

Invitation to subscribe for shares in Cyclicor AB

Investment memorandum

June 23, 2025

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On request
Annual Report 2024

INVITATION TO INVEST IN CYCLICOR – A DEEP TECH MATERIAL SCIENCE COMPANY

Background

Cyclicor AB is a deeptech material science company offering bio-based and sustainable polymer material solutions for the cosmetic, furniture, construction, automotive and electronics industry. The company was founded 2012 at the department of biotechnology at Lund Institute of Technology, leveraging proprietary sustainable and bio-based chemistry for producing polyurethane resins and materials, which improves worker's occupational health and reduce carbon footprint and emissions upon manufacturing. Cyclicor is with its innovative technology addressing the two main challenges for the most versatile synthetic material invented – polyurethanes – to reduce toxicity of the raw materials and to phase out fossil dependence.

Motive

Cyclicor is currently raising 10 MSEK in equity to fund the commercialization of its innovative bio-based polyurethane products. The capital will be allocated towards the Establishment of upscaling facilities, expanding the team and securing the necessary regulatory approvals. With a strong intellectual property portfolio and key collaborations with large, established players in the global market, Cyclicor is positioned for a high-growth trajectory within the €75B global polyurethane industry. The Company's primary objective is to ensure the continued development of its products, scale production capabilities and deliver on its existing partnerships, ultimately expanding its footprint in the rapidly growing market for sustainable and isocyanate-free polyurethanes.

Use of issue proceed

Cyclicor seeks to raise 10 MSEK in exchange for newly issued ordinary shares. The round will fund the transition from pilot-scale validation to first commercial delivery. Key use of proceeds includes:

- 40 % – Manufacturing setup (toll production, scale-up validation)
- 35 % – R&D (product finalization, regulatory compliance)
- 20 % – Business development, customer onboarding
- 5 % – Working capital and contingency

Use of funds

The raised funds will be used to scale up the production technology to full commercial scale (1- 5 metric tonnes) both through continued outsourcing with a Spanish upscaling partner as well as investing in more resources as well as pilot facilities at the premises in Lund. R&D will also be expanded to deliver on the customer projects within cosmetics, adhesives, coatings and elastomers. Commercial capabilities will be added at the end of the period (2027) to pave the way for the market growth phase expected in 2028.

Subscription commitments

Current shareholders will guarantee half of the subscription amount.

Valuation

35 MSEK

Exit strategy

The exit strategy is either to sell the Company to an industrial partner or to list it on a stock exchange.

THE OFFER IN BRIEF

Subscription period	23 of June - 31 of August 2025
Investment amount sought	10 MSEK
Subscription price	3 031 SEK per share
Subscription lot	100 000 SEK minimum, but no more than 149 investors
Issue volume	3 300 shares
Pre-money valuation	35 MSEK (11 560 shares issued before this new issue)

The investment offer comprises newly issued ordinary shares in Cyclicor.

INFORMATION ABOUT THIS MEMORANDUM

Definitions

Throughout this Memorandum the following definitions apply, unless otherwise expressly stated. The "Company" or "Cyclicor" refers to Cyclicor AB with corporate registration number 556906-4412. Villand Capital refers to Villand Capital ApS with corporate registration number 39076624 and "Recipient" is the recipient of this Memorandum.

Financial advisor

In connection with the new share issue described in this Memorandum, Villand Capital, act as financial advisor. Villand Capital has assisted Cyclicor in preparation of this Memorandum. The Board of Cyclicor AB is responsible for the content in the Memorandum. Villand Capital is not responsible for any future investments in the Company.

Exemption from prospectus obligation

This Memorandum has not been approved or reviewed by the Swedish Financial Supervisory Authority, (Finansinspektionen the Swedish FSA). The Memorandum is governed by Swedish law. Any disputes regarding the contents of this Memorandum or related legal relationships shall be resolved exclusively by Swedish courts. The issue is exempt from the prospectus regulation in accordance to law (2019:414) with supplementary regulations to the EU prospectus regulation. The offer is a new issue for the shareholders of the Company, and are open to other investors.

Exposure of this Memorandum

The purpose of the Memorandum is to assist in the valuation of a potential investment in the Company. The recipient of this Memorandum is encouraged to use it exclusively for this purpose.

Distribution of the Memorandum

This invitation is not directed at persons whose participation requires additional documentation, registration actions, or other measures beyond what is required by Swedish law. The Memorandum may not be distributed in the USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore, Belarus, Russia, or other

countries where such distribution would require further action or contravene local laws.

Statements regarding environment and future

Statements regarding the environment and future developments reflect the Board's current view of future events and financial development. Forward-looking statements are based on judgments and assumptions made at the time of this Memorandum. While these statements are well-considered, readers are advised that all future outlooks involve uncertainties.

Disclosure of information

The Memorandum contains information obtained from external sources. While Cyclicor considers these sources reliable, no independent verification has been made, and the accuracy or completeness of the information cannot be guaranteed. Some figures may be rounded, which may cause discrepancies in totals.

Obtaining the Memorandum

Available by contacting the Company or Villand Capital. Contact information is on the final page.

Tax

According to the laws of the country of which you are a resident.

Auditor review

Except for what is stated in the auditor's report and referenced documents, no information in this Memorandum has been reviewed or audited by the Company's auditor.

Board statement

The Board of Cyclicor is responsible for the content of this Memorandum and hereby certifies collectively that all reasonable precautions have been taken to ensure that the information herein, to the best of their knowledge, is accurate and that nothing has been omitted that would affect its interpretation.

Lund June 17, 2025

Board of Directors., Cyclicor AB

EXECUTIVE SUMMARY

Cyclicor AB is a Deeptech material science company pioneering a new generation of isocyanate-free and bio-based polyurethane solutions. Founded out of Lund University, Cyclicor's patented technology enables the synthesis of high-performance polyurethanes from cyclic carbonates—eliminating toxic isocyanates while achieving material performance on par with traditional systems.

Market opportunity

The global polyurethane market exceeds €75 billion, spanning critical industries such as automotive, furniture, construction, electronics, and coatings. Regulatory pressure (e.g. EU REACH), rising ESG expectations, and demand for safer materials are driving a shift away from fossil-based, isocyanate-containing systems. Cyclicor directly addresses this market need with a platform that combines performance, safety, and sustainability.

