required under Swedish law.

Investors are advised to read the information memorandum in its entirety before making an investment decision. This information memorandum may not be distributed, published or disclosed in or to the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea or Switzerland.

The information memorandum may not be sent to persons in these countries or any other jurisdiction to which it is unlawful to deliver subscription rights, BTAs or new shares, except in accordance with applicable law and provided that no prospectus, registration or other measures beyond those required under Swedish law are required. Unless expressly stated otherwise in the information memorandum, subscription rights, BTAs or new shares may not be offered, sold, transferred or delivered, directly or indirectly, in or to any of these countries. Nor may the information in this information memorandum be forwarded, reproduced or published in a manner that contravenes such restrictions or would entail such requirements. Actions in violation of this instruction may constitute a violation of applicable securities legislation.

No subscription rights, BTAs (paid subscribed shares) or new shares have been registered, or will be registered, under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities legislation of any state or other jurisdiction in the United States, and no subscription rights, paid subscribed shares (BTAs) or new shares may be offered, subscribed for, exercised, pledged, granted, sold, resold, delivered or otherwise transferred, directly or indirectly, in or to the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Furthermore, the securities referred to in this information memorandum have not been registered and will not be registered under the applicable securities legislation in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea or Switzerland and may not, with certain exceptions, be offered or sold to or within, or on behalf of or for the benefit of a person domiciled, resident or located in, these countries or any other jurisdiction where the disclosure, distribution or publication would be unlawful or require registration or any other action. The Company has not made any offer to acquire the securities referred to in this information memorandum to the public in any country other than Sweden.

In EEA member states other than Sweden (each such EEA member state a "Relevant State"), this information memorandum and the information contained herein is intended only for and directed at qualified investors as defined in the Prospectus Regulation. The securities referred to in this information memorandum are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with an exemption in the Prospectus Regulation. Persons in a Relevant State who are not qualified investors should not take any action based on this information memorandum nor rely on it.

In the United Kingdom, this information memorandum and other material relating to the securities referred to herein is distributed and directed only at, and any investment or investment activity related to this document is only available to and will only be capable of being engaged in by, "qualified investors" (within the meaning of the United Kingdom's version of the EU Prospectus Regulation (2017/1129/EU) incorporated into United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a)-(d) ("high net worth companies, unincorporated associations etc.") of the Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This information memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is only available to relevant persons and will only be engaged in with relevant persons.

*This English version of the information memorandum is prepared for information purposes only. In case of any discrepancies between the Swedish and the English version, the Swedish version shall prevail.*

# Introduction

**OrganoClick** has in recent years established a strong position as a green chemical company with biobased chemical products that replace "hidden" plastics and harmful chemicals in fibre-based materials such as textiles, nonwovens and wood.

In order to strengthen the financial position, reduce interest expenses and create conditions to maximise the Company's growth opportunities and thereby achieve profitable growth, OrganoClick is now carrying out a rights issue of approximately SEK 39.6 million (the "Rights Issue"). The Rights Issue is secured to approximately 75 percent through subscription commitments from the Company's major shareholders and a majority of the Company's board members.

The Company's consumer brands OrganoTex and BIOkleen within the Consumer Applications business area have shown positive sales development. Within the Wood Protection business area, our brand OrganoWood with its exposure to the construction market has faced challenges. With very good results from the five-year field studies for our new wood protection technology, the goal is now to license out the timber production, which creates conditions for a more efficient and scalable business model.

For the Nonwoven Technologies business area with our biobased binders, the focus going forward is on the several customer projects close to commercialisation which also entail a broadening of the customer base with new applications, such as food absorbents and wet wipes.

The Rights Issue strengthens OrganoClick's prospects of creating value for customers, shareholders and the environment.



### **Information about the issuer**

OrganoClick AB (publ) is a Swedish public limited liability company incorporated in Sweden on 15 March 2006 and registered with the Swedish Companies Registration Office (Sw. Bolagsverket) on 24 May 2006. The Company's registration number is 556704-6908 and the Company's LEI code (legal entity identifier) is 5299000WG2VIADH5VE54. The Company's registered address is Linjalvägen 9, 187 66 Täby. The Company's website is organoclick.com.

### **Directors' responsibility statement**

The board of directors of OrganoClick (the "Board of Directors") is solely responsible for the content of this information memorandum. To the best of the Board of Directors' knowledge, the information provided in this document is in accordance with the facts and no information that is likely to affect its meaning has been omitted.

### **Competent authority**

This information document is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**"). The Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*), which is the nationally competent authority, has not approved, reviewed or registered this information memorandum.

