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The Board of Directors of Realfiction resolves on the previously announced rights issue of units of approximately SEK 36 million

The Board of Directors of Realfiction Holding AB ("Realfiction" or the "Company") has today, supported by the authorization from the Annual General Meeting 2026, resolved on the rights issue of units (shares and warrants of series T03), of initially approximately SEK 36 million before deduction of transaction-related costs, for which the intention was announced through a press release on 20 August 2026 (the "Rights Issue"). The resolution follows the extraordinary general meeting held on 23 September 2026, which resolved to amend the Articles of Association as required for the Rights Issue. The Rights Issue is covered by an underwriting commitment from Vator Securities AB ("Vator Securities") amounting to SEK 21.6 million, corresponding to approximately 60 percent of the Rights Issue. Through the attached warrants of series T03, the Company may, in April 2027, receive an additional maximum of approximately SEK 50.4 million before deduction of transaction-related costs. Realfiction intends to use the net proceeds from the Rights Issue, after repayment of part of the loan that the Company raised from Fenja Capital II A/S ("Fenja Capital") in May 2025, to finance the next stage of the commercialization of its Directional Pixel Technology™ ("DPT").

"The Rights Issue is intended to provide the financing required to take Realfiction through its next key milestones. The core functionality of DPT has been demonstrated, and our patent-pending nematic SLM architecture has the potential to significantly shorten the path towards industrialisation by leveraging existing LCD manufacturing infrastructure. Our immediate priorities are to complete the physical validation of the nematic SLM architecture and to further develop a commercially representative DPT evaluation platform for demonstration and evaluation by prospective industry participants.

We are aware that the Rights Issue entails significant dilution for shareholders who do not participate, and we are grateful for the continued support of our shareholders. Our ambition is to use this next phase to translate the technical progress achieved to date into customer-funded development partnerships, licensing opportunities and, potentially, a sale of the technology or the Company, which are among the strategic alternatives being evaluated as part of our ongoing strategic review", says Clas Dyrholm, CEO of Realfiction.

Summary

- Today, 1 October 2026, the Board of Directors of Realfiction resolved on the Rights Issue, amounting to initially a maximum of approximately SEK 36 million before deduction of transaction-related costs, supported by the authorization from the Annual General Meeting held on 30 June 2026. Shareholders registered in the share register maintained by Euroclear Sweden AB as of the record date, 9 October 2026, will receive one (1) unit right for each share held on the record date. Seven (7) unit rights entitles the holder to subscribe for one hundred (100) units. One (1) unit consists of one (1) share and one (1) warrant of series TO3.
- The subscription price amounts to SEK 0.10 per unit, hence corresponding to SEK 0.10 per share. Warrants of series TO3 are issued free of charge. The subscription price corresponds to a TERP discount of approximately 19 percent, calculated on the basis of the volume-weighted average price (VWAP) of the Company's share on Nasdaq First North Growth Market during the period from and including September 3, 2026 up to and including September 30, 2026. Since a subscription price calculated in accordance with the pricing principle announced on 20 August 2026 would have been lower than the share's quota value, the subscription price has been set at the quota value of SEK 0.10 per share, which constitutes the lowest permitted subscription price.
- Upon full subscription, the Rights Issue will provide Realfiction with approximately SEK 36 million before deduction of transaction-related costs. The net proceeds from the Rights Issue will be used, after repayment of SEK 4 million of the outstanding loan from Fenja Capital, to finance the next stage of the commercialization of DPT.
- Provided that the Rights Issue is fully subscribed and that all warrants of series TO3 are exercised at the maximum exercise price of SEK 0.14 per share, the Company may, in April 2027, receive an additional approximately SEK 50.4 million before deduction of transaction-related costs (excluding warrants of series TO3 attached to any units issued as underwriting compensation).
- The subscription period for the Rights Issue will run from and including 13 October 2026 up to and including 27 October 2026. The last day of trading in the Company's share including the right to receive unit rights in the Rights Issue will be 7 October 2026.
- The Company's co-founders Clas Dyrholm (CEO and board member) and Peter Simonsen (board member), together with the Company's Head of R&D, Steen Iversen, and CFO, Torben Okkels, have expressed their intention to subscribe for units in the Rights Issue for an aggregate amount of approximately SEK 700,000, as announced on 22 September 2026.
- The Rights Issue is covered by an underwriting commitment entered with Vator Securities amounting to SEK 21.6 million, corresponding to approximately 60 percent of the Rights Issue.
- As announced on 20 August 2026, the Company has, in connection with the Rights Issue, renegotiated the outstanding amount of SEK 11 million of the loan of SEK 15 million raised in May 2025 from Fenja Capital. The Company will, in connection with the Rights Issue, repay a nominal amount of SEK 4 million under the loan, together with accrued interest. After repayment, approximately SEK 7 million will be outstanding under a new loan with extended maturity (the "New Loan"). As part of the renegotiation, Realfiction has undertaken to issue warrants of series 2026/2031 to Fenja Capital, free of charge. The number of warrants to be issued shall correspond to a total dilution of 5 percent calculated on the total number of shares outstanding in the Company immediately after the completion of the Rights Issue. The exercise price of the warrants of series 2026/2031 amounts to SEK 0.14, corresponding to 140 percent of the subscription price per share in the Rights Issue.