Technology & product line

Cyclicor's platform is based on catalyst-free synthesis of cyclic carbonates from polyols (WO2012158107A1). This enables bio-based polyurethane systems with up to 80% renewable carbon content and full isocyanate elimination.

Product lines under development include:

Cyclicor™ HMA 2320 – Hotmelt adhesive (furniture & packaging)

Cyclicor™ CR 4000 – Basecoat resin for automotive industry (pilot with Leading Swedish automotive coating producer)

Cyclicor™ TPU – Soft, transparent thermoplastic elastomers (EU & Japan Tier 1s)

Revenue model

The Company will generate revenue through:

Sales of formulated systems via direct sales and distribution partners with products toll manufactured with EMEA and APAC partners

Technology licensing to global leaders such as Henkel, 3M, DIC, and others

Financial outlook

Initial revenue of 900,000 SEK (2025) has been achieved via contract research. Commercial sales are expected to commence in 2026 (2 MSEK). Target sales by 2032; 1,250 MT / 200 MSEK revenue / 25–40% EBITDA margin

Funding

To support its transition from development to commercialization, Cyclicor AB plans to raise a minimum of 10 MSEK through a new share issue. The proceeds will be used to:

- Scale up toll production of its formulated polyurethane systems in Europe and Asia
- Expand the technical and commercial team, including recruitment in R&D, business development, and regulatory support
- Advance pilot projects into commercial agreements with key partners in coatings, adhesives, and elastomers
- Invest in application testing and material qualification for customer-specific formulations
- Strengthening the company's marketing and IP position, including participation in trade fairs, international outreach, and patent strategy

The capital raised will bridge the company toward the first commercial sales in 2026 and support its path toward the 2032 growth target of 1,250 MT in annual volume and 200 MSEK in sales.

Cyclicor maintains a capital-light model via toll production and licensing, maximizing scalability and capital efficiency. Additional financing rounds may be considered in 2026–2027 to support long-term growth, licensing readiness, and potential international expansion.

The share issue is open to new and existing shareholders.

CEO STATEMENT

Polyurethanes are the most versatile synthetic materials invented and are found in virtually everything used in daily life; from textile and garments to synthetic leather to furniture seating and the topcoat of your car. 6% of the global consumption of plastic are polyurethanes and the current global market value is in the range of 75 – 100 billion Euros.

Polyurethanes have however two challenges:

- a) They are fossil based and have negative impact on global warming
- b) The key raw materials used for making polyurethanes – isocyanates – are toxic, allergenic and sensitizing.

At Cyclicor, we are addressing both these challenges by developing a technology that enables the production of up to 80% truly bio-based polyurethanes without the use of isocyanates, so called non-isocyanate polyurethanes (NIPU). Our technology offers high productivity with high performance polyurethane products being produced with very short cycle times. We are on a journey to develop the next generation polyurethane materials, which are both high performing and have good sustainability profile. Hence our vision; *Polymers Evolved through Performance & Care*.

In 2024, Cyclicor began the commercialization journey with me stepping in as CEO and co-investor with a clear target to take the patented technology to the market. Since then, we have expanded our R&D team and facilities, entered into several customer collaborations and started upscaling together with a Spanish industrial partner.

Several NDA's and agreements have been signed for various customer projects, where three projects will generate ca 900 000 SEK in revenues in 2025, with more to come in 2026-2027.

Our MVP is to have a bio-based hotmelt adhesive technically qualified with a leading furniture producer by the end of 2025. On total customer engagement, we have a healthy opportunity pipeline with a potential value as of June 2025 of around 70 million SEK in potential marginal contribution.

To accelerate our production upscaling and our customer engagements, we are with this investment memorandum offering existing and selected new investors to participate in Cyclicor's growth journey. Our strategic business plan is to generate sales of 280 million SEK by 2034 with an expected EBITDA of 90 MSEK.

Lund June 17, 2025

Bo Häggman
CEO, Cyclicor AB

ABOUT CYCLICOR

Background & history

Cyclicor is a Deeptech material science company offering isocyanate-free and bio-based polyurethane materials and solutions for the cosmetic, furniture, construction, automotive and electronics industry. Cyclicor creates sustainable and bio-based polymers using a novel technology where the final polyurethane polymers are completely free from isocyanates. Cyclicor was established in 2012 as a spin-off from Lund University, driven by a mission to develop novel cyclic carbonates. The Company's co-founders, Professor Rajni Hatti-Kaul and Dr. Sang-Hyun Pyo leveraged decades of research in bio-based chemistry to find suitable processes for this novel chemistry. Initial funding was secured through public grants, LU Innovation and LU Holding, later followed by backing from private office investors, I Love Lund AB, AFCONA BV, and other strategic investors.

From 2019 onward, Cyclicor transitioned from academic R&D to pre-commercial validation. Its patented synthesis of cyclic carbonates enables a platform of isocyanate-free, bio-based polyurethane products as well as for potentially producing novel polycarbonates. Industrial partners including leading furniture producers, cosmetic companies and automotive coating producers have initiated development testing for specific use cases, validating market interest in safer, greener PU alternatives.

Shaping a sustainable future

Polyurethanes are among the most widely used polymers in modern industry—but their reliance on fossil-based feedstocks and hazardous isocyanates poses significant challenges. Increasing regulatory pressure (e.g., EU REACH, stricter OELs) and rising customer demands for safer, greener chemistry are reshaping the market landscape.

Cyclicor directly addresses this challenge by offering isocyanate-free, bio-based polyurethane systems with up to 80% renewable carbon content. Cyclicor delivers safer, more sustainable alternatives without compromising performance. The Company's technology is aligned with the future of the industry, enabling a transition toward circular materials, reduced workplace exposure, and lower environmental impact. With scalable production, validated use cases, and strategic partner projects underway, Cyclicor is positioned to become a catalyst in the shift to next-generation polyurethane solutions.