Each investor is encouraged to make its own assessment of whether it is appropriate to invest in the Company. Swedish law applies to this information document and the offer described herein. Any dispute arising from the information document and related legal relationships shall be settled exclusively by a Swedish court, with the Stockholm District Court (Stockholms tingsrätt) as the court of first instance.

### **Location of published information**

The Company's most recently published prospectus and the mandatory information that the Company publishes in accordance with its obligations to disclose ongoing information is available on the Company's website, [www.organoclick.com](http://www.organoclick.com).

# The offer in summary

## Preferential rights and record date

The last day of trading in the share including the right to participate in the Rights Issue was 18 June 2026 and the first day of trading in the share excluding the right to participate in the Rights Issue was 22 June 2026. The record date for receipt of subscription rights and the right to participate in the Rights Issue is 23 June 2026.

For each existing share held on the record date for the Rights Issue, four (4) subscription rights are obtained. Five (5) subscription rights entitle the holder to subscribe for one (1) new share in the Company.

## Subscription period

25 June-9 July 2026

## Subscription price

SEK 0.45 per share. No brokerage fee applies. Upon full subscription the Company will be provided with an amount of approximately SEK 39.6 million (before issue costs).

## Trading in subscription rights

Trading in subscription rights will take place on First North during the period 25 June – 6 July 2026.

## Subscription commitments

In connection with the Offer, OrganoClick has received subscription commitments corresponding to just over 74% of the Rights Issue from the Company's five largest shareholders in accordance with the table below. No consideration is paid for these subscription commitments.

Namn	Subscription commitment (MSEK)	%
Cidro förvaltning AB	10.00	25.25
Patrik Björn (privat och via bolag)	11.00	27.78
Mårten Hellberg (via bolag)	3.20	8.08
Beijer Ventures AB	2.95	7.45
Anders Wall stiftelser	2.19	5.53
<b>SUMMA</b>	<b>29.34</b>	<b>74.09%</b>

In addition, a majority of the board members of the Company have indicated that they intend to subscribe for their pro rata share in the Rights Issue, meaning that the Rights Issue is in aggregate secured to approximately 75%.

## Characteristics of the shares

All shares in the Company are of the same class and are denominated in Swedish kronor. As of the date of this information document, 110,003,016 shares are outstanding in the Company. Each share has a quota value of approximately SEK 0.01. The shares in the Company have been issued under Swedish law and all issued shares are fully paid. Each share entitles the holder to one vote at general meetings and each shareholder is entitled to the number of votes corresponding to the number of shares held in the Company. If the Company issues new shares, warrants or convertible instruments in a cash issue or set-off issue, shareholders have, as a main rule under the Swedish Companies Act (2005:551), preferential rights to subscribe for such securities in proportion to the number of shares held by the shareholder prior to the issue. All shares in the Company confer equal rights to dividends and to the Company's assets and any surplus in the event of liquidation.

Trading venue: Nasdaq First North Growth Market

Ticker symbol: ORGC

ISIN code: SE0006510335

## Dilution and shareholding after the Rights Issue

Upon full subscription, the Rights Issue will increase the number of shares in the Company by 88,002,412 shares from 110,003,016 shares to 198,005,428 shares, corresponding to a dilution of approximately 44 percent of the total number of shares and votes in the Company. Shareholders who choose not to subscribe in the Rights Issue have the opportunity to compensate for the economic dilution effect by selling their subscription rights.

## Timetable

- 23 June 2026 Record date for receipt of subscription rights and the right to participate in the Rights Issue.
- 25 June 2026 – 6 July 2026 Trading in subscription rights.
- 25 June 2026 – 9 July 2026 – Subscription period.
- 10 July 2026 – Announcement of the outcome of the Rights Issue. Allocation of subscribed shares. Contract notes distributed.

# About OrganoClick

Wet wipes that do not biodegrade and PFAS from textile impregnation that poison our drinking water. These are problems that we at OrganoClick are part of solving. With our green chemical innovations we replace "hidden" plastics and harmful chemicals in cellulose-based materials with biobased and biodegradable alternatives. For example, we replace PFAS in textile impregnations with our biobased product OrganoTex® and plastic binders in agricultural fabrics with our biobased binder OrganoBond®. In this way we make the materials 100% biobased and biodegradable. We call it Made Green Inside by OrganoClick.

OrganoClick AB (publ), reg. no. 556704–6908, is a Swedish green chemistry company that develops and markets bio-based and biodegradable chemical products and material technologies. The Company was founded in 2006 as a spin-off from Stockholm University and the Swedish University of Agricultural Sciences based on biomimetic research into natural chemical processes. The Company has won several awards and has, among other things, been appointed a "Climate Solver" by the World Wide Fund for Nature (WWF) and featured on Affärsvärlden's and NyTeknik's list of the 33 hottest technology companies in Sweden. OrganoClick is listed on NASDAQ First North Growth Market, has its head office, production and R&D centre in Täby, north of Stockholm, had revenues of SEK 106 million in 2025 and has approximately 30 employees.