- In connection with the announcement of the intention to resolve on the Rights Issue, the Company entered into an agreement for a bridge loan totaling SEK 2 million from Tellus Equity AB, to ensure the Company's liquidity requirements until the Rights Issue has been completed. The loan is to be repaid in connection with completion of the Rights Issue or, at the latest, by November 15, 2026.
- The Company will publish an information memorandum ("Information Memorandum") in connection with the Rights Issue, which is expected to be published on or around 9 October 2026.

Background and motive

Realfiction has reached a pivotal stage in its development. Having validated the core functionality of DPT through multiple working demonstrators, the Company's focus has increasingly shifted towards enabling scalable industrialisation and commercial deployment. With a promising nematic SLM approach now undergoing physical validation, commercial interest from leading global technology and display companies, and an ongoing strategic review supporting future partnership and licensing opportunities, the Company is well positioned to advance towards its next value-creating milestones. Realising this potential, however, requires securing the necessary financial platform.

To finance the Company's repayment of part of the loan of SEK 15 million that the Company raised from Fenja Capital in May 2025 (of which approximately SEK 11 million plus interest since July 1, 2026 remains outstanding today), and to secure the Company's working capital requirements and to enable the execution of its business plan and strategy, the Board of Directors has resolved to carry out the Rights Issue. If fully subscribed, the Rights Issue will provide Realfiction with approximately SEK 36 million before transaction-related costs. Realfiction intends to use the net proceeds from the Rights Issue, after repayment of part of the outstanding loan from Fenja Capital with an aggregate amount of approximately SEK 4 million, to finance the Company's next stage of commercialization of DPT. The proceeds are intended to complete the physical validation of the Company's patent-pending nematic Spatial Light Modulator (SLM) approach, which has been designed to leverage existing LCD manufacturing infrastructure while preserving the core capabilities of DPT. Successful physical validation is expected to substantially reduce industrialization complexity and enable the development of a commercially representative DPT evaluation platform for demonstration and evaluation by prospective industry participants. The evaluation platform is intended to support customer evaluations, potential development partnerships and future licensing discussions, while the remaining proceeds will provide general working capital to support the Company's commercial activities and strategic review.

Based on the level of underwriting commitment, the Company expects the net proceeds from the Rights Issue to provide a financial runway until May 2027 (as announced on 18 September 2026 in connection with the withdrawal of the Incentive Programs). This estimate excludes any potential revenues or other funding that may arise from third-party participation in development of, or evaluation of, the Company's DPT. Furthermore, proceeds from warrants of series TO3 during April 2027 are intended to be allocated such that 50 percent of the net proceeds is used for amortisation of the New Loan (up to the full outstanding amount of approximately SEK 7 million after the Rights Issue), while the remaining net proceeds are intended to be used as further working capital, supporting an extended financial runway.

