



# Investor Presentation

September 2023





# Forward Looking Statements

- This presentation (“Presentation”) is for informational purposes only to assist interested parties in making an evaluation with respect to a proposed business combination and related transactions (collectively, the “Business Combination”) between SEP Acquisition Corp. (“SEPA”) and SANUWAVE Health, Inc. (the “Company” or “SANUWAVE”).

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- Readers are referred to the most recent reports filed with the SEC by SANUWAVE. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and SANUWAVE undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

- ***Important Information About the Transactions and Where to Find It***

- SANUWAVE and SEPA will file relevant materials with the SEC, including a Form S-4 registration statement to be filed by SEPA, which will include a prospectus with respect to SEPA’s securities to be issued in connection with the proposed Business Combination and a proxy statement with respect to SEPA’s stockholder meeting at which SEPA’s stockholders will be asked to vote on the proposed Business Combination and related matters. In addition, SANUWAVE will file a proxy statement with respect to SANUWAVE’s stockholder meeting at which SANUWAVE’s stockholders will be asked to vote on the proposed Business Combination and related matters. SANUWAVE’S stockholders and other interested persons are advised to read, when available, the Form S-4 and the amendments thereto, the proxy statement and other information filed with the SEC in connection with the Business Combination, as these materials will contain important information about SANUWAVE, SEPA and the Business Combination. When available, the proxy statement and other relevant materials for the Business Combination will be mailed to stockholders of SANUWAVE as of a record date to be established for voting on the proposed Business Combination and related matters. The preliminary Form S-4 registration statement and preliminary proxy statements, the final Form S-4 registration statement and definitive proxy statements and other relevant materials in connection with the Business Combination (when they become available), and any other documents filed by SANUWAVE with the SEC, may be obtained free of charge at the SEC’s website (www.sec.gov). SANUWAVE’s stockholders will also be able to obtain a copy of such documents, without charge, by directing a request to SANUWAVE at 11495 Valley View Road, Eden Prairie, Minnesota 55344.



# Investment Highlights



1

Rapidly growing **commercial stage** medical device company in the **\$45 billion** US wound care space. FDA approved. Schedule 1 reimbursement.

2

Wound care is undergoing a **major transition to evidence based medicine**. Re-imbursement being restructured around efficacy and cost-effectiveness. Need to align the interests of **patients, physicians, and payors**. This favors SANUWAVE directed energy products.

3

Backed by **strong, broad IP portfolio** (over 165 patents). Foundational patents in the space as well as use patents with applications both in and outside wound care.

4

**Attractive financial profile:** high gross margin business (74%) with 59% of revenues from consumables stream in June Q 2023. Company anticipates adjusted EBITDA profitability in Q4 2023 as major manufacturing ramp kicks in. Expected growth acceleration and profitability in 2024-5.



# UltraMIST<sup>®</sup> Therapy System

- A low-frequency, non-contact ultrasound energy delivered through a fluid mist
- Device never touches the wound surface making it pain-free
- Promotes wound healing below the surface by modulating cell membranes to drive increased blood flow and capillary formation
- Enhances macrophage mediated VEGF and PDGF release to enhance removal of damaged tissue by neutrophils
- Reduces pro-inflammatory cytokines
- Kills bacteria by lysing cell walls
- 3 to 20 minute treatment time with simple, self-contained system
- Highly portable: weighs only 7 pounds

Durable device, consumable applicator: one per procedure.



## Indications for use

### FDA Approved

- Diabetic Foot Ulcers
- Pressure Ulcers
- Venous Leg Ulcers
- Deep Tissue Pressure Injuries
- Surgical Wounds





# Market Opportunity

## Growth Drivers

- Centers for Medicare and Medicaid Services (CMS) and commercial providers increasingly classifying regenerative technology products as medically necessary
- Aging** population
- Increase in obesity, diabetes, cancers and autoimmune disorders
- Trend to move “care to the edge” and away from hospital settings

**~\$18 Billion**  
Venous Leg Ulcers (VLUs)<sup>2</sup>  
Annual treatment costs  
Inpatient only, all payors

**~\$12 Billion**  
Pressure Ulcers (PUs)<sup>3</sup>  
Annual treatment costs  
Inpatient only, all payors

**~\$15 Billion**  
Diabetic Foot Ulcers (DFUs)<sup>1</sup>  
Annual treatment costs  
All care settings, all payors

**Targeting a  
~\$45 Billion Market  
in the US**

Estimated Annual Wound Care  
Costs in the United States

## Treatment Opportunity in the U.S.

**2,200**

Wound care  
centers

**10,000**

Physician offices

**15,000**

Skilled nursing  
facilities

**28,900**

Assisted living  
facilities

1) Rice et al. Diabetes care 2014;37.

2) 651-658. 2Rice et. al J Med Econ 2014;17 (5): 347-356.

3) National Pressure Ulcer Advisory Panel (NPUAP).



