Cell Impact announces outcome of the company's rights issue

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Cell Impact AB (publ) ("Cell Impact" or the "Company") hereby announces the outcome of the Company's rights issue of units consisting of shares and warrants of series TO5 and TO6 resolved by the Board of Directors on 29 June 2026 and approved by the Extraordinary General Meeting on 31 July 2026 (the "Rights Issue"), where the subscription period ended on 20 August 2026. A total of 76,923,612 units, corresponding to approximately 47.4 percent of the Rights Issue, were subscribed for with unit rights. In addition, 1,966,061 units, corresponding to approximately 1.2 percent of the Rights Issue, have been subscribed for without the support of unit rights. Furthermore, 42,916,622 units, corresponding to approximately 26.4 percent of the Rights Issue, have been allotted to the underwriter within the framework of the fulfilment of the underwriting commitment. The Rights Issue was thus subscribed to 75 percent. Through the Rights Issue, the Company will receive proceeds of approximately SEK 40.2 million before issue costs and before repayment of the bridge financing raised on 29 June 2026, including accrued interest.

"The rights issue is important to strengthen Cell Impact's financial position and create the conditions for continuing to develop our business to meet the market's long-term growing need for flow plates. We look forward to the next phase in the company's development, with a continued focus on commercialization and deepening customer relationships. I would therefore like to thank our new and existing shareholders for the trust they have placed in us." said Daniel Vallin, CEO of Cell Impact

Outcome of the Rights Issue

The subscription period in the Rights Issue ended on August 20, 2026. A total of 78,889,673 units were subscribed, corresponding to approximately 48.6 percent of the Rights Issue, with and without the support of unit rights. Of these, 76,923,612 units were subscribed for with unit rights, corresponding to approximately 47.4 percent of the Rights Issue, and 1,966,061 units without the support of unit rights, corresponding to approximately 1.2 percent of the Rights Issue. Furthermore, the underwriter is allotted 42,916,622 units, corresponding to approximately 26.4 percent of the Rights Issue, within the framework of the fulfilment of the underwriting commitment. Each unit in the Rights Issue consists of six (6) shares and two (2) warrants of series TO5 and two (2) warrants of series TO6. In total, 730,837,770 new shares and 243,612,590 warrants of series TO5 and 243,612,590 warrants of series TO6 were thus subscribed. Through the Rights Issue, the Company will initially receive approximately SEK 40.2 million before issue costs and before repayment of the bridge financing that was raised on June 29, 2026, including accrued interest. The Company estimates that the issue costs will amount to approximately SEK 4.5 million excluding underwriting costs, which are estimated to amount to approximately SEK 3.8 million assuming that the underwriter chooses to receive cash renumeration. Upon full exercise of all warrants of series TO5, the Company may receive additional capital contributions of up to approximately SEK 17.1 million and upon full exercise of all warrants of series TO6, the Company may receive additional capital contributions of up to approximately SEK 19.5 million.

Allocation of units

Allotment of units has been made in accordance with the allotment principles set out in the Company's press release on the announcement of the rights issue published on 29 June 2026. Notification of allotment of units subscribed for without the support of unit rights will be notified separately through a settlement note sent out. Nominee-registered shareholders will receive notification of allotment in accordance with instructions from the respective nominee.

Shares and share capital

Through the Rights Issue, the share capital will increase by SEK 36,541,888,500, from SEK 24,361,258,700 (after the reduction of the share capital resolved at the Extraordinary General Meeting on July 31, 2026) to SEK 60,903,147.200. The number of shares in the Company will increase by 730,837,770, from 487,225,174 to 1,218,062,944, corresponding to a dilution effect of approximately 60.0 percent of the total number of shares and votes in the Company. In the event that all attached warrants of series TO5 are exercised in full for subscription of new shares in the Company, the number of shares in the Company will increase by a maximum of 243,612,590, from 1,218,062,944 to a maximum of 1,461,675,534, corresponding to a maximum dilution effect of approximately 16.7 percent of the number of shares and votes in the Company. The share capital may increase by a maximum of SEK 12,180,629,500, from SEK 60,903,147.200 to SEK 73,083,776.700. In the event that all attached warrants of series TO6 are fully exercised for subscription of new shares in the Company, the number of shares in the Company will increase by a maximum of 243,612,590, from 1,461,675,534 to a maximum of 1,705,288,124, corresponding to a maximum dilution effect of approximately 14.3 percent of the number of shares and votes in the Company. The share capital may increase by a maximum of SEK 12,180,629.500, from SEK 73,083,776.700 to SEK 85,264,406.200.

Paid subscribed units ("BTU")

Trading in BTU is expected to take place on Nasdaq First North Growth Market until September 7, 2026. Conversion of BTU into shares and warrants of series TO5 and warrants of series TO6 is expected to take place after the Rights Issue has been registered with the Swedish Companies Registration Office. Registration with the Swedish Companies Registration Office is expected to take place during week 36, 2026.

Warrants of series TO5

Each warrant of series TO5 entitles the holder to subscribe for one (1) new share in the Company against cash payment corresponding to seventy (70) percent of the volume-weighted average price of the Company's share during the period from and including 26 October 2026 up to and including 6 November 2026, however, not less than the quota value for the Company's share and not more than SEK 0.07 per share. Subscription of shares by virtue of the warrants shall be made in accordance with the terms and conditions of the warrants during the period from and including 9 November 2026 up to and including 20 November 2026.