## Our technology

The Company's core technology has been developed with inspiration from nature's own chemistry. By "clicking" organic molecules onto the surface of cellulose fibres in, for example, wood, textiles, paper or nonwovens, new properties are created such as flame protection, rot protection, water repellency and altered mechanical properties. The word "Organo" in our name relates to Organocatalysis and the word "Click" to Click chemistry. The discovery of Organocatalysis was awarded the Nobel Prize in Chemistry in 2021 and the discovery of Click chemistry was awarded the Nobel Prize in Chemistry in 2022. We are very proud that OrganoClick in 2006 was one of the first companies in the world to begin developing products based on these revolutionary green chemical technologies.

## Our products

Based on our technologies, we have developed several green chemical products for industrial customers and consumers. Our bio-based and biodegradable binder

① OrganoBond is used to replace plastic binders in nonwovens. Customers include large industrial players such as the leading Finnish nonwoven manufacturer Ahlstrom. Our binders are used for nonwovens used to manufacture, among other things, biobased and compostable wipes, agricultural fabrics and hygiene products.

② Under our consumer brand OrganoTex® we market bio-based, PFAS-free and biodegradable clothing and footwear care products. The brand has experienced strong growth in recent years through an international expansion into the rest of the Nordic countries, the DACH region and Italy. The products are sold in the Nordic countries and Central Europe through more than 600 retailers primarily within sport and outdoor.

③ Our biocide-free wood protection technology is used to manufacture our Nordic Swan eco-labelled timber with long durability. Our new technology received the best rot protection results in the five-year field test CEN/TS 12037 conducted in the extremely demanding Malaysian rainforest and in Denmark during the spring. The technology and the wood protection chemistry will now begin to be sold to wood treatment companies which deliver the timber to both professional construction companies and consumers through an established network of retailers and distributors in the Nordic countries and Central Europe.

④ For the maintenance of wooden structures, houses and properties, the Group also sells bio-based and eco-labelled maintenance products under the BLOKleen brand through building and paint specialist retailers. The brand has experienced good growth in recent years through new partnerships with, among others, Bauhaus and Hornbach.



## Our production

We manufacture our green chemical products in our own production facility in Täby. The facility is approximately 4,000 m<sup>2</sup> and comprises offices, a development laboratory and production and storage space. We have four production lines for manufacturing our chemical products with a total production capacity of just over 20,000 tonnes per year. For our consumer products we also have two filling lines where we fill containers and bottles. We also have our own water treatment system where we treat all our process water which is then reused in our production. We naturally use only 100% renewable energy in our processes. During 2025 we produced and delivered approximately 3,000 tonnes of our green chemical products and replaced approximately 1,000 tonnes of plastic with our biobased binders. With a production capacity of 20,000 tonnes per year in our factory in Täby we are well positioned for continued growth with only minor cost increases.

## Financial performance

Since the Group's first product was launched in 2012, sales have increased almost every year. The Group was listed on NASDAQ First North Growth Market in 2015 and over the past ten years sales have increased by an average of 13% per year to SEK 106 million in 2025. During 2024 and 2025, however, the Group's sales declined due to high exposure to a declining construction market within the Wood Protection business area and to a weakened hotel and restaurant market within the Nonwoven Technologies business area. At the same time, the Group's consumer brands within the Consumer Applications business area have grown. The lower sales volume resulted in an increased loss during 2025.

In order to adjust the Group's costs to the lower sales volume, a savings programme of SEK 20 million was initiated during the autumn of 2025, which resulted in

the Group returning to a positive operating result during the first quarter of 2026. At the beginning of the second quarter of 2026, however, the Company lost a larger industrial customer. In order to offset the loss of revenue, the savings programme is therefore now being expanded by a further SEK 5 million in operating costs. SEK 35 million of the issue proceeds will also be used to reduce the Company's debt and thereby reduce the Company's interest expenses by approximately SEK 4 million. The goal for the Group is now to achieve profitable growth through a combination of continued cost discipline and increased sales growth.

## Our strategy going forward

The Group's strategy is to become a pure-play green chemistry company with profitable growth within our three business areas Consumer Applications, Nonwoven Technologies and Wood Protection. Our plan for achieving profitable growth is based on the following points:

- Continued sales growth for OrganoTex through export initiatives primarily in the Nordic countries and the Alpine and DACH regions
- Increase sales and broaden the customer base for our biobased binders by focusing on customer projects close to commercialisation
- License out the production of our Nordic Swan eco-labelled durable timber to wood treatment companies while retaining production of the wood protection chemical in order to reduce our costs, achieve a more efficient organisation and a uniform and more scalable business model

The goal is for these activities to be carried out over the coming 12–18 months and for us to thereby move towards profitable growth.