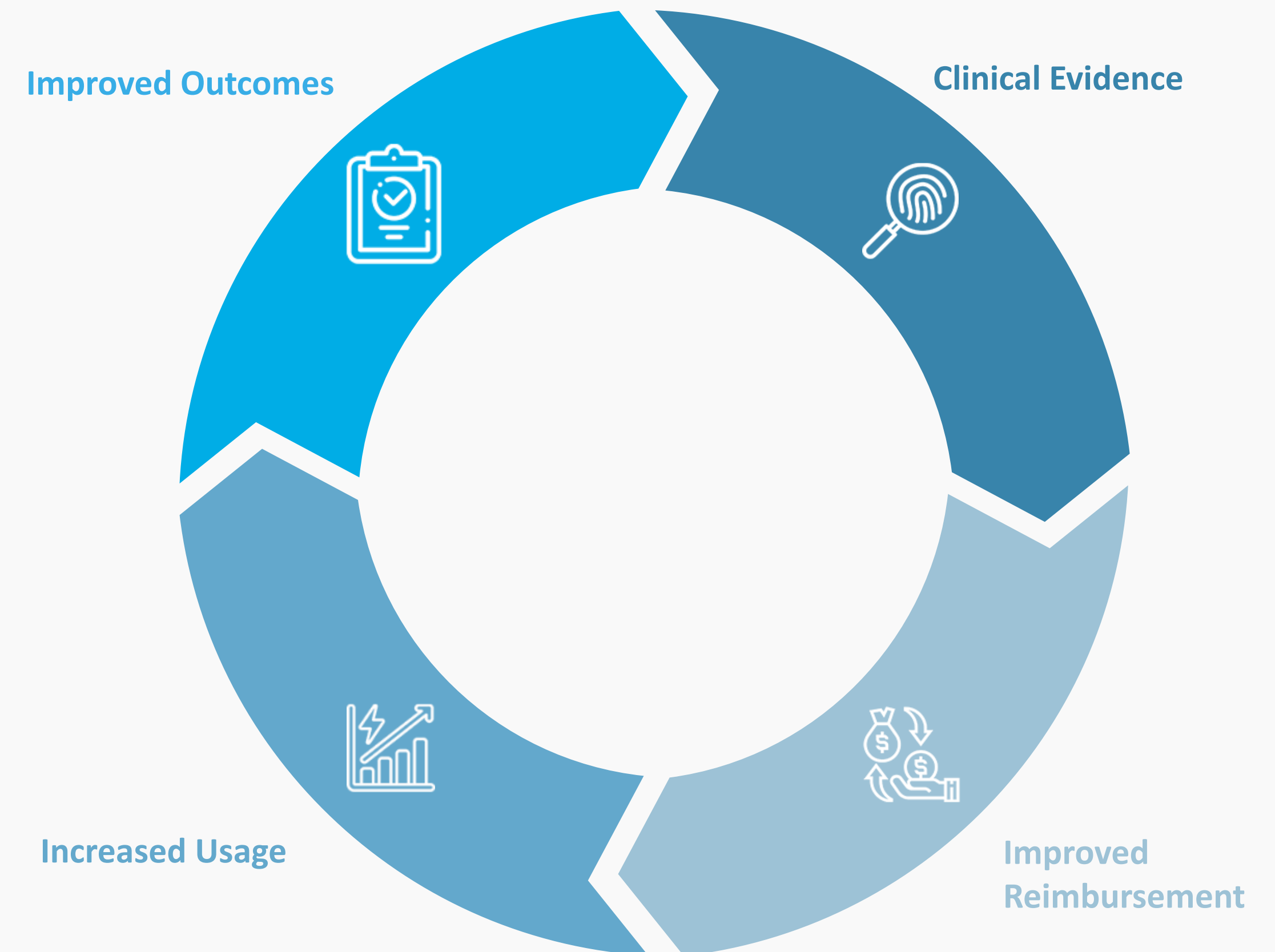
# Transition to Evidence Based Medicine

- Concerns about the efficacy of several common treatment practices such as skin substitutes, grafts, and hyperbaric have led to payor reassessment of reimbursement

In meta study (Driver et al) non-contact low frequency ultrasound showed 72% greater healing rate at 12 weeks than standard of care<sup>1</sup>

- Reducing or terminating reimbursement for numerous modalities
- Increased reimbursement for energy-based treatments
- UltraMIST is the only energy product that currently qualifies for a schedule one code
- To change a category, a product must **align the needs of patients, physicians, and payors.**

## The Wound Care Market is Transitioning to Evidence Based Medicine



1. "Noncontact low-frequency ultrasound therapy in the treatment of chronic wounds: A meta-analysis," 2011 Driver et al



# Payor Economics

## Driven by Patient Benefit

### Cost to close wound in hospital:

Energy: \$4,500<sup>1</sup>

VS

Skin Substitutes: \$14.3k<sup>1</sup>

Heal time: 16 weeks drops to 8.2 weeks

### Recurrence:

~50% of Diabetic Foot Ulcers recur with standard of care.

