



SyntheticMR

INVITATION TO SUBSCRIBE FOR SHARES

SUBSCRIPTION PERIOD

**20 January - 3 February
2026**



SEDERMERA
corporate finance

IMPORTANT INFORMATION

This information folder constitutes marketing and is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council. The invitation to subscribe for shares in SyntheticMR AB (publ) ('SyntheticMR' or the 'Company') is only made through the information document, which will be prepared in accordance with Annex IX of the Prospectus Regulation (EU) 2017/1129, which is available on SyntheticMR's website www.syntheticmr.com. Investors are advised to read the information document in its entirety before making an investment decision. This information brochure may not be distributed, published in or into the United States, Australia, Japan, Canada, New Zealand, South Africa, the United Kingdom, Hong Kong, Russia, Belarus, Switzerland or Singapore. The information brochure may not be sent to persons in these countries or any other jurisdiction to which it is unlawful to deliver subscription rights, BTAs or shares, except in accordance with applicable law and provided that it does not require additional prospectuses, registration or other measures in addition to those required by Swedish law. Unless otherwise expressly stated in the information document, subscription rights, BTAs or warrants may not be offered, sold, transferred or delivered, directly or indirectly, in or into any of these countries.

SYNTHETICMR

SyntheticMR is a recognized market leader in quantitative MRI software, enabling fast, objective, and standardized brain imaging and analysis. The Company's solutions enhance diagnostic accuracy and streamline clinical workflows across radiology, neurology, and nuclear medicine by generating multiple quantitative imaging biomarkers from a single MRI acquisition.

Following the acquisition of Combinostics in 2025, SyntheticMR has expanded its offering to include AI-powered tools for early detection, diagnosis, and disease management of major neurological disorders. The combined platform supports clinical decision-making across a wide range of indications, including multiple sclerosis (MS), dementia, epilepsy, brain tumors, and other neurodegenerative diseases.

SyMRI® (Quantitative MRI Platform)

SyMRI® is SyntheticMR's quantitative MRI platform, generating multiple contrast-weighted images, automated tissue segmentation, and objective imaging biomarkers from a single MRI acquisition.

The platform enables faster examinations, standardized assessments, and improved diagnostic confidence across neurology and musculoskeletal imaging.

cNeuro® (AI & Clinical Decision Support)

cNeuro® is an AI-powered clinical decision support platform that analyzes MRI, PET, and SPECT imaging to support early diagnosis, differential diagnosis, and disease progression monitoring in neurological disorders.

The platform integrates imaging biomarkers with cognitive assessments and laboratory data to deliver objective, data-driven insights for clinicians.

STRATEGY



Dual-platform focus

SyntheticMR operates through two complementary platforms, SyMRI® for quantitative MRI image generation and cNeuro® for AI-powered image analysis and clinical decision support, together covering the diagnostic pathway from image acquisition to interpretation.



Recurring revenue and growth

Strategic emphasis on scalable and predictable business models, with cNeuro® as a key growth driver supported by subscription-based services, expanding ARR, and strong customer retention.



