

Press release

SpineGuard and Omnia Medical announce the signature of a binding term sheet for the transfer of SpineGuard Inc.

- *Taking a new strategic step forward in the implementation of the common roadmap established by the two companies announced on January 6, 2025*
- *Integration of PediGuard systems into Omnia Medical's offering in a wide variety of spine indications, including in interventional and outpatient treatments*
- *Aiming at improving SpineGuard's operational result, in line with the Company's objective of reaching operational breakeven by the end of 2026*

MORGANTOWN (WV), BOULDER (CO) and PARIS (FRANCE), April 9, 2025 – Noon EST - SpineGuard (FR0011464452 – ALSGD), an innovative company that deploys its DSG® (Dynamic Surgical Guidance) sensing technology to secure and streamline the placement of bone implants, and Omnia Medical, a medical device company focused on innovative solutions utilizing proven techniques, today announced the signature of a binding term sheet for the transfer of the US subsidiary of SpineGuard.

SpineGuard and Omnia Medical entered into collaboration in 2020 with as a US non-exclusive distribution contract. In September 2022, the two companies signed an agreement for the co-development and exclusive distribution of two innovative devices utilizing the DSG® technology: a smart pedicle screw system for spine surgery and a canulated probe, since called PsiFGuard, designed to secure sacro-iliac implant placement. The latter was cleared by the FDA in September 2024 then officially launched at the end of January 2025 at the NANS (North American Neuromodulation Society) convention in Orlando. PsiFGuard is now part of Omnia Medical's comprehensive product offering for ambulatory sacro-iliac joint fusion procedures, a fast growing segment.

Building on this successful development and to leverage synergies, the two companies expanded their collaboration with the signature of an agreement earlier this year¹ defining a common strategic roadmap starting with the immediate transfer of DSG experts from SpineGuard Inc. to Omnia, in order to primarily support PsiFGuard market introduction in the US and the gradual expansion of their collaboration to other products and countries.

The transfer of SpineGuard's wholly owned subsidiary, SpineGuard Inc., to Omnia is the natural next step in the deployment of this strategy. The two companies have agreed today on the main terms of this transfer with the signing of a binding term sheet including on the one hand the purchase in cash by Omnia Medical of the inventory of SpineGuard Inc., and on the other hand the transfer of the SpineGuard Inc. legal entity paid in Omnia Medical shares².

Omnia Medical will take over the commercialization of PediGuard devices in the US market, both with SpineGuard Inc.'s long standing clients and distributors, and will expand the latter's reach through its own commercial network by integrating PediGuard devices into its portfolio of surgical implants, particularly targeting the interventional and outpatient surgery markets. SpineGuard will remain responsible for the design and manufacturing of the various PediGuard product lines, which will be sold to Omnia Medical at contractually defined prices.

¹ Press release of January 6, 2025: ["SpineGuard and Omnia Medical announce the extension of their strategic partnership"](#)

² The final terms of the operation will be available in the financial report following completion of the transfer.

SpineGuard's and Omnia Medical's missions perfectly align and both aim to make spine surgery safer by improving surgical outcomes while reducing overall healthcare costs. The transfer of its US subsidiary to Omnia Medical will enable SpineGuard to further deploy its technology on the American market while significantly reducing its structural costs and improving its operating profit. This transaction is part of SpineGuard's objective of reaching operational breakeven by the end of 2026.

The transfer operation of SpineGuard Inc. to Omnia Medical remains subject to the usual conditions including the completion of an audit. It is specified that the transferred assets are not considered critical to SpineGuard's operations or to its capacity to innovate and further develop its DSG® technology.

Troy Schifano, Co-Founder and CEO of Omnia Medical says: *“Omnia’s commitment to bringing innovative solutions to the spine industry while relying on proven surgical techniques, is further cemented by our acquisition of SpineGuard Inc.. As we continue to expand our product offering, we do so with the forethought of including cost-conscious, enabling technologies in all of our platforms and SpineGuard’s DSG technology is the optimal solution for this development process. Additionally, Omnia’s strength as a vertically integrated organization allows for a seamless transition of SpineGuard’s product distribution into our facility. Given these two factors, the inclusion of SpineGuard Inc. into Omnia Medical was a logical step in our strategic plan to offer economic, inventive technologies to the domestic spine market.”*

Pierre Jérôme, Co-Founder, Chairman and CEO of SpineGuard, adds: *“I am thrilled about the new agreement we have just signed with our strategic partner Omnia Medical, which is a major step forward in the implementation of our common roadmap. The integration of our US subsidiary into Omnia Medical will significantly improve the competitiveness of our DSG technology in the United States. Our very encouraging experience in sacroiliac fusion and the increasing demand for procedural solutions compelled us to undertake this transfer. In concrete terms, all our PediGuard devices will now be part of Omnia Medical’s implant offering in a wide variety of clinical indications and spine treatment procedures, in surgical and interventional spine, in hospitals or ambulatory surgery centers. We are thus creating the conditions for a greater and more effective commercial deployment of our DSG technology in the United States. In addition, this transaction will enable us to significantly lighten our cost structure, as such it is an important catalyst for reaching our goal of operational breakeven by the end of 2026.”*

About SpineGuard®

Founded in 2009 in France and the USA by Pierre Jérôme and Stéphane Bette, SpineGuard is an innovative company deploying its proprietary radiation-free real time sensing technology DSG® (Dynamic Surgical Guidance) to secure and streamline the placement of implants in the skeleton. SpineGuard designs, develops and markets medical devices embedding its technology. Over 100,000 surgical procedures have been secured worldwide thanks to DSG® and 34 studies published in peer-reviewed scientific journals have demonstrated the multiple benefits DSG® offers to patients, surgeons, surgical staff and hospitals. Building on these strong fundamentals and several strategic partnerships, SpineGuard is expanding the scope of its DSG® technology to the treatment of scoliosis via anterior approach, sacroiliac joint fusion, dental implantology and innovations such as the « smart » pedicle screw and power drill or surgical robotics. DSG® was co-invented by Maurice Bourlion, Ph.D., Ciaran Bolger, M.D., Ph.D., and Alain Vanquaethem, Biomedical Engineer. SpineGuard has engaged in multiple ESG initiatives. For further information, visit www.spineguard.com

About Omnia Medical

Top medical device engineers and industry professionals came together in 2014 to form Omnia Medical, an orthopedic implant company located in Morgantown, WV. Omnia Medical's mission is to develop novel products that reduce operative time through safe and reproducible instrumentation, while achieving superior surgical outcomes. Ongoing surgeon collaboration helps the company achieve this mission, which leads to critical cost savings for healthcare providers and their patients. Omnia Medical has created a comprehensive range of spine implants, including a proprietary line of interbodies with TiBrid osseointegrative surface technology, and is notable for being among the pioneers in sacroiliac joint (SIJ) fusion. For more information, visit www.OmniaMedical.com.

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Contacts

SpineGuard

Pierre Jérôme

CEO & Chairman

Tel: +33 1 45 18 45 19

p.jerome@spineguard.com

SpineGuard

Anne-Charlotte Millard

CFO

Tél. : 01 45 18 45 19

ac.millard@spineguard.com

NewCap

Investor Relations & Financial Communication

Mathilde Bohin / Aurélie Manavarere

Tel: +33 1 44 71 94 94

spineguard@newcap.eu