# Motives for the Rights Issue

Over the past three years the Group has experienced positive sales growth for its consumer products within the Consumer Applications business area but negative sales development within the Wood Protection and Nonwoven Technologies business areas. In order to bring the Company to profitable growth, a savings programme of SEK 20 million was implemented during the autumn of 2025. This is now being expanded by a further approximately SEK 5 million in reduced operating costs.

In recent years the Company has also accumulated a debt burden that generates annual interest expenses of just over SEK 5 million, which limits the Company's financial flexibility. The Board of Directors considers that a reduction of the debt burden, combined with targeted investments in sales and marketing, is crucial for turning the Company towards profitable growth. By reducing interest expenses, the Company's ongoing results will improve materially, while strategic investments in sales and marketing activities create conditions for increased revenues and long-term sustainable profitability.

To achieve increased sales, we are focusing primarily on the following three activities over the coming 12–18 months:

## 1. Continue to drive growth for our consumer brands OrganoTex and BIOkleen

Over the past three years the Company has continued its international expansion of its consumer brand OrganoTex. OrganoTex is currently the only brand globally that offers 100% biobased and biodegradable textile and footwear impregnations, replacing PFAS and synthetic plastic polymers used in competing solutions. OrganoTex has developed strongly with an average annual sales growth of 16% over the past three years, driven by both strong new customer sales and growth among existing customers.

OrganoTex has now been launched in the Nordic countries, Benelux, Germany, Switzerland, Italy, Poland and Austria through partnerships with distributors and leading outdoor chains. In Sweden the brand has a strong position with retailers such as Naturkompaniet, Team Sportia, Sportringen, Hööks, Jaktia and the golf chain Dormy. The Company's ambition is to leverage the brand's current unique position through continued international expansion and through growth in existing markets. For OrganoTex, the focus in the coming year will be on continued establishment and market penetration in the Nordic countries, the Alpine region and DACH.

Our consumer brand BIOkleen, which offers eco-labelled maintenance products for wooden structures, houses and properties, has also developed strongly. Sales have grown continuously over the past three years through new retailers such as Bauhaus, Hornbach and Beijer Byggmaterial in Sweden. For BIOkleen, the focus will be on continued establishment and sales growth in the Nordic countries.

## 2. Focus on customer projects within new applications for our bio-based binders for nonwovens

For the Company's biobased binders for industrial nonwoven textiles, a number of customer projects with significant economic potential are ongoing. We have several customer projects with leading nonwoven manufacturers where production tests are in progress. The purpose of all projects is to replace current plastic binders with our bio-based binders so that the material becomes 100% biobased, compostable and plastic-free. We are also working to reduce the production cost of our binders in order to be able to compete with plastic binders in more price-sensitive segments. The new applications that are close to commercialisation are:

- Hygienic wipes
- Food pads (the material under meat, fish and vegetables in food packaging)
- Tea bags

Our ambition is to complete these projects so that our customers can launch their products within 12 months, which will drive sales growth for our binders.

## 3. Out-licensing of the Group's Nordic Swan eco-labelled wood protection technology

The Company's strategy is to become a pure green chemical company. Currently the Group manufactures and sells ready-treated timber treated with our Nordic Swan eco-labelled wood protection technology. During the spring of 2026 the Group received results from the five-year field test CEN/TS 12037 conducted by the Danish Technological Institute in Malaysia and Denmark, which showed the highest class of rot protection. With these results as a basis, the Group's manufacturing and sale of the finished timber is to be licensed out to wood treatment companies while we continue to manufacture and deliver wood protection chemical to these parties. This will reduce the Group's revenue but increase profitability and scalability.

through a uniform, less capital-intensive business model and reduced operational costs.

### Use of proceeds

Through the Rights Issue the Company will receive net proceeds of approximately SEK 39 million after issue costs. Given the Company's current business plan and against the above background, the Company will use the expected net proceeds as follows:

- I. Reduce the Company's debt burden by SEK 35 million and thereby reduce interest

expenses by approximately SEK 4 million per year

2. Carry out the above-mentioned strategic activities within sales and marketing over the coming 12–18 months

By implementing the above-mentioned measures, the Company's balance sheet will be strengthened with improved equity ratio and lower leverage, while conditions are created for sustainable growth and profitability.

# Terms and conditions

The Board of Directors of OrganoClick resolved on 2 June 2026 to carry out the Rights Issue with subsequent approval from the extraordinary general meeting on 22 June 2026. The Rights Issue comprises a maximum of 88,002,412 shares and may provide the Company with SEK 39,601,085.40 upon full subscription.