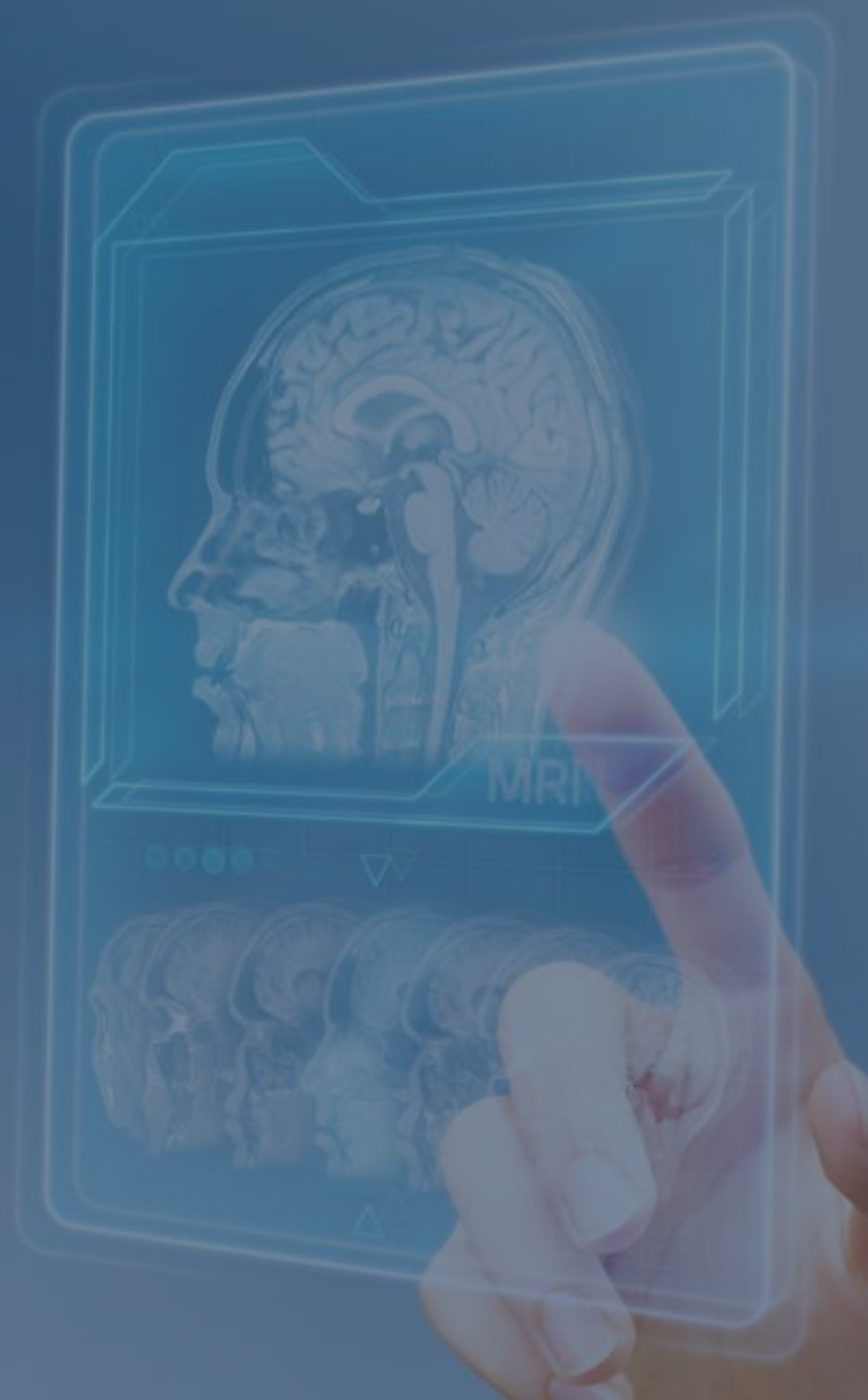
Clinical driven positioning

Focus on clinically validated applications, particularly within neurology and neurodegenerative diseases, while scaling SyMRI primarily through OEM integrations and next-generation 3D solutions.



Global reach and execution

Global presence across key markets supported by long-standing OEM and PACS partnerships, underpinned by disciplined commercial execution, regulatory progress, and integration into existing clinical workflows.



MOTIVE FOR THE OFFER

The rights issue will provide the Company with approximately SEK 32.8 million in gross proceeds before deduction of transaction costs (the “Rights Issue”). The costs related to the Rights Issue are estimated to amount to a maximum of approximately SEK 1.4 million. The expected net proceeds from the Rights Issue are thus estimated to amount to approximately SEK 31.4 million.

Use of proceeds



Commercial scaling of SyntheticMR’s and Combinostics’ existing offerings, including strengthened direct sales and OEM sales.



Deepened OEM collaborations and joint go-to-market initiatives.



Strategic marketing initiatives, with a particular focus on digital marketing, increased visibility, lead generation and structured market penetration.



Integration and gradual further development of the joint product portfolio, including ARIA.



Working capital to support the growth and commercialization phase.

It is the Board of Directors’ assessment that the proceeds from the Rights Issue, in combination with effective cost control, are sufficient for the Company to return to profitability.

THE OFFER IN BRIEF

Subscription Period: 20 January 2026 – 3 February 2026.

Subscription Price: SEK 1.1 per share.

Issue Volume: Maximum approximately SEK 32.8 million before transaction costs.