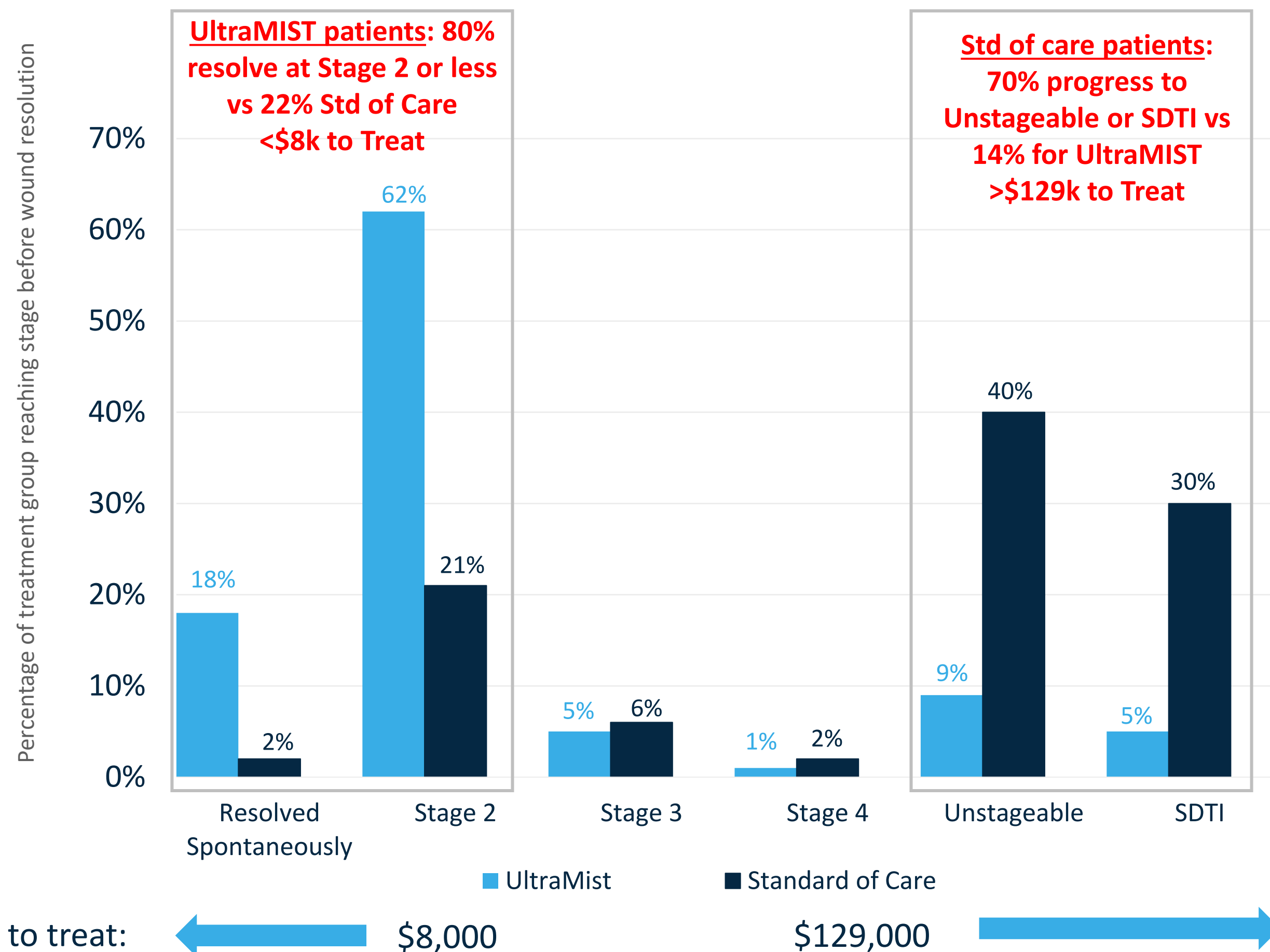
Revascularization resulting from energy treatment may represent a cure, not just symptom relief.

1. Per CMS prices at 8.2 week treatment time

2. Graphic from "Effects of non contact low-frequency ultrasound on healing of suspected deep tissue injury: a retrospective analysis" Jeremy S Honaker et al; Int wound J 2012

## Wound/Ulcer Progression from Deep Tissue Injury in ICU

UltraMIST vs Standard of Care



**Stage 2:** partial dermal thickness

**Stage 3:** full dermal thickness

**Stage 4:** visible bone, muscle, tendon

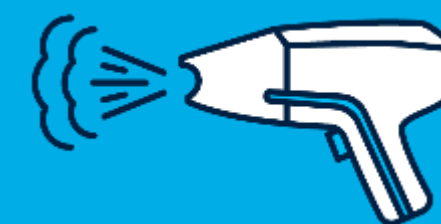
**Unstageable:** full thickness obscured with slough and/or eschar

**SDTI:** severe sub dermal wound without surface opening



# Physician Economics

## UltraMIST



**Schedule 1: Reimbursed under CPT code 97610:** “low frequency, non-contact, non-thermal ultrasound, including topical application(s), when performed, wound assessment, and instruction(s) for ongoing care, per day”

Extremely limited code as nearly all ultrasound devices are contact

**Reimbursement** = \$420-500/procedure in physician office

- 100% Medicare reimbursement, significant private

Consumable costs = ~\$100/procedure (list price)