## Record date

The record date with Euroclear Sweden AB ("**Euroclear**") for determining who is to receive subscription rights in the Rights Issue was 23 June 2026. The last day of trading in the Company's share including the right to receive subscription rights was 18 June 2026. The first day of trading in the Company's share excluding the right to receive subscription rights was 22 June 2026.

## Subscription period

Subscription of shares shall be made during the period commencing on 25 June 2026 up to and including 9 July 2026. The board of directors of the Company is entitled to extend the subscription period. The board of directors is not entitled to cancel the Rights Issue after the subscription period has commenced.

## Subscription price

The subscription price is SEK 0.45 per share. No brokerage fee will be charged.

## Subscription rights

Shareholders in the Company receive four (4) subscription rights for each (1) share held. Five (5) subscription rights are required to subscribe for one (1) new share. Subscription rights that have not been sold by 6 July 2026 at the latest or exercised for subscription of shares by 9 July 2026 at the latest will be removed from all VP accounts without compensation. No separate notification will be sent upon removal of subscription rights.

## Trading in subscription rights

Trading in subscription rights takes place on Nasdaq First North Growth Market during the period commencing on 25 June 2026 up to and including 6 July 2026. Subscription rights acquired during the above-mentioned trading period confer, during the subscription period, the same right to subscribe for new shares as the subscription rights that shareholders receive based on their holdings in the Company on the record date. Banks and securities institutions with the requisite licences are available to assist with the purchase and sale of subscription rights. The ISIN code for subscription rights is SE0029301423.

## Paid subscribed shares ("BTAs")

Subscription through payment is registered with Euroclear as soon as this can be done, which normally means a few banking days after payment. The subscriber will then receive a VP notification confirming

that BTAs have been recorded in the VP account. Subscribed shares are referred to as BTAs until the Rights Issue has been registered with the Swedish Companies Registration Office. The ISIN code for BTAs is SE0029301431.

### *Trading in BTAs and conversion to shares*

Trading in BTAs takes place on Nasdaq First North Growth Market from 25 June 2026 until the Rights Issue has been registered with the Swedish Companies Registration Office and the conversion from BTAs to shares takes place, which is expected to occur on 24 July 2026. No separate notification will be sent by Euroclear in connection with the conversion.

## Trading in the share

The shares in the Company are traded on Nasdaq First North Growth Market. The share is traded under the ticker symbol ORGC and has ISIN SE0006510335. Once the Rights Issue has been registered with the Swedish Companies Registration Office, the newly issued shares will also be subject to trading.

## Preferential rights to subscribe

Those who are registered as shareholders in the Company on the record date of 23 June 2026 receive four (4) subscription rights for each (1) share held. Five (5) subscription rights are required to subscribe for one (1) new share.

### *Directly registered shareholders, holdings on VP account*

Shareholders or representatives of shareholders who are registered in the share register kept by Euroclear on behalf of the Company on the record date will receive a pre-printed issue statement with an attached bank giro payment slip. A VP notification regarding registration of subscription rights in the VP account will not be sent.

Those who are listed in the register of pledgees and guardians maintained in connection with the share register will not receive an issue statement but will be notified separately.

### *Nominee registered shareholders, holdings in custody account*

Shareholders whose holdings of shares in the Company are nominee registered with a bank or other nominee will not receive an issue statement. Subscription and payment shall instead be made in accordance with instructions from the nominee.

### *Subscription with subscription rights, directly registered shareholders*

Subscription shall be made by payment to the designated bank giro by 9 July 2026 at the latest, in accordance with one of the following two alternatives.

#### 1) Pre-printed bank giro payment slip, Issue statement

Used if all received subscription rights are to be exercised. Subscription is made by payment of the pre-printed bank giro payment slip. Please note that no further action is required for subscription and that the subscription is binding.

#### 2) Separate application form

Used if a different number of subscription rights than what appears from the pre-printed issue statement is to be exercised, e.g. if subscription rights have been purchased or sold. Subscription is made when both the separate application form and the payment have been received by Eminova Fondkommission. The reference for the payment is the number of the application form. An incomplete or incorrectly completed application form may be disregarded. The application form can be sent by regular post (NOT registered) or by e-mail. Please note that the subscription is binding.

A separate application form can be obtained from Eminova Fondkommission AB, tel. 08-684 211 00, e-mail [info@eminova.se](mailto:info@eminova.se).

#### *Shareholders resident outside Sweden*

#### *Eligible directly registered shareholders resident outside Sweden*

Eligible directly registered shareholders who are not resident in Sweden and who cannot use the pre-printed bank giro payment slip (the issue statement) may pay in Swedish kronor via SWIFT as set out below. Subscription is made when both the separate application form and the payment have been received by Eminova Fondkommission.

