

## Scandinavian Enviro Systems has resolved on a directed share issue and issuance of warrants to Alumni Capital Limited

**Scandinavian Enviro Systems AB (publ) ("Enviro" or the "Company") has today, based on the authorization from the extraordinary general meeting held on 21 May 2026 and in accordance with what was announced in Enviro's press release on 22 May 2026, resolved on a directed new share issue of 22,222,222 shares at a subscription price of SEK 0.18 per share (the "Set-Off Issue") and a directed issuance of 25,000,000 warrants (together with the Set-Off Issue, the "Issue") to Alumni Capital Limited ("Alumni Capital").**

### Background

As previously communicated, Enviro entered into an equity-related financing arrangement (the "**Agreement**") with Alumni Capital on 22 May 2026, for up to a total of SEK 50 million. Under the Agreement, Alumni Capital shall, upon Enviro's request, subscribe for newly issued shares with accompanying warrants over a period of twelve months. As consideration for providing the facility, Enviro shall pay a commitment fee of SEK 4 million, which is paid in the form of newly issued shares in the Company. In addition, Enviro shall issue 25,000,000 warrants to Alumni Capital.

The board of directors has today resolved on the Issue as set out below.

### The Issue

The board of directors has, based on the authorization from the extraordinary general meeting held on 21 May 2026 and with deviation from the shareholders' preferential rights, resolved on:

- i. a directed new share issue of 22,222,222 newly issued shares at a subscription price of SEK 0.18 per share, entailing an increase of the share capital by SEK 888,888.88; and
- ii. a directed issue of 25,000,000 warrants, entailing an increase of the share capital upon full exercise by a maximum of SEK 1,000,000.

The newly issued shares and the warrants have only been available for subscription by Alumni Capital. The subscription price of SEK 0.18 per share has been determined through arm's length negotiations between Enviro and Alumni Capital and corresponds to the closing price on 21 May 2026, i.e. the day prior to the entry into the Agreement. Payment is made through set-off of Alumni Capital's claim against Enviro in respect of the above-mentioned commitment fee of SEK 4 million that the Company is to pay as consideration to Alumni Capital for providing the facility.

The warrants have been issued free of charge to Alumni Capital. Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price of SEK 0.22 during the period from the time of registration of the warrants with the Swedish Companies Registration

Office up to and including 22 May 2030. The subscription price corresponds to 120 percent of the volume-weighted average price on the trading day of 21 May 2026, i.e. the day prior to the entry into the Agreement. The warrants are subject to customary recalculation provisions and are not intended to be admitted to trading on any marketplace.

### **Reasons for the deviation from the shareholders' preferential rights**

The reason for the deviation from the shareholders' preferential rights is to secure, in a time- and cost-efficient manner, the financing required to carry out the ongoing company reorganization. The board of directors has carefully considered the conditions for raising capital through a rights issue instead and has concluded that, for several reasons, it is currently more advantageous for the Company and the shareholders to raise capital through the Agreement with Alumni Capital. Through the Agreement, the Company is given access to capital from an investor that is considered to have the financial capacity to support the Company during the ongoing company reorganization. Furthermore, a rights issue would (i) be more time-consuming and involve execution risk, (ii) likely require significant underwriting commitments from a guarantee consortium, which would entail additional costs and/or further dilution depending on the type of consideration paid for such guarantee subscription, and (iii) likely have needed to be carried out at a lower subscription price given the discount levels for rights issues recently carried out in the market and the Company's situation.

In light of the above, the board of directors' overall assessment is that the reasons for carrying out the Issue outweigh the reasons in favour of the general rule that new share issues shall be carried out with preferential rights for shareholders, and that the Issue is considered to be in the interest of both the Company and all of its shareholders.

### **Dilution**

Through the Set-Off Issue, the number of shares in Enviro increases from 1,095,772,213 to 1,117,994,435, corresponding to a dilution of approximately 1.99 percent for existing shareholders. Upon full exercise of all 25,000,000 warrants, the number of shares increases to a total of 1,142,994,435, corresponding to an additional dilution of approximately 2.18 percent and a total dilution from the Issue of approximately 4.13 percent.

The newly issued shares are expected to be admitted to trading on Nasdaq First North Growth Market following registration with the Swedish Companies Registration Office and Euroclear Sweden AB. The warrants are not intended to be admitted to trading on any marketplace.

Further information regarding subsequent issues to Alumni Capital will be published if and when they are carried out.

### **For further information, please contact:**

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*N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.*

**Scandinavian Enviro Systems** contributes to enhanced environmental and economic sustainability using a patented technology for the recovery of valuable raw materials from scrapped and end-of-life products, including tires. The production of new tires using carbon black recovered with Enviro's technology reduces carbon dioxide emissions by up to 93 percent compared to virgin carbon black. Enviro has its head office in Gothenburg. Enviro was founded in 2001 and is listed on Nasdaq First North Growth Market with FNCA Sweden AB, +46 8-528 00 399, [info@fnca.se](mailto:info@fnca.se), as its Certified Advisor. [www.envirosystems.se](http://www.envirosystems.se)