Rights Issue

The Board of Directors of Realfiction has today, 1 October 2026, resolved on a rights issue of units (shares and warrants of series TO3), with preferential rights for existing shareholders, based on the authorization granted from the annual general meeting 2026. The Rights Issue is estimated to provide Realfiction with approximately SEK 36 million before transaction-related costs of approximately SEK 6.7 million (of which approximately SEK 3.5 million constitutes underwriting compensation, provided that the underwriter receives such compensation in cash).

Shareholders registered in the share register maintained by Euroclear Sweden AB as of the record date, 9 October 2026, will receive one (1) unit right for each share held on the record date. Seven (7) unit rights entitles the holder to subscribe for one hundred (100) units. Each unit consists of one (1) share and one (1) warrant of series TO3 at a subscription price of SEK 0.10 per unit, hence corresponding to SEK 0.10 per share. Warrants of series TO3 are issued free of charge. Shares issued upon exercise of warrants of series TO2 in September 2026 carry preferential rights in the Rights Issue, provided that they have been registered, or recorded as interim shares, on the record date.

The subscription price in the Rights Issue represents a TERP discount of approximately 19 percent, calculated on the basis of the volume weighted average price (VWAP) of the Company's share on Nasdaq First North Growth Market during the period from and including 3 September 2026 up to and including 30 September 2026. The Board of Directors' intention, as announced on 20 August 2026, was that the subscription price would correspond to a TERP discount of approximately 35 percent, however not lower than the share's quota value (SEK 0.10) and not higher than SEK 1. Since a subscription price calculated on the basis of a TERP discount of approximately 35 percent would have been lower than the share's quota value, the subscription price has been set at the quota value of SEK 0.10 per share, which constitutes the lowest permitted subscription price.

Based on the number of outstanding shares following the final registration with the Swedish Companies Registration Office of new shares issued upon exercise of warrants of series TO2, the Company's share capital will initially, upon full subscription in the Rights Issue, increase by SEK 36,009,360 to SEK 38,530,015.7 through the issuance of 360,093,600 new shares, resulting in the total number of outstanding shares in the Company increasing from 25,206,557 shares to 385,300,157 shares. Shareholders who do not participate in the Rights Issue will, assuming that the Rights Issue is fully subscribed, have their ownership diluted by approximately 93.5 percent. Such shareholders may, however, have the opportunity to partially compensate themselves financially for this dilution by selling their unit rights.

The subscription period for the Rights Issue will run from and including 13 October 2026 up to and including 27 October 2026. The last day of trading in the Company's shares with the right to receive unit rights is 7 October 2026.

Subscription for units may also take place without the support of unit rights. In the event that all units are not subscribed for with the support of unit rights, the Board of Directors shall, within the maximum amount of the Rights Issue, resolve on allocation of units subscribed for without the support of unit rights in accordance with the following principles:

1. firstly, allocation shall be made to those who have also subscribed for units with the support of unit rights, regardless of whether the subscriber was a shareholder on the record date, and, in the event of oversubscription, pro rata in relation to the number of unit rights exercised for subscription and, to the extent this cannot be done, by drawing of lots;
2. secondly, allocation shall be made to other persons who have applied to subscribe for units without the support of unit rights and, in the event of oversubscription, pro rata in relation to the number of units applied for and, to the extent this cannot be done, by drawing of lots; and
3. thirdly, allocation shall be made to Vator Securities AB in accordance with the underwriting agreement.

Subscription intentions from founders and management

The Company's co-founders Clas Dyrholm (CEO and board member) and Peter Simonsen (board member), together with the Company's Head of R&D, Steen Iversen, and CFO, Torben Okkels, have expressed their intention to subscribe for units in the Rights Issue for an aggregate amount of approximately SEK 700,000. Steen Iversen intends to subscribe for approximately SEK 250,000, while Clas Dyrholm, Peter Simonsen and Torben Okkels each intend to subscribe for approximately SEK 150,000. The subscription intentions do not constitute binding subscription commitments and are not secured through bank guarantee, blocked funds, pledges or similar arrangements.

