

The board of directors of MTI Investment resolves on a rights issue of units of approximately SEK 16.4 million

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The board of directors of MTI Investment SE ("MTI Investment" or "Company") has, based on the authorization from the annual general meeting held on 9 June 2023, resolved to carry out a new issue of units consisting of shares and warrants of series TO2 with preferential rights for existing shareholders of approximately SEK 16.4 million (the "Rights Issue"). The subscription period runs during the period from and including 29 November 2023 up until and including 15 December 2023. If fully subscribed, the Rights Issue will provide the Company with approximately SEK 16.4 million before issue costs. Upon full exercise of all warrants of series TO2, the Company may receive an additional maximum of approximately SEK 19.7 million, before issue costs. The Rights Issue is covered to approximately 23.6 percent by subscription commitments from, among others, YardHouse Capital Group, Handelsbanken Fonder, Stiftelsen H&M Foundation, Fredrik Gottlieb, Alf Bjørseth, as well as all members of the board of directors and management.

Executive summary

- Anyone who on the record date of 27 November 2023 is entered in the share register as a shareholder in MTI Investment receives one (1) unit rights for each share in the Company. Three (3) unit rights entitle the holder to subscribe for one (1) unit. One (1) unit consists of five (5) shares and three (3) warrants of series TO2.
- The subscription price in the Rights Issue amounts to SEK 7.50 per unit, corresponding to SEK 1.50 per share. The warrants are issued free of charge.
- Upon full subscription in the Rights Issue, MTI Investment will receive approximately SEK 16.4 million before issue costs. Upon full exercise of all warrants of series TO2, within the framework of the issued units, the Company may receive an additional maximum of approximately SEK 19.7 million.
- The subscription period for the Rights Issue will run from 29 November 2023 to and including 15 December 2023.
- The Rights Issue is covered to approximately 23.6 percent by subscription commitments.

Background and reasons in summary

Given the objective that MTI Investment has to create a self-sustaining operation and to cover the Company's working capital costs, the board of directors believes that the existing working capital is not sufficient for the current need over the upcoming twelve-month period. The board of directors has therefore decided to carry out the Rights Issue, where the proceeds of the Rights Issue are intended to be used for the following purposes:

- Cash flow-generating investments, approximately 30 percent.
- Investments in new companies within renewable energy and real estate projects, approximately 35 percent.
- Investments in existing holdings, approximately 10 percent.
- The Company's operating cost, approximately 20 percent.

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- New investments in listed East African companies, approximately 5 percent.

Conditions for the Rights Issue

- Anyone who on the record date of 27 November 2023 is entered in the share register as a shareholder in MTI Investment receives one (1) unit rights for each share in the Company. Three (3) unit rights give the right to subscribe for one (1) unit in the Rights Issue. One (1) unit consists of five (5) newly issued shares and three (3) warrant of series TO2.
- The subscription price is SEK 7.50 per unit, corresponding to SEK 1.50 per share. The warrants are issued free of charge.
- In the case of full subscription in the Rights Issue, the Company will receive an issue proceeds of approximately SEK 16.4 million, before issue costs.
- The subscription period for subscription of units will run from 29 November 2023 up until and including 15 December 2023.
- The rights issue entails an issue of a maximum of 2,190,326 units, corresponding to 10,951,630 shares and 6,570,978 warrants of series TO2.

Terms and conditions for the warrants of series TO2

- Each warrant of series TO2 entitles the holder to subscribe for one (1) new share in the Company.
- The subscription price for subscription of shares by virtue of the warrants amounts to seventy (70) percent of the volume-weighted average price of the Company's share during the period from and including 23 April 2024 up until and including 7 May 2024, however, not less than the quota value of the share (currently EUR 0.02) and not more than SEK 3.00.
- The warrants can be exercised for subscription of new shares during the period from 10 May 2024 up until and including 24 May 2024.
- Upon full subscription in the Rights Issue and full exercise of all warrants within the framework of the offered units, the Company may receive an additional maximum of approximately SEK 19.7 million, before issue costs.
- The warrants are intended to be admitted to trading on Nasdaq First North Growth Market as soon as possible after final registration with the Swedish Companies Registration Office.