Warrants of series TO6

Each warrant of series TO6 entitles the holder to subscribe for one (1) new share in the Company against cash payment corresponding to seventy (70) percent of the volume-weighted average price of the Company's share during the period from and including 15 February 2027 up to and including 26 February 2027, however not less than the quota value for the Company's share and not more than SEK 0.08 per share. Subscription of shares by virtue of the warrants shall be made in accordance with the terms and conditions of the warrants during the period from and including 1 March 2027 up to and including 12 March 2027.

Compensation to underwriters

For underwriting commitments made, an underwriting fee of 10 percent will be paid when choosing cash remuneration, or 20 percent of the guaranteed amount when choosing remuneration in the form of newly issued shares and warrants of series TO5 and TO6. The Board of Directors considers it favorable for the Company to offer compensation to the underwriters in the form of shares and warrants, as it has a positive impact on the Company's liquidity. The shares and warrants issued as underwriting compensation shall be issued at the subscription price and ratio (i.e. that subscription of six (6) shares entitles the holder to subscribe for two (2) warrants of series TO5 and two (2) warrants of series TO6) applied in the Rights Issue. The subscription price has been set at SEK 0.330 per set of shares and warrants, which corresponds to the subscription price for one unit in the Rights Issue. The Board of Directors is of the opinion that the terms and conditions have been determined in such a way that market-based conditions have been ensured and that they accurately reflect prevailing market conditions. In total, a maximum of 23,271,671 sets of shares and warrants may thus be issued as guarantee compensation to the underwriter. The resolution and outcome of a possible issue to the underwriter in the Rights Issue will be announced through a press release.

Advisors

Mangold Fondkommission AB is acting as financial advisor and Wåhlin Advokater AB is acting as legal advisor to Cell Impact in connection with the Rights Issue.

This information is inside information that Cell Impact AB is obliged to make public pursuant to the EU Market Abuse Regulation.

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About Cell Impact

Cell Impact AB (publ) is a global supplier of advanced flow plates to fuel cell and electrolyzer manufacturers. The company has developed and patented a unique method for high velocity forming, Cell Impact Forming™ which is significantly more scalable and cost-efficient compared to conventional forming methods. Cell Impact Forming is an environmentally friendly forming technology that consumes no water and very little electrical power. The Cell Impact share is listed on Nasdaq First North Growth Market and FNCA Sweden AB is the company's Certified Advisor (CA).

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This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. Nor will any information document pursuant to Annex IX of the Prospectus Regulation be prepared in connection with the Rights Issue. The Rights Issue is exempt from the prospectus requirement in accordance with Article 3(2) of the Prospectus Regulation and Chapter 2, Section 1 of the Swedish Act (2019:414) with supplementary provisions to the EU Prospectus Regulation, as the amount offered by the Company to the public over a twelve-month period is less than EUR 12 million.

This press release does not identify or purport to identify risks (direct or indirect) that may be attributable to an investment in the Company. The information in this press release is only to describe the background to the Rights Issue and does not claim to be complete or exhaustive. No assurance should be made in relation to the information in this press release regarding its accuracy or completeness.

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Forward-Looking Statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or current expectations and objectives for the Company's future operations, financial condition, liquidity, earnings, prospects, expected growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and can be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "may" or, in each case, their negative, or similar, expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it cannot give any assurance that they will occur or prove to be accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or results could differ materially from those expressed in the forward-looking statements, which are the 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 press release by such forward-looking statements. The Company does not warrant that the assumptions behind the forward-looking statements in this press release are free from errors and does not accept any responsibility for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. The information, opinions and forward-looking statements contained in this press release relate only to the situation as of the date hereof and are subject to change without notice. The Company undertakes no obligation to review, update, confirm or publish any revisions to any forward-looking statements to reflect events that arise or circumstances that arise in relation to the content of this press release.

Information for distributors

In order to comply with the product governance requirements contained in: (a) Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments, as amended, ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593, supplementing MiFID II; and (c) local implementing measures (collectively, the "**MiFID II Product Governance Requirements**"), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Offered Shares have been subject to a product approval process, which has determined that such securities are: (i) suitable for a target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, as defined in MiFID II; and (ii) suitable for distribution through all distribution channels permitted under MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Company's shares may decrease and investors may lose all or part of their investment, that the Company's shares are not accompanied by any guarantee of return or capital protection, and that an investment in the Company's shares is only suitable for investors who are not in need of guaranteed returns or capital protection and who (alone or with the assistance of appropriate financial or other advisors) are capable of evaluating the benefits and risks of such investment and which has sufficient resources to bear the losses that such investment may result in. The target market assessment is without prejudice to other requirements regarding contractual, legal or regulatory sales restrictions due to the Rights Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute (a) an appropriateness or suitability assessment within the meaning of MiFID II or (b) a recommendation to any investor or group of investors to invest in, acquire, or take any other action in respect of the Company's shares.

Each distributor is responsible for conducting its own Target Market Assessment in respect of the Company's shares and for deciding on appropriate distribution channels.