Can be used by Nurse Practitioner

3 to 20 minute treatment time

~85 procedures to pay for device





# Unit Economics



UltraMIST	
Unit	
Price	\$30,000
Applicators	
Single Use	
Price	\$100

TOTAL  
ESTIMATED GROSS  
MARGIN:

75%

\* Pricing reflects manufacturer's suggested retail price (MSRP)

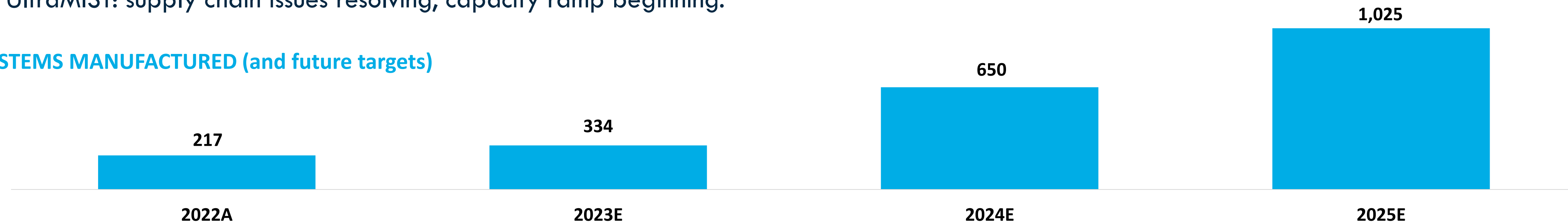


# Manufacturing Capacity

**SANUWAVE has been production and supply chain constrained.**

- UltraMIST: supply chain issues resolving, capacity ramp beginning.

**SYSTEMS MANUFACTURED (and future targets)**



- Move to **Dual Source**. Simplify and streamline supply chain and production process.
- Expand consumables production capacity from **6,300 applicators/wk** to **24,000 applicators/wk** over next 12-18 months

Consumables attach rate and consumable pricing drives the model:

More units in field X Higher use rates X Higher consumable pricing = Rapid growth in recurring revenue

ACTIVE ULTRAMIST SYSTEMS IN USE (FUTURE TARGETS, END OF PERIOD)			
Q2 2023A	CY 2023E	CY 2024E	CY 2025E
526	772	1,422	2,447

**Price** Per case (12 Applicators)

Attach Rate	APP Cases/ System/week	\$ 650.0	\$ 700.0	\$ 750.0	\$ 800.0	\$ 850.0	\$ 900.0	\$ 950.0	\$ 1,000.0	\$ 1,100.0	\$ 1,150.0	\$ 1,200.0
	0.55	\$ 357.5	\$ 385.0	\$ 412.5	\$ 440.0	\$ 467.5	\$ 495.0	\$ 522.5	\$ 550.0	\$ 605.0	\$ 632.5	\$ 660.0
	0.60	\$ 390.0	\$ 420.0	\$ 450.0	\$ 480.0	\$ 510.0	\$ 540.0	\$ 570.0	\$ 600.0	\$ 660.0	\$ 690.0	\$ 720.0
	0.65	\$ 422.5	\$ 455.0	\$ 487.5	\$ 520.0	\$ 552.5	\$ 585.0	\$ 617.5	\$ 650.0	\$ 715.0	\$ 747.5	\$ 780.0
	0.75	\$ 487.5	\$ 525.0	\$ 562.5	\$ 600.0	\$ 637.5	\$ 675.0	\$ 712.5	\$ 750.0	\$ 825.0	\$ 862.5	\$ 900.0
	0.85	\$ 552.5	\$ 595.0	\$ 637.5	\$ 680.0	\$ 722.5	\$ 765.0	\$ 807.5	\$ 850.0	\$ 935.0	\$ 977.5	\$ 1,020.0
	0.95	\$ 617.5	\$ 665.0	\$ 712.5	\$ 760.0	\$ 807.5	\$ 855.0	\$ 902.5	\$ 950.0	\$ 1,045.0	\$ 1,092.5	\$ 1,140.0
	1.00	\$ 650.0	\$ 700.0	\$ 750.0	\$ 800.0	\$ 850.0	\$ 900.0	\$ 950.0	\$ 1,000.0	\$ 1,100.0	\$ 1,150.0	\$ 1,200.0
	1.10	\$ 715.0	\$ 770.0	\$ 825.0	\$ 880.0	\$ 935.0	\$ 990.0	\$ 1,045.0	\$ 1,100.0	\$ 1,210.0	\$ 1,265.0	\$ 1,320.0
	1.20	\$ 780.0	\$ 840.0	\$ 900.0	\$ 960.0	\$ 1,020.0	\$ 1,080.0	\$ 1,140.0	\$ 1,200.0	\$ 1,320.0	\$ 1,380.0	\$ 1,440.0
	1.30	\$ 845.0	\$ 910.0	\$ 975.0	\$ 1,040.0	\$ 1,105.0	\$ 1,170.0	\$ 1,235.0	\$ 1,300.0	\$ 1,430.0	\$ 1,495.0	\$ 1,560.0
	1.40	\$ 910.0	\$ 980.0	\$ 1,050.0	\$ 1,120.0	\$ 1,190.0	\$ 1,260.0	\$ 1,330.0	\$ 1,400.0	\$ 1,540.0	\$ 1,610.0	\$ 1,680.0
	1.50	\$ 975.0	\$ 1,050.0	\$ 1,125.0	\$ 1,200.0	\$ 1,275.0	\$ 1,350.0	\$ 1,425.0	\$ 1,500.0	\$ 1,650.0	\$ 1,725.0	\$ 1,800.0

**Revenue per System Week**





# Summary

Wound care is undergoing a **payor led shift to evidence based medicine and reimbursement.**

This has aligned incentives for Patients, Payors, and Providers.