Underwriting commitment

Realfiction has entered into an agreement regarding underwriting with Vator Securities, on customary terms, amounting in total to SEK 21.6 million, corresponding to approximately 60 percent of the Rights Issue. For the underwriting commitment, a commission of 16 percent of the underwritten amount will be paid in cash compensation, alternatively 16 percent, plus an additional 2 percent in cash, in the event the underwriter chooses compensation in the form of additional units in the Company. Vator Securities has the required authorization to act as underwriter and has entered into separate put option agreements with a number of investors for the transfer of any units allocated upon fulfillment of the aforementioned underwriting.

The underwriting commitment is a so-called bottom up underwriting, covering subscriptions up to approximately 60 percent of the Rights Issue, however not more than SEK 21.6 million. The underwriting commitment is not secured through bank guarantee, blocked funds, pledges or similar arrangements.

Should Vator Securities choose to receive underwriting compensation in the form of additional units, the Board of Directors intends to resolve on a directed issue of such units to Vator Securities based on authorization granted from the annual general meeting 2026. The terms of any such directed issue will correspond to the terms of the Rights Issue and will be announced separately.

Both Fenja Capital and Tellus Equity AB have entered into put option agreements with Vator Securities in connection with the Rights Issue. Vator Securities shall have the right to satisfy its obligation to pay for the relevant units in the Rights Issue through set-off against e.g. transferred existing loan receivables.

Warrants of series T03

Warrants of series T03 will be issued free of charge. One (1) warrant of series T03 entitles the holder to subscribe for one (1) new share. The exercise price shall correspond to 70 percent of the volume-weighted average price of the Company's share on Nasdaq First North Growth Market during a measurement period of ten (10) trading days starting 30 March 2027 and ending 12 April 2027. The minimum exercise price shall correspond to the share's quota value (SEK 0.10), and the highest possible exercise price to SEK 0.14 (corresponding to 140 percent of the subscription price in the Rights Issue).

Warrants of series T03 may be exercised for subscription of new shares in Realfiction during the period from 14 April 2027 up to and including 28 April 2027. Upon full exercise of warrants of series T03 at the maximum exercise price, the Company will receive approximately SEK 50.4 million (assuming a fully subscribed Rights Issue and excluding warrants of series T03 attached to any units issued as underwriting compensation) before deduction of transaction-related costs. Warrants of series T03 are intended to be admitted to trading on Nasdaq First North Growth Market. The last day of trading in warrants of series T03 is expected to be 26 April 2027.

Upon full exercise of the warrants of series T03 (excluding any underwriting compensation in the form of additional units and assuming a fully subscribed Rights Issue), the share capital will increase by a further SEK 36,009,360 to SEK 74,539,375.7 through the issuance of 360,093,600 new shares, resulting in the total number of outstanding shares in the Company increasing from 385,300,157 shares (following the fully subscribed Rights Issue and warrants of T02) to 745,393,757 shares, constituting a further ownership dilution by approximately 48 percent.

The complete terms and conditions for T03 will be available on the Company's website.

Timetable for the Rights Issue

- Last day of trading in Realfiction's shares including the right to receive unit rights: 7 October 2026.
- First day of trading in Realfiction's shares excluding the right to receive unit rights: 8 October 2026.
- Record date for participation in the Rights Issue: 9 October 2026.
- Publication of the Information Memorandum: 9 October 2026.
- Subscription period: 13-27 October 2026.
- Trading in unit rights: 13-22 October 2026.
- Trading in BTUs: from and including 13 October 2026, until after the Rights Issue has been registered with the Swedish Companies Registration Office. The last day of trading in BTUs will be announced through a separate press release after completion of the Rights Issue.
- Press release announcing the outcome of the Rights Issue: around 28 October 2026.

Information Memorandum

An Information Memorandum containing the complete terms and conditions of the Rights Issue is intended to be published through a separate press release on or around 9 October 2026 and will be available on the Company's website (www.realfiction.com).

