

Scandinavian Enviro Systems resolves on a directed issue of shares and warrants to Alumni Capital Limited under existing financing arrangement

Scandinavian Enviro Systems AB (publ) ("Enviro" or the "Company") has today, by virtue of the authorization granted by the annual general meeting on 23 June 2026, resolved on a directed share issue of 22,222,222 of shares at a subscription price of SEK 0.11439 per share and a directed issue of 1,769,887 of warrants (together, the "Issue") to Alumni Capital Limited ("Alumni Capital"). The Issue provides Enviro with approximately SEK 2.5 million before deduction of transaction costs and is carried out as a result of Enviro requesting a drawdown under the equity-based investment agreement entered into by the Company and Alumni Capital on 22 May 2026 and the amendment agreement entered into on 26 Augusti 2026 (jointly, the "Agreement"). In connection with the Issue, Enviro and Alumni Capital have also made a contractual adjustment regarding the calculation of the number of warrants issued in connection with each drawdown under the Agreement.

Terms and conditions for the Issue

The subscription price per share amounts to SEK 0.11439, corresponding to 90 percent of the lowest daily volume-weighted average price during the five trading days preceding the closing date of the drawdown. The subscription price has been determined in accordance with the terms and conditions of the Agreement. The Issue provides the Company with approximately SEK 2.5 million before transaction costs. In accordance with the terms of the Agreement, Enviro has simultaneously resolved on a directed issue of 1,769,887 warrants to Alumni Capital. The warrants are issued free of charge. In connection with the amendment agreement entered into on 26 August 2026, pursuant to which the commitment amount under the Agreement was increased by SEK 30 million, the parties have also made a technical contractual adjustment whereby the proportion of warrants per Swedish krona drawn, and consequently the number of warrants issued per drawdown, is increased relative to the amount drawn. The maximum total number of warrants that may be issued under the arrangement remains unchanged at 80,000,000. Following the technical contractual adjustment, the maximum number of warrants that may be issued per drawdown amounts to 3,829,419 warrants.

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 date of registration of the warrants with the Swedish Companies Registration Office up to and including 22 May 2030. The subscription price shall correspond to 120 percent of the volume-weighted average price on the trading day of 21 May 2026, i.e. the day prior to entering into the Agreement. The warrants are subject to customary recalculation terms and are not intended to be admitted to trading on any marketplace.

The board of directors' considerations

The reason for the deviation from the shareholders' preferential rights is to secure the financing required to carry out the ongoing company reorganisation of the Company in a time- and cost efficient manner.

The Company's board of directors has carefully considered the conditions for instead raising capital through a rights issue and makes the assessment that it is currently, for several reasons, including the limited size of the capital raising, more advantageous for the Company and the shareholders to raise capital through a drawdown under the Agreement. In addition, a rights issue would (i) be more time-consuming and entail additional costs and execution risk, (ii) likely require significant underwriting commitments from a guarantee consortium, which would entail additional costs and/or additional dilution depending on the type of consideration paid for such underwriting, and (iii) likely have had to be carried out at a lower subscription price given the discount levels for rights issues carried out in the market recently and the Company's situation.

In light of the above, the board of directors' overall assessment is that the reasons for carrying out a directed issue by virtue of the Agreement outweigh the reasons that justify the main rule that new share issues shall be carried out with preferential rights for the shareholders and that the directed issue is considered to be in the interest of both the Company and all shareholders.

Dilution

Through the issue, the number of shares in Enviro will increase from 1,203,830,893 to 1,226,053,115. Upon full exercise of all 1,769,887 warrants, the number of shares will increase by an additional 1,769,887. The issue of the new shares entails a dilution of approximately 1.81 percent of the number of shares and votes in Enviro. Upon full exercise of the newly issued warrants, there will be an additional dilution of approximately 0.14 percent.

The newly issued shares are expected to be admitted to trading on Nasdaq First North Growth Market after 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 about the Agreement with Alumni Capital can be found in previous press releases from 22 May 2026, 29 May 2026 and 26 August 2026, which are published on Enviro's website, www.envirosystems.se.

Information about any further issues to Alumni Capital will be announced 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, info@fnca.se, as its Certified Advisor. www.envirosystems.se