*Eminova Fondkommission AB*

*Biblioteksgatan 3, 3 tr*

*111 46 Stockholm, Sverige*

*BIC/SWIFT: SWEDSESS*

*IBAN: SE83 8000 0890 1188 4765 6975*

#### *Shareholders resident in certain ineligible jurisdictions*

Shareholders resident in another country where participation in the Rights Issue is wholly or partially subject to legal restrictions are not entitled to participate in the Rights Issue (for example the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea or Switzerland). These shareholders will not receive subscription rights, an issue statement or any other information about the Rights Issue. Eminova reserves the right to refuse subscribers resident in countries where Eminova does not conduct business.

### **Subscription without subscription rights and allocation**

In the event that not all shares 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 remaining shares.

Application for subscription of shares without subscription rights shall be made on the application form entitled "Subscription without subscription rights" which is available for download at [eminova.se](http://eminova.se). If more than one application form is submitted, only the most recently received will be taken into account. No payment shall be made in connection with the application! Please note that the application is binding. (Important information about ISK, IPS and endowment insurance under "Other")

If the application concerns subscription of an amount of EUR 15,000 or more, a completed KYC form and a certified copy of a valid identity document must accompany the application form. If the application relates to a legal entity, a valid certificate of registration (not older than three months) showing the authorised signatories must accompany the application form in addition to the KYC and identity document.

Notice of allocation of shares is given by sending a contract note. Payment shall be made to the bank giro in accordance with the instructions on the contract note and is never debited from the stated VP account or custody account. If payment is not made in time the shares may be transferred to another party. Should the sale price upon such transfer be lower than the price under the offer, the party who originally received the allocation of these shares may be liable for all or part of the difference. No notification is sent to those who have not received an allocation.

#### **Allocation principles:**

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 distribution of shares not subscribed for with subscription rights. Such distribution 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.

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.

## Other

Subscription of shares with or without subscription rights is irrevocable and the subscriber cannot cancel their subscription.

*Regarding subscription through ISK, IPS or endowment insurance*

Where the custody account or VP account is linked to an endowment insurance policy, an IPS or an ISK (investment savings account), special rules apply upon new subscription of securities. The subscriber must contact their bank/nominee and follow its instructions for how the subscription/payment is to be made. If the subscription is not made correctly, delivery of allocated securities to these types of custody account will not be possible. The subscription is binding and a submitted application form cannot be withdrawn. It is the subscriber's responsibility to ensure that the subscription is made in such a way that delivery can be made to the stated custody account.

*Regarding delivery of subscribed securities*

Incorrect or incomplete information on the application form, registration processing at the Swedish Companies Registration Office, late payments from investors, procedures at the custodian bank or depository institution or other factors beyond Eminova's control may delay delivery of shares to the investor's VP account or custody account. Eminova disclaims all liability for losses or other consequences that may affect an investor as a result of the timing of delivery of shares.

*Terms for handling incorrect, unidentifiable or late payment – subscriber/investor*

In the event that a customer pays an overpayment or otherwise incorrect amount, or pays late, Eminova will not refund amounts below SEK 10. The customer forfeits, through their incorrect payment, their right to claim the amount. For amounts of SEK 10 or more, the customer may contact Eminova to have the excess amount returned to the account from which the payment was made. The payer must provide documentation showing the amount paid, to which account the payment was made, when and from which account the payment was made, and who owns the account. Eminova will not pay the amount to any other account. The right of claim for amounts of SEK 10–100

remains for one year from the date of payment. The right of claim for amounts exceeding SEK 100 remains for ten years from the date of payment. After the right of claim has lapsed, the amount is deregistered from the customer.

In the event that the payment cannot be identified and linked to a customer, the amount will be recorded under "unknown owners". It is incumbent on the payer to contact Eminova to make a claim for the amount. The same terms, amount limits and right of claim apply as in the paragraph above.

Eminova will not, on its own initiative, contact customers or others who have paid an incorrect amount, an amount that cannot be identified or who have paid late, in order to refund any excess amount. This responsibility lies with the payer.

Contact via email: [info@eminova.se](mailto:info@eminova.se) with ref. PAYMENT.

## Announcement of the outcome of the Rights Issue

Announcement of the outcome of the issue will be made through a press release from the Company as soon as possible after the end of the subscription 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.

## Share register

The Company's share register with information about shareholders is maintained by Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden.

## Applicable legislation

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

Shareholders' rights with respect to dividends, voting rights, preferential rights upon new subscription of shares and similar are governed partly by the Company's articles of association, which are available on the Company's website, and partly by the Swedish Companies Act (2005:551).