**SANUWAVE is in a prime position to benefit:**

- Approved products protected by broad IP
- Strong existing reimbursement with room to improve
- Experienced, focused sales force
- Ability to meet demand with expanded manufacturing



Rapid growth poised to accelerate and bring company to **profitability.**



# Why a SPAC

1. Simplify capital structure and provide Nasdaq listing

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2. Fund company for profitability and commercial success

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3. Add new partners with relevant experience and relationships





# SPAC leadership



## SEP Acquisition Corp (ticker: SEPA)

SEP ACQUISITION  
CORP



President / CEO

- Family office led by Andrew White
- 3-exit entrepreneur
  - Allied Warranty (29x MOIC)
  - Lone Star Repair (34x MOIC)
  - Path Enviro (4x MOIC)
- Current investments in
  - Glacier Oil (Alaska O&G)
  - Geovox Security (border security tech)
  - HomeTool, Spruce (residential service)
  - Mercury Fund V Venture Partner (GovTech)
- Ran for Governor of Texas (run-off 2018)



- Blair Garrou, Chairman,
  - Founder Mercury Fund (18 yrs)
  - Top decile last 2 funds



- Chantell Preston, Advisor, Investor
  - Co-founder hospital, surgery mgmnt group
  - 3-exit entrepreneur
  - Will be joining Sanuwave Board of Directors



- Dan Watkins, Advisor
  - CEO Pelagos Pharma, 18 yrs med/bio-tech
  - Avenue, Vertos, Swift Bio (acq by Danaher), Prolacta, Courier



- Kirk Ball, Advisor
  - Former CIO, Christ Hospital Health Network

### Scaling Strong Tech-enabled Businesses



path





# Transaction Summary Overview

## Transaction Highlights

### Deal Structure

- SNWV's existing shareholders will roll 100% of existing equity (\$77.9M)
- SEPA will cancel its 8M private warrants for 400K Class A shares
- Public warrant holder vote to exchange 9M public warrants for 450K Class A shares

### Valuation

- Transaction Valuation of SNWV + SEPA pre-money is \$125M TEV
- Pro forma Equity Value is assumed at \$112M

### Financing

- \$12M Cash from Non-redeemed Trust Account + PIPE financing
- Approximately \$8.5M of Capital Committed as of 8/23/23

## Cash Sources & Uses (est)

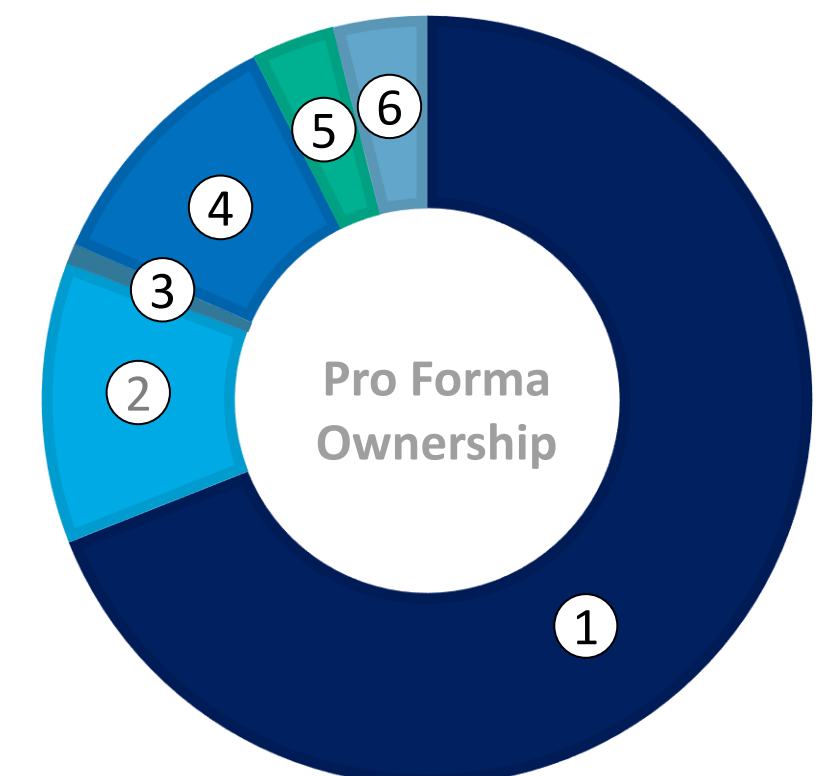
Sources	(\$M)	Uses	(\$M)
Non-redeemed Trust/PIPE	\$12.0	SNWV Note Payoff	\$3.4
Sponsor Loan Conv (PIPE)	1.0	Cash to Balance Sheet	9.0
SNWV Cash (Est)	1.9	Transaction Expenses	2.5
<b>Total</b>	<b>\$14.9</b>	<b>Total</b>	<b>\$14.9</b>