Bridge loan and renegotiation of outstanding loan

To ensure the Company's liquidity requirements until the Rights Issue has been completed, the Company has entered into an agreement for a bridge loan totaling SEK 2 million from Tellus Equity AB. The bridge loan bears an arrangement fee of 5 percent and fixed interest of 5 percent for the bridge period ending on November 15, 2026. The loan is to be repaid in connection with completion of the Rights Issue or, at the latest, by November 15, 2026. If the bridge loan has not been repaid in full by the maturity date, default interest will accrue at a rate of 4 percent for each commenced monthly period.

In connection with the Rights Issue, the Company has renegotiated the outstanding amount of SEK 11 million of the initial loan of SEK 15 million raised in May 2025 from Fenja Capital. For further details, please see the Company's press releases from May 28, 2025 and August 20, 2026. The Company will, in connection with the Rights Issue, repay a nominal amount of SEK 4 million under the loan, together with accrued interest. After repayment, approximately SEK 7 million will be outstanding under the New Loan. The New Loan is subject to an arrangement fee of 4 percent of the loan amount and the loan bears an annual interest rate at STIBOR 3M (however minimum 3 percent) plus an interest margin of 11 percent, paid on a quarterly basis. The maturity date for the New Loan occurs December 31, 2027 after the repayment of SEK 4 million under the existing loan as described above. Out of the proceeds received by the Company upon exercise of the warrants of series TO3, 50 percent of the net proceeds shall be used to amortize the New Loan up to the full amount of approximately SEK 7 million.

The New Loan must be repaid in full upon any new share issue by the Company (subject to customary exceptions, e.g. not applicable to the Rights Issue), the Company may not take up further loans without Fenja Capital's written consent, and Fenja Capital has a right to participate in any directed share issue by set-off against the New Loan and a preferential right to enter into put option agreements in any future rights issue. From and including June 30, 2027, the Company must amortise the New Loan to the extent the outstanding amount exceeds 10 percent of the Company's market capitalisation at any interest payment date. In the event of default, any outstanding amount under the New Loan, including any due interest, will accrue compounding default interest at four (4) percent per 30-day period, replacing the ordinary interest. Furthermore, Fenja Capital may convert amounts outstanding under the New Loan into shares through directed share issues at a discount, and the Company is required to carry out a rights issue within 15 days with secured proceeds sufficient to repay the New Loan in full and to fund the Company's operations for a minimum of 12 months.

In connection with the New Loan, Realfiction has also undertaken to issue warrants of series 2026 /2031 to Fenja Capital, free of charge. The number of warrants of series 2026/2031 to be issued shall correspond to a total dilution of 5 percent (rounded downwards to the nearest whole number of shares) calculated on the total number of shares outstanding in the Company immediately after the completion of the Rights Issue (including any potential units issued to Vator Securities as agreed remuneration for the underwriting in the Rights Issue). The exercise price for the warrants shall correspond to SEK 0.14 (corresponding to 140 percent of the subscription price in the Rights Issue, rounded to the nearest whole öre). The warrants will be subject to terms and conditions that contain recalculation terms that entail a so-called "full dilution protection", meaning that Fenja Capital, with certain exceptions, shall be compensated in the event of corporate actions so that Fenja Capital always has the right to subscribe for shares corresponding to a total dilution of 5 percent calculated on the total number of outstanding shares in the Company. In the event of a dilutive corporate action,

Fenja Capital shall have the right to be granted additional warrants to maintain a total dilutive effect of 5 percent of the total number of shares following such corporate action, with the exercise price of such additional warrants adjusted to the lower of (a) 140 percent of the subscription price in the relevant corporate action and (b) any recalculated exercise price determined in accordance with the warrant terms and conditions. Fenja Capital's rights regarding additional warrants shall continue to apply even after the New Loan has been repaid or the loan agreement has expired, and shall only cease to apply once the warrants mature on August 31, 2031.