Subscription and Guarantee Commitments: The Rights Issue is secured to a total of 100 percent through subscription commitments from members of the Board of Directors and management (including related parties), as well as through a subscription commitment and a free of charge guarantee commitment from the Company’s largest shareholder and Board member, Staffan Persson, via Swedia Invest AB.

The Company has received subscription commitments from the Board of Directors, management (including related parties) and Staffan Persson, via Swedia Invest AB, amounting to approximately SEK 10.3 million (corresponding to approximately 31.5 percent of the Rights Issue). In addition, the Company’s largest shareholder and Board member, Staffan Persson, via Swedia Invest AB, has provided a guarantee commitment amounting to approximately SEK 22.4 million (corresponding to approximately 68.5 percent of the Rights Issue).

No compensation is paid for the subscription commitments or the guarantee commitment, whereby the Company has secured the Rights Issue to 100 percent at no cost to the Company.



TERMS AND CONDITIONS

Preferential Rights

Each holder of existing shares who was registered in the share register maintained by Euroclear Sweden as of the record date on 16 January 2026 will receive one (1) subscription right ("Subscription Rights") for each share held. Two (2) Subscription Rights entitle the holder to subscribe for one (1) new share in SyntheticMR (the "New Shares"). The subscription price in the Rights Issue has been set at SEK 1.10 per share. Only whole numbers of New Shares may be subscribed for (i.e. no fractions). In addition, investors are offered the opportunity to apply for subscription of shares without the support of subscription Rights.

Trading in Subscription Rights

The Subscription Rights have been approved for trading on Spotlight Stock Market. Trading in the Subscription Rights will commence on 20 January 2026 and end on 29 January 2026. The ISIN code for the Subscription Rights is SE0027301987. Subscription Rights that are not exercised during the subscription period will lapse without value, and the holder of such Subscription Rights will not be entitled to any compensation.

Dilution and Shareholding After the Rights Issue

Shareholders who choose not to participate in the Rights Issue may have their ownership diluted by up to approximately 33.33 percent of the total number of shares after the Rights Issue. However, they have the option to mitigate the financial impact of this dilution by selling their Subscription Rights.

Subscription Price

The New Shares are issued at a subscription price of SEK 1.1 per new share ("The Subscription Price").

Subscription of Shares

The subscription period for New Shares commences 20 January 2026 and closes on 3 February 2025 ("The Subscription Period"). Any Subscription Rights not exercised during the Subscription Period will lapse with no value, and the holder of such Subscription Rights will not be entitled to compensation. Once a holder of Subscription Rights has exercised such rights and subscribed for New Shares, such subscription cannot be withdrawn or modified by the holder.

Subscription for Remaining Shares

The general public and existing shareholders may apply to subscribe for any remaining shares not subscribed for by holders of Subscription Rights during the Subscription Period (the "Remaining Shares").

Remaining Shares are subscribed for at the same Subscription Price as shares subscribed through the exercise of Subscription Rights. Application to subscribe for Remaining Shares must be made using the subscription form available via Nordic Issuing's platform on the following website <https://minasidor.nordic-issuing.se/> or in accordance with account holder's own bank and its respective instruction.

Nominee-Registered Shareholders

Shareholders in SyntheticMR whose holdings are nominee-registered as of the record date must follow the instructions of their respective nominees regarding subscription and payment. Please note that if Subscription Rights are exercised through a bank or nominee, this should be done well in advance of the Subscription Period, as each bank or nominee may apply deadlines that differ from the official final subscription date.

Shareholders in Certain Ineligible Jurisdictions

Shareholders whose existing shareholdings are directly registered in VP/service accounts and who have a registered address in the United States, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore, Belarus or Russia, or in any other jurisdiction where participation in the Rights Issue is not permitted, will not be entitled to subscribe for New Shares.

Paid Subscribed Shares (BTA)

Subscription by payment is registered with Euroclear Sweden AB as soon as possible after payment, which normally occurs a few banking days following the payment date. Thereafter, the subscriber will receive a VP statement confirming that the paid subscribed shares (BTA) have been credited to the subscriber's VP account. The newly subscribed shares will be registered as BTA on the VP account until the Rights Issue has been registered with the Swedish Companies Registration Office (Bolagsverket). Registration with the Swedish Companies Registration Office (Bolagsverket) is expected to take place around 17 February 2026. Following such registration, the BTA will be converted into shares. No VP statement will be issued in connection with this conversion. Nominee-registered shareholders will receive BTA and information in accordance with the procedures of their respective nominees.

