EAGLE FILTERS GROUP

Inside information: Eagle Filters Group significantly strengthens its balance sheet: purchase price debt from 2021 transaction to be paid through a directed share issue

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Eagle Filters Group Oyj ("Company") significantly strengthens its financial position by agreeing with Juha Kariluoto, the founder of Eagle Filters Oy, on the conversion of the purchase price debt into equity. The debt originates from the M&A transaction executed in 2021, in which the Company acquired the final 15% stake in Eagle Filters Oy. Under the agreement, the Company has settled the purchase price debt of EUR 1 426 thousand in full with a total of 18 051 830 new shares in the Company issued through a directed share issue. The subscription price per share in the directed share issue is EUR 0.079.

Positive Balance Sheet and Financial Impact

- Reduction of Debt: The arrangement reduces the Company's non-interest-bearing debt by a total of EUR 1 426 thousand.
- Strengthened Balance Sheet & Equity Ratio: Settling the purchase price debt increases the Company's equity by EUR 1 426 thousand, leading to a substantial improvement in the equity ratio.
- Preservation of Liquidity: Settling the debt with shares does not deplete the Company's cash reserves or working capital, providing greater financial flexibility to execute its growth strategy.

Terms of the Directed Share Issue

The Board of Directors of the Company has today 25 August 2026, by virtue of the authorization granted by the Annual General Meeting on 29 April 2026, decided on a directed share issue to Juha Kariluoto, the founder of Eagle Filters Oy. The purpose of the directed share issue is to pay the purchase price debt to Juha Kariluoto. Therefore, there are weighty financial grounds on the part of the Company to the deviation from the shareholders' pre-emptive subscription right as indicated in Chapter 9 Section 4 Paragraph 1 of the Companies Act.

Debt to be Settled

The total outstanding principal of the purchase price debt to be offset is EUR 1 426 thousand.

Number of Shares Issued

A total of 18 051 830 new shares in the Company were issued in the share issue.

Subscription Price

The subscription price per share is EUR 0.079. The subscription price for the shares is set based on negotiations between the Company and Juha Kariluoto and it corresponds to the volume weighted average price of the Company's shares on the First North Growth Market Finland trading venue between 14 April 2026 - 20 August 2026.

Payment
The subscription price was paid by offsetting the corresponding amount of the purchase price debt owed by the Company.

The new shares represent approximately 6.2% of the Company's total shares and voting rights following the share issue. Following the registration of the new shares, the total number of shares in the Company will increase to 291 690 294 shares.

Lock up

The new shares subscribed by Juha Kariluoto will be subject to a lock up period of twelve (12) months. However, in deviation from the lock up commitment Juha Kariluoto has the right to sell such number of shares that the total purchase price received from them corresponds to the amount of the tax consequences arising for Juha Kariluoto from the above arrangement.

Eagle Filters Group's CFO Daniel Lähde *"By executing this debt-to-equity conversion, we significantly improve the Group's equity ratio as well as commit a key talent to the company's long-term value creation. We continue to work towards strengthening our balance sheet."*

Eagle Filters Oy's founder Juha Kariluoto *"As the Founder of Eagle Filters Oy I am pleased to be part of the growing business."*

For more information:
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About Eagle Filters Group Oyj

Eagle Filters Group is a material science company that aims to enable a green and healthy environment.

Eagle provides high performance filtration solutions that cut CO_2 emissions and increase profitability of the energy industry. Eagle's technology improves performance and energy efficiency while cutting costs. The technology is being used by some of the world's largest energy utilities.

The company group is listed on First North Growth Market Finland under the ticker EAGLE. The Company's Certified Adviser is DNB Carnegie Investment Bank AB.

www.eaglefiltersgroup.com

Attachments

- Download announcement as PDF.pdf