## Pro Forma Post-Money Valuation

PF Shares Outstanding (M)	11.19
Share Price (\$)	\$10.00
<b>PF Equity Value (\$M)</b>	<b>\$111.90</b>
(+) Debt (\$M)	\$24.57
(-) Cash (\$M)	(\$9.00)
<b>PF Enterprise Value (\$M)</b>	<b>\$127.50</b>

## Pro Forma Ownership

	Shares (M)	% Own
① SNWV Rollover Equity	7.793	69.62%
② Non-redeemed Trust/PIPE	1.200	10.72%
③ Sponsor PIPE Financing	0.100	0.89%
④ Sponsor Shares	1.250	11.17%
⑤ Private Warrants	0.400	3.57%
⑥ Public Warrants	0.450	4.00%



# Management Team

## Morgan C. Frank

### CEO/Chairman

Morgan C. Frank joined SANUWAVE as chairman of the board of directors in August of 2022 and became CEO in May 2023. Mr. Frank has been a principal at the life sciences focused investment fund Manchester Management since 2003 and a director of Manchester Explorer Cayman Ltd since 2013. Prior to that, he was a founder and managing director at First Principles Group, a boutique consultancy and principal investor specializing in corporate restructuring, restarts, intellectual property assessment and salvage, and spin-outs. Prior, Mr. Frank spent approximately five years as an analyst and portfolio manager at Hollis Capital, a San Francisco-based hedge fund. He currently sits on the board of directors of Modular Medical (MODD), a development-stage insulin delivery company. Mr. Frank holds BA's in Economics and in Political Science from Brown University.

## Andrew Walko

### President

Andrew Walko joined SANUWAVE as President in July of 2023 and brings over 17 years of progressive leadership experience in the medical device industry and the US Army. Andrew held key leadership roles at Biomerics Advanced Catheter, Minnetronix Medical and Greatbatch/Integer where he focused on operations, new product scale-up and launch, and cost improvement initiatives before joining SANUWAVE. In addition to his medical device experience, Andrew served in the US Army and graduated from the US Army Ranger School. He has deployed to Iraq, Afghanistan, and Haiti. He is also actively engaged with the Leukemia and Lymphoma Society and has served as the Executive Challenge Chair and the Corporate Walk Chair for the Light the Night event in the Twin Cities. Andrew has a Bachelor's Degree in Business Management from West Virginia University and an MBA from the University of Minnesota.

## Kevin A. Richardson, II

### Chief Strategic Officer

Kevin A. Richardson, II, joined SANUWAVE as chairman of the board of directors in August of 2005. The previous year, he founded Prides Capital LLC and Prides Capital Partners LLC, where he is managing director. From 1999 to 2003, Richardson was a partner at Blum Capital Partners, a \$2.5 billion investment firm, where he was the lead public partner on 18 investments. Prior to Blum Capital, he worked with Tudor Investment Corporation and Fidelity Management and Research, where he managed funds in aerospace and defense and performed research in a variety of technical, financial, healthcare, and IT industries. Previously, he served on the boards of Healthtronics and QC Holdings. Richardson received an undergraduate degree from Babson College and an MBA from Kenan-Flagler Business School at the University of North Carolina

## Toni Rinow, Ph.D. MBA

### Chief Financial Officer

Dr. Toni Rinow joined SANUWAVE® as Chief Financial Officer in August, 2022. Prior to joining SANUWAVE Toni served in a Nasdaq traded wellness company raising over \$130 million in capital expansion financing and executed acquisitions securing a Morgan Stanley capital-backed portfolio.

Toni led healthcare organizations as General Manager at global nuclear medicine leader Jubilant Draximage Inc and as Chief Operating Officer at Isologic Innovative Radiopharmaceuticals

Dr. Rinow holds an MBA and a Master's in Accounting from McGill University, as well as a chemical engineer degree from ERASMUS European Higher Institute of Chemistry in Strasbourg, France, and a Ph.D. in Biophysics and Chemistry from the University of Montreal. She is trained in artificial intelligence at MIT Massachusetts Institute of Technology. Dr. Rinow believes in giving back to the community and sat on the Boards of Directors of several non-for-profit organizations.

## Tim Hendricks

### Executive Vice President of Sales – U.S. Wound

Tim Hendricks joined Sanuwave in February of 2023 as the Executive V.P. of Sales for the U.S. Wound business. Across his 20 years of industry experience, Hendricks has taken on progressive roles in sales leadership, training & development, and professional education with responsibilities both internationally and in the U.S.