Increased regulatory pressure

Polyurethanes are among the most versatile and widely used polymers in the world—found in everything from furniture adhesives and automotive coatings to foams, elastomers, and sealants. However, the traditional chemistry behind these materials is increasingly under scrutiny. Most conventional polyurethane systems rely on isocyanates—substances that are both toxic and tightly regulated due to their harmful effects on human health and the environment. In parallel, the industry faces mounting pressure to reduce fossil dependency and lower its overall climate impact.

This evolving regulatory and societal landscape is rapidly shifting expectations for chemical producers and their supply chains. Regulatory frameworks such as the EU REACH restriction proposal, stricter occupational exposure limits, and corporate sustainability goals are accelerating the need for safer, non-toxic, and renewable alternatives. Leading global manufacturers are now actively seeking materials that not only meet technical performance requirements but also enable them to reach their ESG and compliance targets.

Our patented technology platform enables the synthesis of high-performance polyurethane systems that are both isocyanate-free and contain up to 80% truly bio-based carbon. This means our materials can match or exceed the functionality of traditional PUs—without compromising health, safety, or environmental standards.

Scalable, capital light-production

By focusing on scalable, capital-light production through toll manufacturing partners in Europe and Asia, Cyclicor is positioned to deliver sustainable innovation on an industrial scale. Our initial product lines—including reactive hotmelt adhesives, solventborne basecoats, and soft TPUs—are already in advanced development or pilot phases with industry-leading partners across furniture, automotive, and specialty coatings sectors.

Looking ahead, Cyclicor's platform has the potential to redefine how the world thinks about polyurethane chemistry. With a clear focus on regulatory alignment, customer value, and environmental impact, we are building a business model that doesn't just adapt to the future of the polymer industry—it helps shape it.

Patented technology

Cyclicor's patented technology evolves around our cyclic carbonate chemistry, which when reacting with amines forms urethane or polyurethane materials. Our uniqueness lies in that Cyclicor's cyclic carbonate building blocks have high and controlled reactivity, which enables production of high molecular-weight, hydroxyl functional polyurethane without the need for catalysts.

Cyclicor has in addition to the patent on polyurethanes also a granted patent on the production of novel polycarbonates from the cyclic carbonate chemistry. Said technology is also of interest but currently put on hold due to lack of resources.

Patent References

WO2012158107A1-METHOD FOR PRODUCING CYCLIC CARBONATES (Granted 2012)

PCT/SE2023/051272 - ISOCYANATE-FREE AND BPA-FREE CO-POLY(URETHANE-CARBONATE) (Pending, grant expected Jul-25)

PCT/SE2023/051271 - BPA-FREE RANDOM CO-POLY(HYDROXYCARBONATE) (Granted March 2025)

Strategic growth

In 2024, Cyclicor transitioned from development to commercialization, marking a major milestone in the company's evolution. The Company's focus is on delivering isocyanate-free and bio-based polyurethane materials—spanning adhesives, coating resins, elastomers, thermoplastic polyurethanes (TPUs), and tailored precursors—targeted at industries including furniture, automotive, construction, and electronics.

At the core of the offering is a proprietary polymer platform based on cyclic carbonate chemistry—enabling safer, high-performance materials that meet the sustainability demands of tomorrow. This platform opens entirely new design possibilities for polyurethane systems, while aligning with global regulatory trends and customer ESG targets.

Through strategic partnerships with leading manufacturers and solution developers, Cyclicor is building a robust path to market. By co-developing customized applications and leveraging external production capacity, the Company is scaling rapidly and efficiently delivering on our mission to shape the next generation of polyurethane chemistry.

Vision, objective & mission

Cyclicor's **vision** is to evolve polymer materials through a commitment to performance and care - enabling safer, smarter, and more sustainable solutions for the future.

Cyclicor's **objective** is to pioneer isocyanate-free, bio-based polyurethane solutions that serve the evolving needs of the furniture, construction, automotive, and electronics sectors.

Cyclicor's **mission** is to lead the transformation of polyurethane chemistry by replacing toxic, fossil-based materials with safe, renewable alternatives - without compromising on performance or scalability.

Pre-emption clause

The company has a pre-emption clause, which is fully outlined in the Articles of Association, page 21

2025 Key deliverables

- Revenue milestone of 900,000 SEK reached
- R&D team and facility fully established and operational
- Upscaling of core chemistry and HMA 2320 adhesive completed in collaboration with production partner
- Technical approval of Cyclicor HMA 2320 by a first commercial customer
- Two formal customer development projects initiated in coatings and elastomers
- A strong and growing opportunity pipeline for new customer acquisition
- Increased marketing presence: new website, updated brochure, exhibition participation, and Dutch TV launch
- Targeted rights issue of minimum 10 MSEK to support scaling
- Preparation for initial commercial sales in 2026 (target: 2 MSEK)

Strategic focus

Cyclicor develops, markets, and sells isocyanate-free polyurethanes for cosmetics, CASE (Coatings, Adhesives, Sealants, Elastomers) and technical foam applications.

- Production: Di-carbonate intermediates and formulated urethanes are toll-produced in APAC or EMEA.
- Short-term marketing: Formulated systems are sold for niche adhesive, coatings and elastomer applications and tailored for global cosmetics brand.
- Long-term licensing: Di-carbonate technology and formulations could be licensed to major global companies like Henkel, 3M, Avery Denison and Asian leaders like DIC.

Capital strategy for value creation

Cyclicor is entering the growth phase following successful technical validation and early market traction. To support industrial scaling, partner onboarding, and initial commercial sales, the company plans to secure additional funding.

2025 Rights issue (Target): Minimum 10 MSEK

Purpose: Expand operations, scale up production with toll partners, and drive business development in adhesives, coatings, and elastomers.

Mid-term capital requirements (2026–2027):

Expected additional investment in:

- Pilot-scale production capacity
- Analytical and R&D equipment
- Expanded regulatory and marketing activities
- Working capital for commercial delivery

Long-term vision:

Based on the projected growth to **250 MSEK in annual revenue by 2032**, sustained capital injections may be required in stages—potentially combining equity funding, strategic partnerships, and licensing revenue.