The Board of Directors intends to resolve to issue warrants of series 2026/2031 to Fenja Capital based on the authorization granted from the annual general meeting 2026, immediately after completion of the Rights Issue. If the Company has not issued and registered the warrants by January 29, 2027, Fenja Capital shall be entitled to request cash compensation. The warrants will be exercisable for subscription of ordinary shares in the Company from the date of registration of the warrants with the Swedish Companies Registration Office up to and including August 31, 2031. The warrants will not be admitted to trading.

Advisors

Navia Corporate Finance (www.naviacorporatefinance.com) acts as financial advisor and Sole Bookrunner in connection with the Rights Issue. Fredersen Advokatbyrå AB acts as legal advisor to the Company in connection with the Rights Issue. Vator Securities AB acts as issuing agent in connection with the Rights Issue.

For more information about the Rights Issue, please contact:

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About Realfiction Holding AB

Founded in Denmark in 2008, Realfiction is a provider of cutting-edge 3D display technologies designed for tomorrow's needs, featuring technological breakthroughs with its Directional Pixel Technology for LCD, OLED and microLED. These technologies support a wide range of use cases, including enhancing driving safety, medical imaging, immersive gaming and entertainment, digital signage, as well as applications in architecture, engineering, and design. The Company offers a comprehensive intellectual property portfolio tailored for OEMs and Tier-1 partners involved in developing and marketing displays for markets and industries requiring high-resolution multistereoscopic displays. All technologies are ready for licensing, and Realfiction is actively pursuing commercial licensing agreements and partnerships to pave the way to mass production. Realfiction's IP portfolio comprises 15 patent families and registered trademarks, including patent applications filed in multiple countries. Realfiction Holding AB's shares are publicly traded on Nasdaq Stockholm First North under the symbol "REALFI", with the share's ISIN code being SE0009920994.

About Navia Corporate Finance AB

Navia Corporate Finance AB is a partner-owned corporate finance boutique providing high-quality advisory services and tailored financing solutions to listed and privately held growth companies across Scandinavia. With more than 40 years of combined experience and over 300 completed transactions, Navia combines deep capital markets expertise with a hands-on and entrepreneurial approach. Navia advises clients on a broad range of corporate finance matters, including capital raisings, listings, financing solutions, investor relations and financial communication – from strategy and analysis through execution and follow-up. Navia is headquartered in Helsingborg, Sweden.

IMPORTANT INFORMATION

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, warrants or other securities in Realfiction. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for units in Realfiction will only be made through the Information Memorandum that Realfiction intends to publish on or around October 9, 2026 on Realfiction's website, www.realfiction.com.

The information in this press release may not be released, distributed or published, directly or indirectly, in or into the United States of America, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland or any other jurisdiction in which such action would be unlawful or would require registration or any other measures than those required by Swedish law. Actions in violation of these restrictions may constitute a violation of applicable securities laws. No shares, warrants or other securities in Realfiction have been registered, and no shares, warrants or other securities will be registered, under the United States Securities Act of 1933, as amended (the "**Securities Act**") or the securities legislation of any state or other jurisdiction in the United States of America and no shares or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States of America, except under an available exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States of America.

This press release is distributed and directed only to persons in the United Kingdom who are (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) high net worth entities and other persons to whom this press release may lawfully be communicated, falling within Article 49 (2)(a)-(d) of the Order (all such persons together being referred to as "Relevant Persons"). Persons who are not Relevant Persons must not act on or rely on the information contained in this press release. Any investment or investment activity to which this press release relates is available only to Relevant Persons and will only be engaged in with Relevant Persons. Persons distributing this communication must satisfy themselves that such distribution is lawful.

This press release may contain forward-looking statements which reflect the Company's current view on future events and financial and operational development. Words such as "*intend*", "*will*", "*expect*", "*anticipate*", "*may*", "*believe*", "*plan*", "*estimate*" and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements.

This information, the opinions and the forward-looking statements included in this press release are only applicable as of this date and may change without any notice thereof. Realfiction does not undertake to publish any updates or amendments of forward-looking statements, future events or similar circumstances other than what is required by applicable legislation.

Attachments

[The Board of Directors of Realfiction resolves on the previously announced rights issue of units of approximately SEK 36 million](#)