# Risk factors

An investment in securities is associated with risk. The risk factors set out below are limited to those risks which, as of the date of the information memorandum, are assessed as specific and material to the Company, the Group and/or the securities. The risk factors listed below are therefore not an exhaustive list of all risks that may affect an investment decision in the Company. If any of the risks described below were to materialise, it could entail significant adverse effects on the Group's operations, results, financial position and prospects.

## Geopolitical risks

The Group sees that several geopolitical risks including wars, armed conflicts and a deteriorating relationship between the Western world on the one hand and China, Russia and other countries on the other may affect world trade and the supply of raw materials. The United States' introduction of higher tariffs also contributes to increased uncertainty. The Group considers that these risks may lead to problems in supply chains that may give rise to volatile raw material and freight prices and/or raw material shortages that may lead to production disruptions at the Group. This may result in the Group being unable to deliver on its contracts or in increased prices to the Group's customers, which may adversely affect the Group's sales.

## Climate risks

Climate change entails more extreme weather conditions that may damage infrastructure, such as factories, warehouses and distribution channels such as roads. If a company has its production in areas exposed to flooding, storms or other natural disasters, this may lead to operational stoppages, lost production or increased costs to repair damage. This may affect the Group directly or indirectly depending on where these climate changes occur.

## Risks related to the Group's collaborations with partners

The Group is dependent on, and will continue to be dependent on, collaborations with various partners to produce, market and sell its current products and develop future products. The Group's business is therefore largely dependent on external partners. If these partners do not fulfil their obligations under agreements, do not meet expected deadlines, or if the quality or accuracy of work performed is insufficient, planned marketing and sales activities as well as product development (among other things) may be delayed or terminated.

## Risks related to research and development

OrganoClick conducts product development programmes within each of its business areas and intends to focus on developing new and improved products based on current technologies that can then be introduced to the market. However, there is no guarantee that the Group will be successful in

developing new products, or that a new product will be launched on the market as expected, or at all. A failure to develop new products may be caused by several factors. One factor is that the relevant product does not achieve the desired qualities or properties. Another factor is that the relevant product is too expensive to produce and sell. Consequently, there is a risk that the Group allocates significant resources to time-consuming and costly development projects without deriving any benefit from them.

## Sales-related risk

It is difficult to predict the market's reception of a new product. Even if the quality and properties of a new product are good and it is sold at a competitive price, there is no guarantee that it will achieve successful sales.

## Risk related to key customers

OrganoClick has a number of key customers that account for a significant proportion of the Group's sales. The loss of, or a significant reduction in sales to, one or more of these key customers would have a negative impact on the Group's sales and profitability and ability to achieve its long-term objectives.

## Production disruptions

The production of the Group's products is partly carried out by external parties and partly by the Group itself in the production facility in Arninge, Täby. The Group's success depends on reliable and efficient production. Disruptions, even minor ones, or damage to the Group's production equipment as a result of, for example, strikes, natural disasters, sabotage or fire may have an adverse impact on operations, both in terms of direct damage to property and production disruptions. Such events, both at internal and external production facilities, may make it difficult, or impossible, for the Group to fulfil its commitments to customers and to deliver the agreed quantity and quality within the agreed time, which may increase the risk of the customer switching suppliers. The customer may also be entitled to compensation if the Group is unable to deliver in accordance with its commitments.

## Input price fluctuations

For all business areas, the Group produces the critical chemical substances and formulations that give materials their unique properties, while raw materials

for the chemical products and wood are purchased from external parties. The cost of raw materials and other materials is a significant cost and constitutes a significant part of the selling price of the Group's products. Consequently, the pricing of the Group's products is affected by the cost of raw materials. If the price of raw materials and other materials increases, the total production cost for the Group and its production partners also increases, resulting in higher prices for customers, which in turn may result in reduced sales for the Group.

### Raw material supply

The Group has a number of key suppliers of critical raw materials. Should problems arise in the supply chain from these suppliers, this may lead to production disruptions at the Group. This may lead to an inability to fulfil the Group's commitments to customers regarding delivery of the agreed quantity and quality within the agreed time, which may result in a poorer financial result or negative financial impact as a consequence of penalties.

### Financing risk

The Group has needed, and will continue to need, substantial capital to conduct research, development and commercialisation of the Group's existing and future products. The Group is in an expansive phase and it may be necessary to seek additional external capital in the future in order to continue to conduct its operations. However, there is a risk that such additional financing is not available to the Group on acceptable terms, or at all.