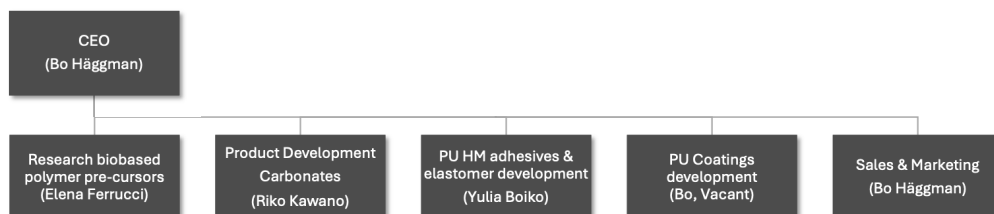
Company milestones & timeline

	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Secure 4-5 MSEK in investments											
Build core team with 3-4 FTE											
Develop and scale up synthesis											
Develop MVP with adhesive customers											
Scale business with new rights issue round (min. 10 MSEK in new capital)											
Build commercial business and company											
Possible IPO											
280m SEK in sales and 94m SEK in EBITDA by 2034											

OPERATIONS, FOCUS AREAS & MARKET INSIGHT

Organization

The current organization (as of June 2025), have 4 full time employees; the CEO – who also acts as interim CTO – and three development researchers. All employees hold a minimum of M.Sc. in either Microbiology, Biotechnology, Polymer Science or Surface Chemistry. One employee is halfway finished with her PhD in surface chemistry. It is a highly international and motivated team.



With injected capital, the organization will be strengthened with more R&D capabilities as well as a CTO/COO-function during end of 2026. Sales and marketing capabilities will be built out during end of 2027 and 2028.

Key technical value proposition

Cyclicor's value proposition lies in its innovative cyclic carbonate technology, which enables the creation of isocyanate-free polyurethane systems. The technology is distinguished by its high reactivity, eliminating the need for catalysts, and offers differentiated functionality and enhanced performance across various applications. The polyurethane backbone is OH-functional, and the system allows for either amine or carbonate chain termination, providing flexibility in design. Further, since the polyurethane products obtained are isocyanate-free, customers can simultaneously reduce carbon footprint while improving the occupational health and safety for users, especially in applications such as adhesives, elastomers, and coatings, where the risks associated with traditional isocyanate-based systems are minimized.

Polyurethane end-uses

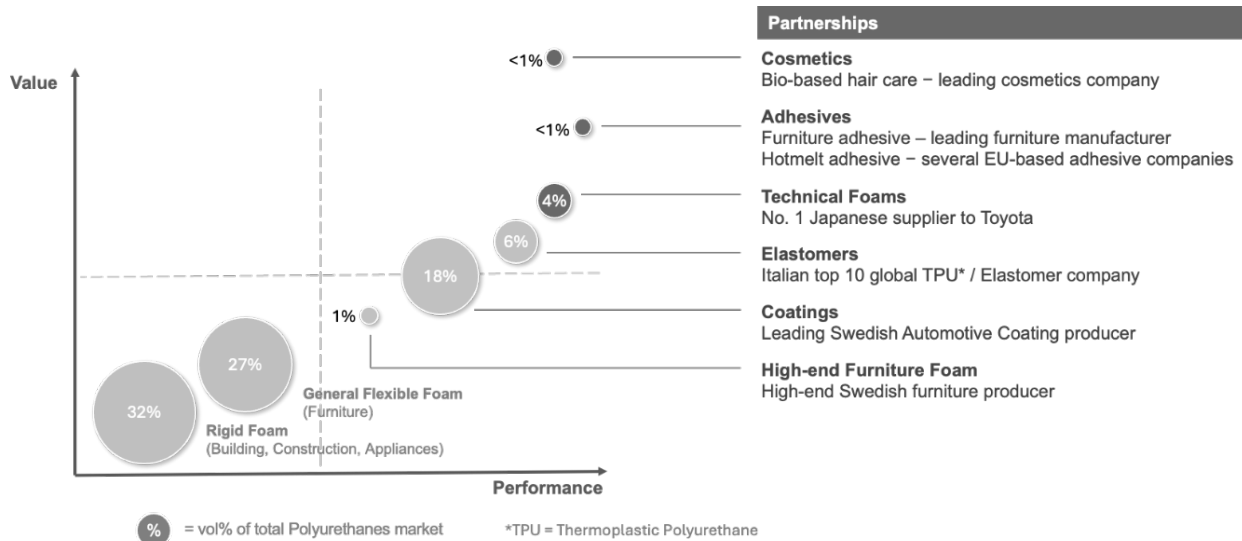
Polyurethanes are among the most versatile and widely applied polymers in modern industry, supporting a broad range of essential sectors. The estimate markets size and split by end uses is shown below:



- Global 25 mio. ton / 75-100 bn EUR market
- 6% of global polymers used
- Essential materials for modern society
- The commercial backbone of chemical giants BASF, Covestro, Wanhua, Hunstman

Polyurethane market segments and active customer projects

Cyclicor is positioning the development and the customer acquisition activities by strategically reviewing the market and customer attractiveness from a performance-value matrix perspective. The segments and potential customers of interest are found in the top right quartile of below graph. Cosmetics and adhesives are the most attractive segments, which is why Cyclicor's main focus is to deliver on customer projects in this area.



Two projects have been formalized during 2024 and 2025 in the areas of cosmetics and adhesives, where contract research in 2025 is expected to generate 900 000 SEK during the year.

For hotmelt adhesives, our MVP for 2025 is to technically approve a biobased hotmelt for furniture with a leading global furniture producer.

For technical foams an NDA has been signed with the leading automotive supplier in Japan and two projects have been initiated, both one short-term and one longer term. Revenues could start from the short-term project by end of 2025 or beginning of 2026.

For coatings, signed NDA and collaboration with a leading Swedish automotive coating manufacturer has started and evaluation of bio-based automotive basecoats has started with preliminary results reported already.

Revenue model

Cyclicor's revenue model is built around a dual strategy

Sales of formulated systems

In the short term, revenue will be generated through direct sales of isocyanate-free, bio-based polyurethane systems—including adhesives, coatings, and elastomers—produced via toll manufacturing partners in Europe and Asia.