Allocation of New Shares Subscribed for Without Subscription Rights

New Shares that are not subscribed for with the support of Subscription Rights before the end of the Subscription Period may be allocated, as compensation for unexercised Subscription Rights, to shareholders and members of the public who have submitted binding subscription commitments for such shares without the support of Subscription Rights prior to the end of the Subscription Period. In the event of oversubscription of the Remaining Shares pursuant to such binding commitments, allocation of the Remaining Shares shall be made in accordance with the following principles:

1. New Shares shall be allocated to those who have subscribed for New Shares with the support of Subscription Rights (irrespective of whether they were shareholders on the record date or not) and who have expressed an interest in subscribing for New Shares without the support of Subscription Rights (subsidiary preferential right). If full allocation cannot be made, allocation shall be made pro rata in relation to the number of Subscription Rights exercised by each subscriber and, to the extent this is not possible, by drawing of lots;
2. New Shares shall be allocated to those who have subscribed for New Shares in the Rights Issue without the support of Subscription Rights. If full allocation cannot be made, allocation shall be made pro rata in relation to the total number of New Shares for which each person has expressed an interest to subscribe and, to the extent this is not possible, by drawing of lots;
3. Any remaining New Shares shall be allocated to parties who have entered into underwriting commitments.

Listing of New Shares

The Company's shares are admitted to trading on Spotlight Stock Market. Trading in the New Shares is expected to commence around 25 February 2026, provided that registration with the Swedish Companies Registration Office (Bolagsverket) has been completed.

Dividend Rights

Following registration with the Swedish Companies Registration Office (Bolagsverket), the New Shares will carry the same rights as the Company's existing shares, including the right to dividends and voting rights. The New Shares will be entitled to dividends for the first time on the record date for dividends occurring after the shares have been registered in the share register maintained by Euroclear Sweden AB and after the Rights Issue has been registered with Bolagsverket.

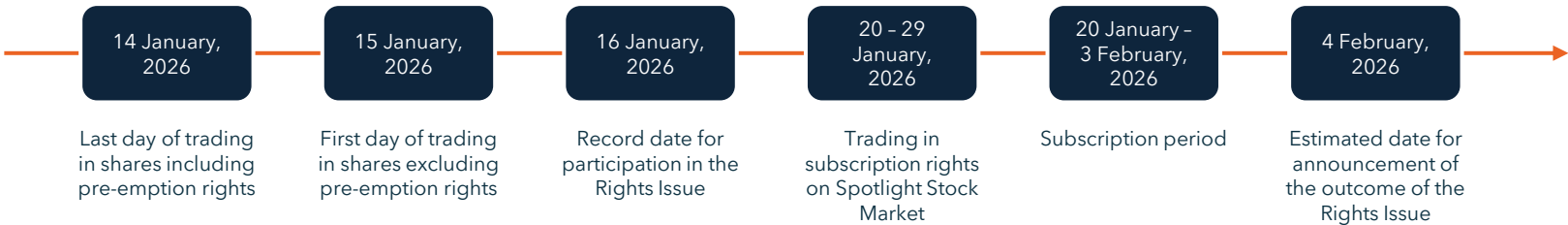
Information on the Processing of Personal Data

Nordic Issuing AB acts as the issuing agent in the Rights Issue. Persons who subscribe for shares in the Rights Issue provide personal data to Nordic Issuing, which is processed in IT systems to the extent necessary for the provision of services and the administration of customer relationships. Personal data obtained from sources other than the data subject may also be processed. Such data may be processed in IT systems operated by third parties with whom Nordic Issuing cooperates. Information regarding the processing of personal data is available from Nordic Issuing, which also handles requests for rectification of personal data.

Subscription on Accounts Subject to Special Regulations

Please note that holders of securities accounts subject to special regulations for securities transactions, such as investment savings accounts (ISK) or capital insurance accounts (KF), must verify with the bank or nominee providing the account whether subscription for securities is possible.

For the complete terms and conditions of the offer, please refer to the information document, which has been prepared in accordance with the requirements set out in Annex IX to the prospectus regulation.





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