Tim has led sales and sales leadership teams in medical devices, biologics, specialty pharmaceuticals, and durable medical equipment. His passion for collaboration and growth has allowed him to thrive at start-ups and Fortune 500 companies such as Boston Scientific (formerly Advanced Bionics), Smith & Nephew (formerly Osiris Therapeutics), and most recently Byram Healthcare as the Vice President of Sales.

Having spent a decade working in the chronic wound market, Hendricks will continue the build-out of Sanuwave's team and growth strategy. He earned a Bachelor of the Arts in Advertising from Southern Methodist University.

## Nanci Gilmore

### Vice President, Commercial Operations

Nanci Gilmore joined SANUWAVE in February 2023 as the Vice President of Commercial Operations. Gilmore has over 25 years of progressive experience in the medical device industry, specifically focusing on start-up, rapid-growth enterprises. Gilmore's passion and commitment to bringing innovative technologies to clinicians, with a patient-centric mindset, results in high-yield, consumer program development and implementation. Gilmore's diverse experience spans multiple medical specialties, representing organizations including Entellus Medical, SenoRx, Echosens, and most recently, THINK Surgical.

Gilmore earned her bachelor's degree from Clark University and her master's degree from the University of North Carolina at Chapel Hill



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# Appendix

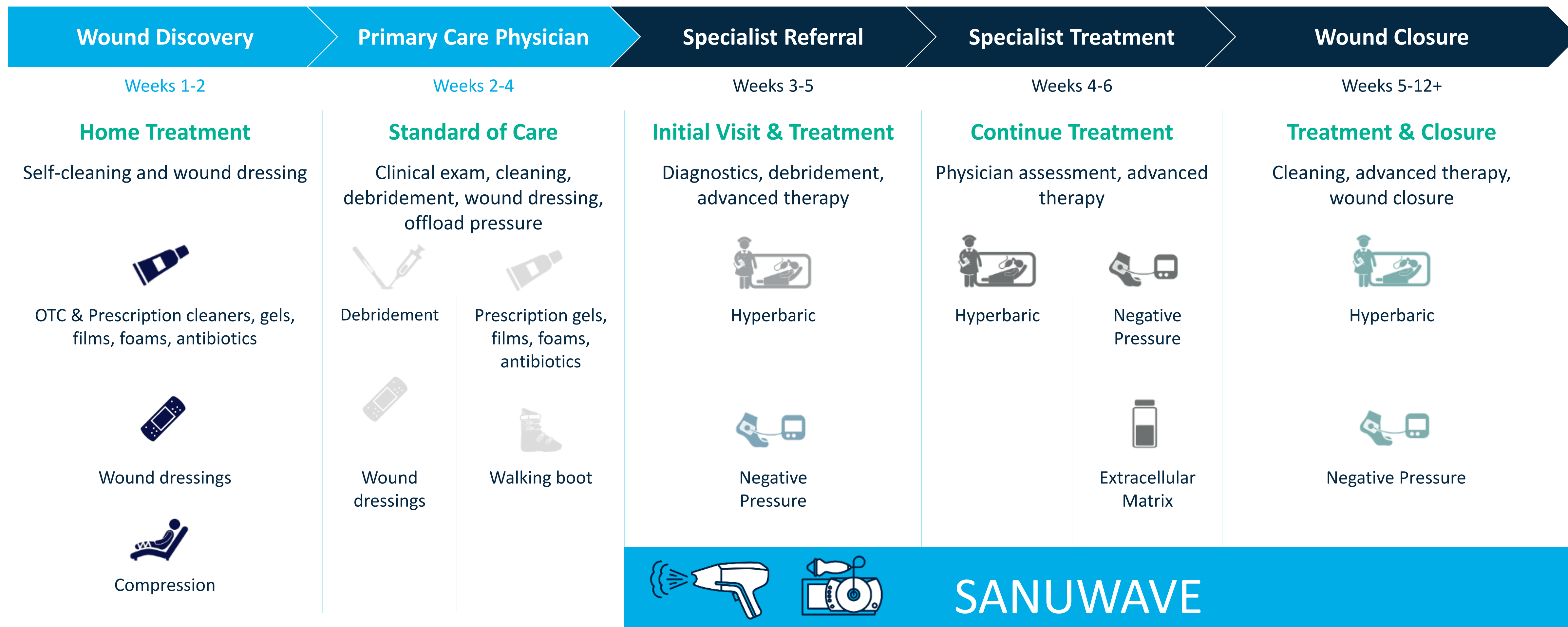




# Advanced Wound Care Continuum

## ACUTE WOUND CARE

## CHRONIC / ADVANCED WOUND CARE



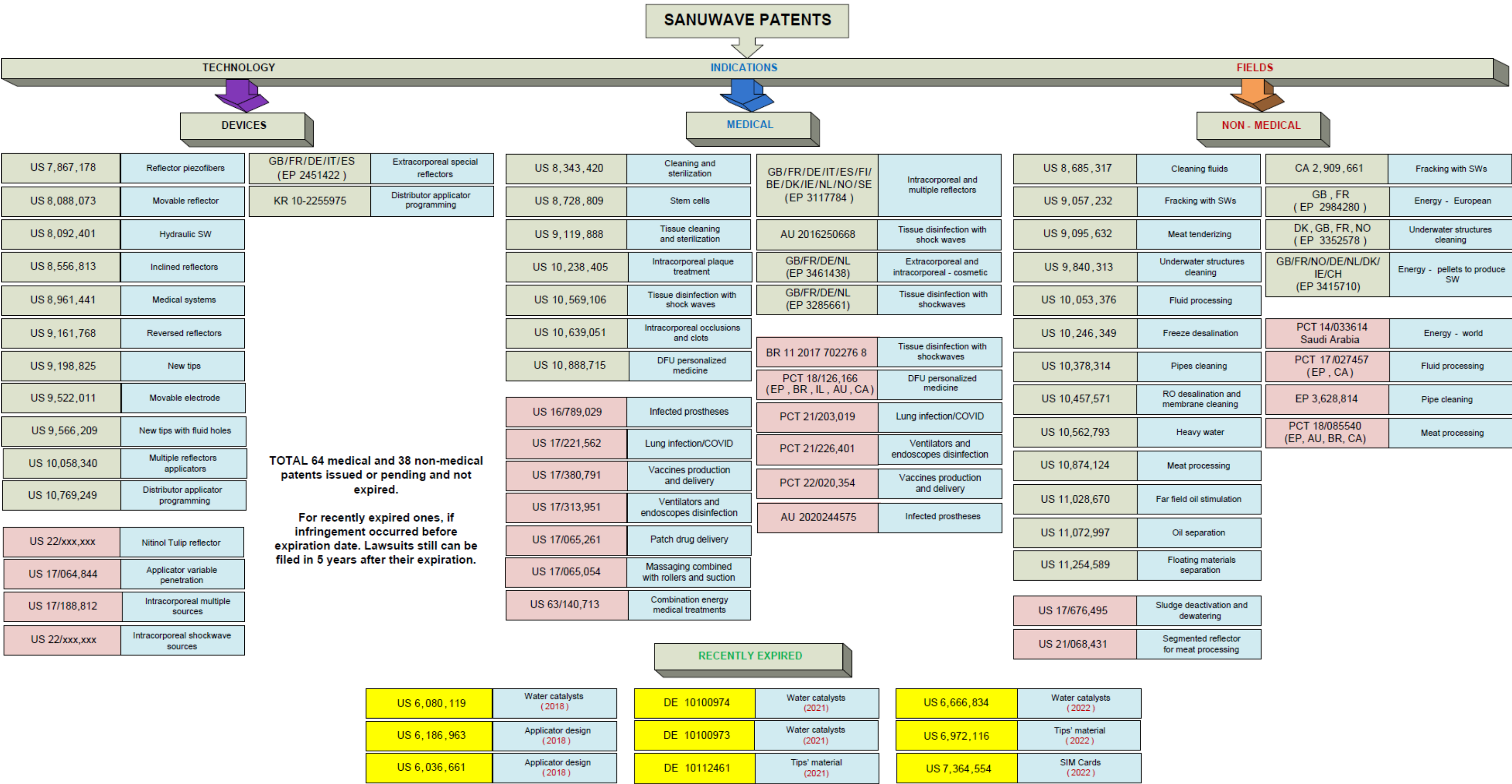
SANUWAVE's ENERGY FIRST products added to standard of care.