Technology licensing

In the long term, Cyclicor plans to license its proprietary di-carbonate chemistry and polyurethane formulations to global industry leaders. Target licensing partners including companies such as Henkel, 3M, Avery Dennison, and leading players in Asia like DIC.

This blended model enables scalable, capital-efficient growth while leveraging strategic partnerships to gain market access in key verticals such as automotive, furniture, construction, and electronics.

Business ventures & partners

Cyclicor's go-to-market approach is grounded in strategic collaboration. The Company is actively engaging with industrial partners and development collaborators across the globe to accelerate product validation and market access. These partnerships span toll manufacturing, raw material supply, product formulation, and early-stage customer piloting in key segments such as adhesives, coatings, and thermoplastic polyurethanes (TPUs). By co-developing applications and leveraging established value chains, Cyclicor aims to reduce time-to-market and ensure robust commercial readiness, while maintaining flexibility and capital efficiency.

Tailoring polymer properties

Properties matching the specific requirements are done in collaboration with partners. The fundamental molecular design characteristics for designing polymers with the right combination of molecular weight, Tg, rheology, polarity and functionality. Cyclicor focus on offering isocyanate-free and partially bio-based polyurethane solutions within the following market segments:

- Polyurethane elastomers & TPU's
- Reactive hotmelt and liquid PU-adhesives
- Industrial Polyurethane coatings

Future developments

Ongoing R&D is focused on expanding Cyclicor's isocyanate-free polyurethane platform into the key market segments cosmetics and CASE-segments. In parallel, new carbonate monomers and tailored polymer architectures are being explored to further enhance performance, processability, and sustainability. These innovations aim to broaden Cyclicor's addressable market and deepen partnerships through joint development agreements and licensing opportunities.

In further addition to above, Cyclicor has recently received a patent grant for novel and BPA-free polycarbonates. This is a large polymer market in its own right with more than 15 Billion USD in market value and 10 million tonnes in volumes produced. With an expanded team and generated revenues, Cyclicor intend to start focusing on our carbonate offer for polycarbonates later in the investment period, around 2027.

Commercialization

Cyclicor will adopt a capital-light, B2B-focused commercialization model. Manufacturing will be handled by external toll production partners in Europe and Asia, enabling rapid scalability without requiring large capex. Initial production focuses on validating MVP batches for adhesives and coatings, with a parallel track for early-stage TPU and elastomer applications. The commercialization strategy targets key segments—industrial adhesives, coatings, and thermoplastic polyurethanes—leveraging Cyclicor's isocyanate-free, bio-based polymer platform. Strategic partnerships will play a central role in accelerating market entry, with tailored formulations co-developed to meet partner-specific performance and regulatory requirements.

TECHNOLOGY PLATFORM & PRODUCT OFFERING

Technology & products

Cyclicor's patented platform enables the production of isocyanate-free polyurethanes using bio-based cyclic carbonates - eliminating toxic precursors while maintaining the performance of conventional PU systems. The synthesis method (WO2012158107A1) is catalyst-free and scalable, offering a unique route from polyols to cyclic carbonates with high functional precision and sustainability.

Current product lines in development

- **Cyclicor™ HMA 2320**
Isocyanate-free hotmelt adhesive for wood and plastic applications (e.g., furniture and construction). Under customer validation with leading European manufacturers.
- **Cyclicor™ CR 4000**
Bio-carbon-based PU coating system for automotive basecoats. Customer evaluation in progress with Leading Swedish automotive coating producer.
- **Cyclicor™ TPU**
Thermoplastic elastomers with high elongation and transparency. Co-development underway with Tier 1 suppliers in Europe and Japan.

Technology differentiators

- **No isocyanates** – Safer for production, handling, and end-use environments
- **Bio-based carbon** – Up to 80% renewable carbon content, supporting carbon reduction goals
- **Catalyst-free synthesis** – No metal residues, fewer processing steps, lower environmental impact
- **Tunable performance** – Chain architecture, molecular weight, and crosslinking tailored to application needs
- **Toll-manufacturing ready** – Formulated systems are scaleable via external partners in EMEA and APAC

Portfolio & applications

Elastomers & TPUs

Cyclicor's technology enables the production of high molecular weight, linear thermoplastic polyurethanes (TPUs) and elastomers, featuring up to 75 mol% truly bio-based carbon. These materials are built on a hydroxyl-functional linear PU backbone and are engineered through co-polymerization to meet specific application needs—delivering tailored thermomechanical performance, flexibility, and other functional requirements. Formulations are customized in close collaboration with industrial partners.

Hotmelt & liquid adhesives

Cyclicor is developing a new generation of isocyanate-free hotmelt adhesives for wood and plastic joinery applications. These adhesives are polyurethane-based, partially bio-based, and designed for strong, clean bonding in manufacturing and assembly processes. In parallel, liquid polyurethane adhesive resins are being developed for adhesive formulators. These are hydroxyl- and amine-functional, high molecular weight resins with up to 75 mol% bio-carbon content, offering strong adhesion profiles and compatibility across various substrates.

Polyurethane coatings

Cyclicor's coating resins are isocyanate-free polyurethane polyols with exceptional levels of renewable carbon. Designed for use in 1K and 2K industrial coatings, they are suitable for steel, plastic, and wood applications. When crosslinked with HMMM-type agents (e.g., Cymel™ 303 LF), these resins form hard, durable, and high-performance coatings. Performance has been validated in lab-scale curing tests that evaluate film hardness over time and temperature using Cyclicor™ CR 4000.

Platform flexibility across segments

Cyclicor's product line is modular, enabling tailored polymer design for different end-use cases. Products are being developed or adapted for:

- **Adhesives:** Reactive hotmelts and liquid PU adhesives with hydroxyl or amine end groups, for high-strength bonding in furniture, packaging, and construction
- **Coatings:** Solventborne and hybrid resins for 1K and 2K coatings; optimized for use on metal, plastic, and wood substrates
- **Elastomers & TPUs:** Soft and flexible materials with custom mechanical profiles for automotive, footwear, and flexible electronics
- **Technical Foams (under exploration):** Isocyanate-free foams for acoustic, structural, and insulation applications

BOARD, MANAGEMENT & GOVERNANCE

Information concerning the Board

No Board member or senior executive in Cyclicor AB has been involved in bankruptcy, liquidation or the like during the past five years. No board member or senior executive has at any time in the past five years been convicted in fraud-related cases, banned from business, or exposed to accusations or sanctions by authorities.