Change in number of shares, share capital and dilution

Upon full subscription in the Rights Issue, the number of shares in the Company will increase by a maximum of 10,951,630, from 6,570,978 to a maximum of 17,522,608 and the share capital by a maximum of EUR 219,032.60 from EUR 131,419.56 to a maximum of EUR 350,452.16, corresponding to a maximum dilution effect of 62.5 percent of the total number of shares and votes in the Company.

Upon full exercise of warrants of series TO2, assuming that the Rights Issue is fully subscribed, the number of shares in the Company will increase by a maximum of 6,570,978 from 17,522,608 to a maximum of 24,093,586 and the share capital by a maximum of EUR 131,419.56 from 350,452.16 to a maximum of EUR 481,871.72, corresponding to a maximum dilution effect of 27.3 percent of the number of shares and votes in the Company.

EU Growth Prospectus

Complete terms and conditions for the Rights Issue as well as other information about the Company will be set out in the EU Growth Prospectus which is expected to be published by the Company on or about 27 November 2023 (the "Prospectus").

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Subscription commitments

The Company has received subscription commitments of approximately SEK 3.9 million, corresponding to approximately 23.6 percent of the Rights Issue, from, among others, YardHouse Capital Group, Handelsbanken Fonder, Stiftelsen H&M Foundation, Fredrik Gottlieb, Alf Bjørseth, as well as from all members of the board of directors and management.

No compensation is paid for the subscription commitments and the subscription commitments are not secured by bank guarantees, blocked funds, pledges or similar arrangements.

Preliminary timetable for the Rights Issue

Last day of trading in the Company's shares including the right to receive unit rights	23 November 2023
First day of trading in the Company's shares excluding the right to receive unit rights	24 November 2023
Record date for participation in the Rights Issue	27 November 2023
Estimated date for publication of the EU Growth Prospectus	27 November 2023
Subscription period in the Rights Issue	29 November 2023 – 15 December 2023
Trading with unit rights (UR)	29 November 2023 – 12 December 2023
Trading in paid subscribed units (BTU)	29 November 2023 – week 52, 2023
Preliminary date for publication of the outcome of the Rights Issue	19 December 2023

Advisors

Mangold Fondkommission AB is financial advisor and Qap Legal Advisors AB is legal advisor to MTI Investment in connection with the Rights Issue.

For more information, please contact:

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This information constitutes information that MTI Investment is obligated to disclose under the EU Market Abuse Regulation. The information was provided, through the agency of the above-mentioned contact person, for public release on 15 November 2023, at 20.00 CET.

Important information

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The information in this press release neither contains nor constitutes an offer to acquire, subscribe for or otherwise trade shares, warrants or other securities in MTI Investment. No action has been taken and no action will be taken to allow an offer to the public in any jurisdiction other than Sweden. The Swedish Financial Supervisory Authority's approval of the Prospectus shall not be construed as an approval of the Company's shares, warrants or other securities. However, this press release is not a prospectus within the meaning of the Prospectus Regulation (EU) 2017/1129 ("Prospectus Regulation"), and this press release neither identifies nor purports to identify risks (direct or indirect) that may be associated with an investment in shares, warrants or other securities in MTI Investment. The information in this press release is only intended to describe the background to the Rights Issue and does not claim to be complete or exhaustive. No assurance shall be given with respect to the accuracy or completeness of the information in this press release. Any investment decision should, in order for an investor to fully understand the potential risks and benefits associated with the decision to participate in the Rights Issue, be based solely on the information in the Prospectus. Therefore, an investor is recommended to read the entire Prospectus. This press release constitutes marketing in accordance with Article 2(k) of the Prospectus Regulation.

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Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor

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anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is required by law.