### Risks regarding the Group's interest-bearing debt

The Group has interest-bearing debt consisting of long-term debt in the form of credits from credit institutions and short-term debt in the form of overdraft facilities, invoice financing liabilities and other credits from credit institutions. Collateral for these has been provided in the form of floating charges and parent company guarantees where a subsidiary has taken on the credit. There is a risk that the Group may not be able to fulfil the credit terms in the form of amortisation or interest payments, or may not be able to refinance them at maturity. There is also a risk that the interest rate on the credits is increased, which may make it difficult for the Group to fulfil its repayment obligations.

### Risks related to intellectual property rights, know-how and confidentiality

The Group's success is to a large extent dependent on its ability to obtain and maintain protection for its intellectual property rights, including patents, for current and future products. There is a risk that the Group does not obtain patents or other intellectual property rights for its future innovations. In addition, patents are only valid for a limited period and there is a risk that the Group's current and future intellectual property rights do not constitute adequate protection. The technologies and methods used by the Group in research and development, or related to the commercialisation of products, may also infringe patents owned and controlled by third parties. If the

Group is forced into legal proceedings regarding the right to a patent, the costs of such proceedings may be significant and the Group may also lose the case, which could result in the protection for one or more of the Group's products ceasing, or entail an obligation to pay significant damages. The Group is also dependent on know-how and trade secrets and seeks to protect such information through confidentiality agreements with its employees, consultants and other partners. However, it is not possible to fully protect the Group against unauthorised disclosure of information and there is a risk that competitors gain access to and use know-how and that trade secrets developed by the Group are compromised.

### IT-related risks

Should the Group experience interruptions and disruptions in its IT infrastructure, caused by for example power outages, computer viruses, human or technical errors, sabotage and nature-related events, this may entail major IT incidents in critical operational IT systems that lead to the Group being unable to produce and deliver products or information in time to customers or other stakeholders. This may in turn lead to negative financial impact as a result of lost sales or penalties for late or failed deliveries. Leakage of confidential information, whether deliberate or due to lack of knowledge, targeted attacks aimed at stealing information or causing damage, corporate espionage, unstructured management of content in internal and external systems, and other threats to information and data security may lead to business-critical information being falsified, encrypted or lost.

### Competition

The Group operates in a competitive market. The Group's future ability to compete depends, among other things, on the financial resources, marketing and product development of the Group and its competitors. In addition, several of the Group's competitors have greater financial resources than the Group, which could result in competitive advantages for these players. There is also a risk that the Group is unable to respond quickly enough to actions taken by competitors and to existing and future market needs. Increased competition from existing and new market players, as well as reduced ability to compete, may result in reduced sales and smaller market shares.

### Credit risk

The Group is exposed to credit risk. Credit risk for the Group arises primarily through credit exposure to customers, that is, that the Group does not receive payments in accordance with what has been agreed, or incurs a loss due to a counterparty's inability to meet its obligations to the Group.

### Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations when they fall due. If the Group's sources of liquidity prove insufficient, there is a risk that the Group can only meet its payment obligations by raising capital on terms that significantly increase the financing cost, or that the Group is unable

to meet its payment obligations at all, and as a result defaults on payments under existing agreements.

### Currency risk

Fluctuations in exchange rates affect the Group's results as purchases, but also certain sales, are made in different currencies (transaction exposure), primarily in the currencies EUR, USD and GBP.

### Reputational damage

OrganoClick's reputation is important to its business. The Group's business is based on consumers and other business partners associating OrganoClick with positive values and high quality. If OrganoClick or anyone in the management were to act in a manner that conflicts with OrganoClick's values, or if any of the Group's products fail to meet the expectations set by the market, there is a risk that the reputation is damaged. If it transpires that one or more of the Group's products proves harmful to the environment, there is a risk that the Group's environmental profile is damaged, regardless of whether this is due to a failure by the Group or any of its production partners.

### Key personnel

The Group is dependent on a number of key employees, including the management and other employees with specialist expertise within the Group's business areas. The Group's future development and

success is dependent on its ability to recruit and retain such key employees.

### Share-related risks

OrganoClick is listed on Nasdaq First North and prospective as well as existing shareholders should be aware that an investment in securities related to the Company is associated with high risk, as the share price may fluctuate significantly. Fluctuations in the trading price are not necessarily attributable solely to the Company's performance but may also be derived from general market developments, macro factors in society, geopolitical unrest, the prevailing investment climate, the supply and demand for shares and other reasons with or without a clear connection to the Company. It is therefore not possible to predict future price movements in advance, and it is possible that these factors, individually or in combination, may adversely affect the value of investors' holdings.

### Unsecured subscription commitments

The Company has received subscription commitments of approximately SEK 29.7 million, corresponding to approximately 75 percent of the Rights Issue. The subscription commitments are, however, not secured by way of pledge, blocked funds, bank guarantee or similar arrangements. Consequently, there is a risk that one or more of the aforementioned parties will not be able to fulfil their respective commitment.