Board of directors & management

Leif Nilsson, **Chairman of the Board**

M.Sc in Polymer chemistry, Lund, Sweden. 50 years of polymer experience in coating and plastics. He has been working as a CEO in several international companies. At present chairman of the board or board member in four different plastic companies. Also Board member in STEPS, a Mistra funded project at Lund University.

Prof. Rajni Hatti-Kaul, **Board member**

Co-founder, biotechnology & green chemistry expert. Professor in Biotechnology, Lund University, since 2004. Master of Science; PhD in Biochemistry University of Bombay, India. Programme Director of Sustainable Plastics and Transition Pathways (STEPS), a Mistra funded multidisciplinary research programme at Lund University. Director of International Master Programme in Biotechnology at LU. Co-founder and Board member of two other start-ups. Member of the Scientific Advisory Board of Toulouse White Biotechnology, Toulouse, France.

Christine Widstrand, **Board member**

Ph.D. in Analytical Chemistry from Lund University. Christine Widstrand is currently CEO at LU Holding AB. With a background as CEO and founder of several Biotech Companies, she has gained over twenty years of experience in business development, venture capital raising, international sales and marketing, licensing and organisational and quality management. Dr. Widstrand is an experienced board member with many years of service on various company boards.

Håkan Björnberg, **Board member**

Håkan Björnberg holds a Master of Science in Chemical Engineering from Lund University. Håkan Björnberg has

more than 40 years of experience from research and development work as well as business development in the chemical industry and a long experience of commercializing innovations.

Håkan is also a board member of Bioextrax.

Bo Häggman, **CEO**

Commercialization experience in materials science with 30 years of experience with polyurethanes. Holds a M.Sc. in Polymer Science from the Royal Institute of Technology in Stockholm (KTH). He has more than 30 years of experience from the chemical industry, of which half has been in senior commercial roles such as Vice President Sales, Business Management (BU Mgr) and Business Development and half has been heading up global innovation and market development functions in the field of coatings and plastics.

Auditor

Deloitte AB. Auditor in-charge - Per Stomberg

Governance

Cyclicor AB is a Swedish limited liability company governed by the provisions of the Swedish Companies Act (Aktiebolagslagen). The Company's governance framework is based on principles of transparency, accountability, and long-term value creation for all shareholders. The Company's highest decision-making body is the General Meeting, which appoints the Board of Directors, the auditor, and decides on key matters such as amendments to the Articles of Association, share issuances and profit allocation. The Board of Directors is responsible for the overall management of the Company and for ensuring that its organization, operations, and financial reporting are properly structured and controlled. The Board also supervises the performance of executive management and ensures compliance with legal and ethical standards.

Cyclicor has implemented internal controls and reporting routines appropriate for the current stage of its growth. As the Company scales, governance practices will be further developed to align with best practices. The Company's Articles of Association include a pre-emption clause.

OWNERSHIP, SHARES & SHARE CAPITAL STRUCTURE

The share capital is 115 600 SEK distributed over 11 560 shares, which gives a quota value per share of 10 SEK. The largest shareholders include the founding scientists, LU Ventures, I Love Lund AB, AFCONA BV and key early investors.

Ownership structure

Presented below are the six largest shareholders in the Company. In total there are 16 shareholders. The 6 largest shareholders own together 59,2 % (8 335 shares) of the Company. The Company holds one share class. All shares in the Company carry equal rights to dividends and one vote per share.

Name	Number of shares	%
LU Ventures (Holding)	1 660	14,4
Rajni Hatti-Kaul	1 502	13
Sang-Hyun Pyo	1 502	13
AFCONA BV	1 500	13
I Love Lund AB	1 100	9,5
Bo Häggman	1 071	9,3
Others	3 225	40,8
Total number of shares	11 560	100

Dilution

The Company plans to issue 3 300 new shares in the current financing round, which will result in an estimated dilution of 22,2 % for non-participating shareholders. Existing shareholders have the right to maintain their ownership by subscribing for their pro-rata share.

FINANCIAL OVERVIEW

The Company expects to reach positive EBITDA by 2029, following a development-heavy phase through 2026–2028. Sales are projected to grow from 0.9 MSEK in 2025 to over 90 MSEK by 2030, with long-term scalability toward 200 MSEK + revenue by 2032 across four product verticals.

Capital strategy for scalable growth

To support its transition from technical validation to commercial delivery, Cyclicor has outlined a structured investment roadmap:

2025 Rights issue (target: Minimum 10 MSEK)

Funding will accelerate commercialization, customer onboarding, and toll production ramp-up for adhesives, coatings, and elastomer products.

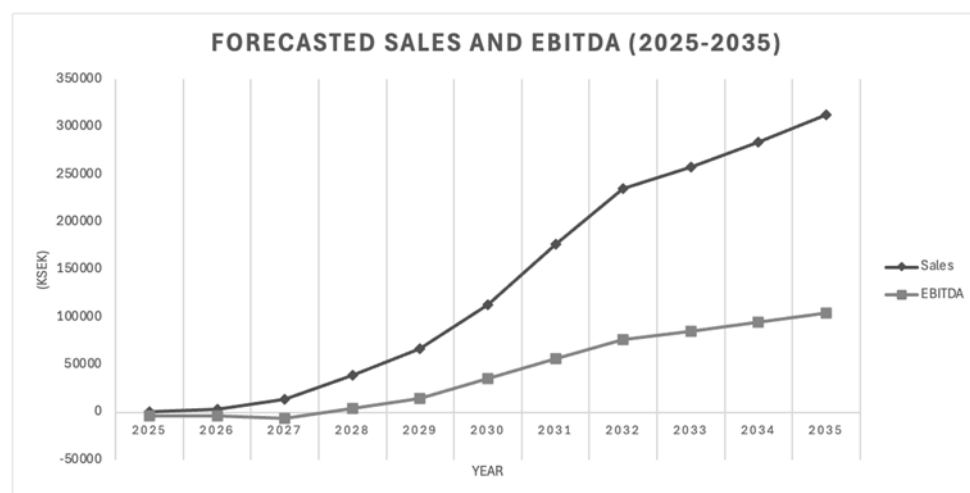
Mid-term investments (2025–2027)

Approximately 7 MSEK will be allocated to establish pilot-scale facilities and acquire analytical and scale-up equipment, enabling deeper R&D capabilities and customer sampling.