# Intellectual Property

165+ patents including broad foundational patents in technology for forming penetrating shockwaves and in medical use cases.

Cover reflector/electrode commination and structure and application to wounds, lungs, bacterial cleansing, and other applications including software, personalized treatment algorithms, and direct consumables links to billing.



# dermaPACE System

- Non-invasive acoustic wave device utilizing proprietary form of high-energy, focused shockwave technology for the repair and regeneration of skin, musculoskeletal tissue and vascular structures
- Promotes wound healing by increasing capillary perfusion and arteriogenesis.
- Encourages transmission of white cells to wound bed tissue improving healing and reducing inflammation.
- Causes growth factor upregulation.
- Kills bacteria by lysing cell walls.
- 5 to 7 minute treatment time

**Great potential for market expansion as data drives wider reimbursement**



## Indications for use

### FDA Approved

- Diabetic Foot Ulcers

### International

- Diabetic Foot Ulcers
- Post-Operative Wound Healing Defects
- Post-Traumatic Wounds
- Deep-Partial Thickness Burns
- Decubitus Ulcers
- Arterial Leg Ulcers
- Venous Leg Ulcers





# dermaPACE Economics



## Schedule 3: Reimbursed under CPT code 0512T

“extracorporeal shockwave for integumentary wound healing, high energy, including topical application and dressing; initial wound.”

One of 2 devices that currently qualifies for this code\*

**Reimbursement** = \$420 in physician office

- ~80% Medicare reimbursement, very little private

Consumable costs = ~\$50/procedure

Can be used by Nurse Practitioner

5 to 7 minute treatment time

~128 procedures to pay for device

## dermaPACE

Unit

Price

\$47,500

Applicators

Per Patient

Price

\$37.50

Wound Kit (Sleeves & Gel)

Single Use kits

Price

\$10.40