Long-term growth financing

As Cyclicor scales toward its 2032 target of 250 MSEK in revenue and 60 MSEK in EBITDA, future capital rounds may support global expansion, licensing readiness, and production capacity in EMEA and APAC. The Company's enterprise value is projected at 325 MSEK under a model with 50% IRR and 25% EBITDA margin - offering strong potential returns to early investors.

Forecasted sales and EBITDA 2025–2035



Forecasted sales and EBITDA 2025–2034

Financial targets	Year	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Volume Actual/delta analysis	MT	0	7	57	200	357	620	1,073	1,476	1,624	1,786
Sales Actual/delta analysis	KSEK	900	3,075	13,293	39,270	67,100	113,025	176,770	234,635	258,099	283,908
Marginal Contribution (delta)	KSEK	132	1,270	5,247	16,791	29,012	50,781	72,495	92,984	102,282	112,511
Fixed costs	KSEK	-3,600	-5,038	-11,933	-12,963	-14,259	-14,972	-15,721	-16,507	-17,332	-18,199
EBITDA	KSEK	-3,468	-3,768	-6,686	3,828	14,753	35,809	56,774	76,477	84,950	94,312
Cash Flow:											
EBITDA		-3,468	-3,768	-6,686	3,828	14,753	35,809	56,774	76,477	84,950	94,312
Working Capital (-Incr./+Decr.)		-61	-360	-658	-2,275	-2,441	-4,025	-5,657	-5,127	-2,212	-2,291
Net Cash-flow Before inv	=	-3,529	-4,128	-7,344	1,553	12,312	31,784	51,118	71,350	82,738	92,021

TERMS & CONDITIONS

Decision regarding the issue

Based on the authorization from the General Meeting June 3, 2025, the Board decided June 3, 2025, to increase the Company's share capital by a maximum of 77 000 SEK through a rights issue of a maximum of 7 700 shares. This issue is for 3 300 shares and an increase of share capital of 33 000 SEK. The board holds the right to accept over-subscription if there is an interest from investors. The issue is a preferential rights issue.

Subscription amount

The subscription price is 3 031 SEK per share.
No commission is charged.

Issue cost

The issue cost amounts to approximately 450 000 SEK upon full subscription.

Number of lots

The offer includes a maximum 149 lots to a maximum of 149 investors.

Lot size

Shares are subscribed to pro-rata according to the current shareholder's register. Those not subscribed for by the current shareholders will be open for subscription by designated investors. The lot size will be a minimum of 100 000 SEK for those subscribing without the preferential right.

Preferential rights issue

The subscription will be implemented as a preferential rights issue. The general public is invited to subscribe for shares following the exercise of preferential rights by existing shareholders.

Individuals as well as institutional investors are entitled to subscribe to the issue.

Subscription

The subscription period stretches from June 23, 2025 – August 31, 2025. Subscription is done by sending the correct and complete filled-in application form to Cyclicor by mail or scanned via e-mail.

Completed application form shall be at Cyclicor no later than August 31, 2025. There is no possibility to reduce the number of shares on the subscription form. Only one subscription form can be submitted per person. If more than one subscription form is submitted the last submitted subscription form will be considered. In the event of late submission of a subscription form, as well as incomplete subscription form, the subscription form can be disregarded; No modifications or additions may be made in the pre-printed text.

The subscription application is binding and cannot be retracted.

Subscription forms

Subscription forms may be obtained through contacting the Company or Villand Capital:

Cyclicor AB

Scheelevägen 17
223 63 Lund

+46 (0) 73 534 67 38
bo.haggman@cyclicor.se

www.cyclicor.se

Villand Capital ApS

Kronprinsessegade 46 E
1306 Copenhagen K

+45 60137728
+46 (0) 730 939630
info@villandcapital.com
www.villandcapital.com

Allocation of subscription

The allocation of subscription is taken by the Board of directors after which the investors will be notified of any allocation by a contract note by e-mail. The investors who have not received allocation will be notified. The Board of Directors' allocation decision may differ from the notifications in respect of distribution. Assignment is not guaranteed but may be absent or occur with a lower number of shares other than the subscription is submitted for. Subscription of shares is with preferential rights for existing shareholders.

Payment

The shares shall be paid in cash at the latest three (3) bank business days after dispatch of the bill showing the notification of allocation of shares. The Board of Directors has the right to extend the time for payment. If the shares are not paid in cash at the right time, the shares may be transferred to others. Would the selling price for such transfers be lower than the price in the offer, the person(s) that originally received the shares will have to answer for the whole or part of the difference.

Delivery of shares

Delivery of shares will take place as soon as the share issue has been registered with Bolagsverket (the Swedish company's registration office), which is scheduled for the week of September 22, 2025.

Shareholders register

Cyclicor's shareholder register is held by e-aktiebok.

Currencies

All amounts in this Memorandum are denominated in Euro and Swedish kronor.

Miscellaneous

All shares in this issue are newly issued. This means that no physical or legal person will be selling any shares in conjunction with this offer.

SELECTED RISK FACTORS

Overall risk assessment

Business activities and investing in shares is always associated with risk and Cyclicor AB is no exception to this rule. A number of factors outside the control of the Company can have an impact on its result and financial position, as well as many factors which the Company is not able to influence through its actions. In addition to the information contained in this Memorandum, every potential investor should make his/her own assessment of each risk factor and what it may mean for the future potential of the Company. This review highlights the most obvious risks facing the Company. The assessment below does not claim to be complete.

Technology risk

Cyclicor's patented technology involves cyclic carbonate chemistry, which enables the production of bio-based polyurethanes without isocyanates. The scale-up of this technology may encounter unforeseen technical challenges, including issues related to the performance of materials under industrial conditions. Additionally, there may be risks associated with achieving the expected consistency and quality during large-scale production, particularly with new formulations and applications.

Regulatory risk

Cyclicor's business model relies heavily on the development of bio-based polyurethanes, which are subject to evolving chemical regulations, including REACH and ISO standards. Regulatory changes related to bio-based materials or toxicity standards for alternative polyurethanes could impact Cyclicor's ability to bring products to market or necessitate costly modifications to existing technologies.

Commercial execution

Cyclicor's market adoption may be slower than expected, particularly in the case of industrial applications such as adhesives, coatings, and elastomers. While major partners that have initiated pilot testing, scaling these applications may face delays due to customer adoption timelines, shifting market demands, or more stringent environmental regulations. Additionally, competition from traditional polyurethanes or other bio-based innovations may slow down the uptake of Cyclicor's solutions.

Competitive landscape

Cyclicor faces competition from established polyurethane manufacturers and other emerging companies offering bio-based alternatives. As the bio-based polyurethane market expands, larger, financially stronger players may enter the space, which could put pressure on Cyclicor's market

position. Additionally, ongoing technological advancements in chemical processes may lead to new alternatives that surpass Cyclicor's patented technologies.

Capital requirements

As Cyclicor continues to scale its technology and expand its partnerships, significant capital will be required to support research, development, and manufacturing. Further funding may be needed to fully commercialize its products and meet operational demands. Delays in obtaining this capital, or unfavorable financing terms, could affect the Company's ability to achieve profitability and commercial scale.

Technological development

While Cyclicor's technology is promising, unforeseen challenges in scaling the production of isocyanate-free, bio-based polyurethane may emerge. The complexity of producing high molecular-weight, hydroxyl-functional polyurethanes without catalysts may result in unpredictable results during large-scale production.

Intellectual property risk

Given that Cyclicor's success heavily depends on its patented technology, there is a risk that patents may not be granted, or that existing patents could be challenged by competitors. Moreover, there may be risks of patent infringement claims that could result in expensive legal costs or the potential loss of exclusive rights to Cyclicor's technology.

Supply chain risk

Cyclicor's production process relies on a supply chain for its bio-based raw materials. Disruptions in the availability of these materials, whether due to environmental factors or regulatory restrictions, could delay production and increase costs. Securing long-term, reliable suppliers is essential for maintaining production schedules and cost stability.

Market acceptance risk

Although there is strong market interest in greener, safer alternatives to traditional polyurethanes, it cannot be guaranteed that these products will gain widespread market acceptance across all industries. The cost-effectiveness of Cyclicor's products, compared to traditional, fossil-based alternatives, will be a key factor in achieving long-term commercial success.

Litigation risk

Cyclicor is not involved in any legal disputes.

ARTICLE OF ASSOCIATION

§1 Name

The Company's name is Cyclicor AB.

§2 Domicile

The Board has its seat in the Municipality of Lund.

§3 Operation

The purpose of the Company's business is to develop and license chemical processes for the production of cyclic carbonates to manufacture polyurethanes and polycarbonates.

§4 Share capital

The share capital shall be no less than 50 000 SEK and no more than 200 000 SEK.

§5 Number of shares

The number of shares shall be no less than 5 000 and no more than 20 000.

§6 The Board

The Board shall consist of no fewer than one and no more than nine board members, with a maximum of five deputy members. If the Board consists of one or two members, at least one deputy member shall be appointed. The Board is elected at the annual general meeting for the period until the end of the next annual general meeting.

§7 Auditor

For the audit of the Company's annual accounts as well as the management of the Board and the CEO, no fewer than one and no more than two auditors, with or without deputy auditors, shall be appointed.

§8 Notice

Notice of the general meeting shall be sent by letter or email to the shareholders no earlier than six weeks and no later than two weeks before the general meeting.

§9 Agenda at the Annual General Meeting

The following items shall be addressed at the annual general meeting:

1. Election of the chairman of the meeting
2. Preparation and approval of the voting list
3. Election of one or more to verify the minutes
4. Determination of whether the meeting has been properly convened
5. Approval of the proposed agenda
6. Presentation of the annual report and audit report, and, where applicable, consolidated financial statements and consolidated audit report
7. Decision regarding:
 - a. Approval of the income statement and balance sheet, and, where applicable, the consolidated income statement and consolidated balance sheet
 - b. Disposition of the Company's profit or loss according to the approved balance sheet and, where applicable, the approved consolidated balance sheet
 - c. Discharge from liability for the Board members and the CEO, where applicable
8. Determination of fees for the Board and auditors
9. Election of:
 - a. Board members and any deputy Board members
 - b. Auditors and any deputy auditors, when applicable
10. Any other matter that falls under the jurisdiction of the meeting according to the Swedish Companies Act (2005:551) or the articles of association.

§10 Fiscal year

The Company's financial year shall cover the period from January 1 to December 31.

§11 Pre-emption

If a share is transferred to another party, the share shall immediately be offered to the other shareholders through written notification to the Company's board. The acquisition of the share must be verified, and if the share has been transferred through a purchase, information about the purchase price must be provided.

Once the transfer of the share has been notified, the Board must immediately inform each eligible party, whose postal address is registered in the share register or otherwise known to the Company. The eligible party must be asked to, if they wish to exercise their right of repurchase, submit a written request to the Company within two months from the notification to the Board of the share transfer. If multiple eligible parties come forward, the right of priority among them shall be determined by lottery, conducted by a notary public. If multiple shares are offered at the same time, the shares shall, as far as possible, be evenly distributed among those who have made a repurchase request.

If the share has been transferred through a purchase, the repurchase price shall correspond to the purchase price.

If agreement cannot be reached regarding the amount of the repurchase price or any other terms, a lawsuit must be filed in a general court within two months from the day the repurchase request was submitted to the Company.

The repurchase price shall be paid within thirty days from the time the repurchase price is determined.

If no eligible party submits a repurchase request within the specified time or if the repurchase price is not paid within the prescribed time, the party who made the offer shall have the right to be registered for the share.

The right of first refusal cannot be exercised for fewer shares than those included in the offer.



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