

OPTICEPT RESOLVES ON A DIRECTED ISSUE OF SHARES

NOT FOR PUBLICATION, DISTRIBUTION OR CIRCULATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR TO THE UNITED STATES, AUSTRALIA, BELARUS, HONG KONG, JAPAN, CANADA, NEW ZEALAND, RUSSIA, SWITZERLAND, SINGAPORE, SOUTH AFRICA, SOUTH KOREA OR ANY OTHER JURISDICTION WHERE SUCH DISCLOSURE, PUBLICATION OR DISTRIBUTION WOULD NOT BE COMPATIBLE WITH APPLICABLE REGULATIONS OR WOULD REQUIRE REGISTRATION OR SIMILAR MEASURES. PLEASE REFER TO “IMPORTANT INFORMATION” AT THE END OF THIS PRESS RELEASE.

The Board of Directors of OptiCept Technologies AB (“OptiCept” or the “Company”) has today, pursuant to the authorisation granted by the annual general meeting held on 21 May 2026, resolved to carry out a directed share issue of approximately SEK 800,000 comprising of 290,381 shares to Total Position AB (Per Lilja) (the “Directed Share Issue”). The Directed Share is being carried out in accordance with a set-off agreement entered into today between the Company and Total Position AB on an arm’s-length basis (the “Set-off Agreement”) with the aim of settling the claim against the Company arising from the consultancy agreement entered into between ArcAroma AB (which was subsequently merged into OptiCept Technologies AB) and Total Position AB on 12 February 2020, together with supplementary agreements dated 17 June 2022 and 1 July 2022 respectively (collectively, the “Original Agreement”). The subscription price in the Directed Share Issue has been set at SEK 2.755 per share, corresponding to the closing price of the Company’s shares on Nasdaq First North Growth Market on 30 June 2026. All shares in the Directed Share Issue have been subscribed for and allotted. The issue proceeds will be paid by set-off of claims.

The Directed Share Issue

The Board of Directors of OptiCept has today, pursuant to the authorisation granted by the annual general meeting on 21 May 2026, resolved to carry out the Directed Share Issue of approximately SEK 800,000 comprising of 290,381 new shares to Total Position AB for the purpose of fulfilling the Company’s obligation to Total Position AB in accordance with the Original Agreement and the Set-off Agreement. All shares in the Directed Share Issue have been subscribed for and allotted, with payment made by set-off of Total Position AB’s claim against the Company.

The subscription price for the newly issued shares has been set at SEK 2.755 per share, corresponding to the closing price of the Company’s share on Nasdaq First North Growth Market on 30 June 2026. The terms of the Directed Share Issue, including the subscription price, have been determined in accordance with the Set-off Agreement, which has been negotiated on an arm’s length basis. In light of this, the Board of Directors therefor considers the subscription price to be in line with prevailing market conditions.

Considerations

The reason for the Directed Share Issue and the deviation from shareholders' preemptive rights is to fulfill the Company's obligation to Total Position AB in accordance with the Original Agreement and the Set-off Agreement. Under the Original Agreement, Total Position AB has a claim against the Company. A directed share issue with payment by set-off is the most appropriate and expedient way to settle the claim, and the Board of Directors assesses that such a procedure is in the best interests of both the Company and its shareholders. Furthermore, a directed share issue can be carried out at a significantly lower cost than a rights issue. Given the market volatility observed in 2025 and the market climate prevailing at the start of 2026, a rights issue would have required significant underwriting commitments from an underwriting syndicate, which would have entailed additional costs and/or further dilution for existing shareholders, depending on the chosen compensation model for such underwriting. A rights issue would also be significantly more time and resource intensive compared to the Directed Share Issue, not least due to the work involved in securing a rights issue, while there are no guarantees that such an offering would be fully subscribed. Another factor in favor of the Directed Share Issue is that a rights issue would most likely have had to be conducted at a significant discount, which would lead to greater dilution effects for the Company's existing shareholders, an outcome avoided by the Directed Share Issue, where the subscription price has been set at SEK 2.755, corresponding to the closing price of the Company's share on Nasdaq First North Growth Market on 30 June 2026. Total Position AB is owned by Per Lilja. Per Lilja is an existing shareholder in the Company. The reason that the Directed Share Issue is directed to Total Position AB is that the company is the holder of the claim to be offset against the shares in the Directed Share Issue. Since the Directed Share Issue is intended to settle this specific claim, it is a natural consequence that the issuance is directed exclusively to Total Position AB. The Board of Directors further notes that Total Position AB has demonstrated a long-term commitment to the Company, which is deemed to create stability and continuity for both the Company and its other shareholders. In light of the above, the Board's overall assessment is thus that the reasons for carrying out the Directed Share Issue outweigh the reasons for a rights issue under the general rule, and that the Directed Share Issue is therefore in the interest of both the Company and all of its shareholders.

Share capital, number of shares and dilution

The Directed Share Issue entails an increase in the number of shares in OptiCept by 290,381 shares, from 85,798,333 shares to 86,088,714 shares, and an increase in share capital by SEK 26,134.29, from SEK 7,721,849.97 to SEK 7,747,984.26, representing a dilution of approximately 0.34 per cent of the number of shares and votes in the Company.

Advisors

Moll Wendén Law AB is acting as legal adviser to OptiCept in connection with the Directed Share Issue.

For further information, please contact:

Henrik Nettersand, Acting CEO/CFO
henrik.nettersand@opticept.se

About us

OptiCept Technologies AB (publ) provides the food and plant industry with technological solutions that contribute to a more sustainable world and enable climate-smart economic growth. OptiCept optimizes biological processes - Increased extraction from raw material, extended shelf life, reduced waste, and improved quality (taste, aroma, color, nutritional content) of the final product.

The positive effects of technology increase efficiency for our customers, provide better products for the consumers, and minimal impact on our environment. Through patented technology in PEF (pulsed electric field) and VI (Vacuum Infusion), the technology opens up new business opportunities for the food and plant industry worldwide. OptiCept's vision is to contribute to a sustainable world by offering efficient, green, cutting-edge technology that is easy to use in the areas of FoodTech and PlantTech.

The company is located in Lund and the share is traded on the Nasdaq First North Growth Market (ticker: OPTI). The Company's Certified Adviser is Tapper Partners AB.

For further information visit:

[OptiCept Technologies Official Website](#)

Important information

The publication, release or distribution of this press release may be subject to legal restrictions in certain jurisdictions, and persons in jurisdictions where this press release has been published or distributed must inform themselves of and comply with such legal restrictions. The recipient of this press release is responsible for using this press release and the information contained herein in accordance with applicable regulations in each respective jurisdiction. This press release does not constitute an offer to sell or an invitation to acquire or subscribe for any securities issued by the Company in any jurisdiction where such offer or invitation would be unlawful.

This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and has not been approved or reviewed by any regulatory authority in any jurisdiction. This press release does not constitute a document in the form prescribed by Annex IX of the Prospectus Regulation.

Within the European Economic Area (“**EEA**”), no offer of shares, warrants or other securities (“**Securities**”) is made to the public in any country other than Sweden. In other member states of the European Union (“**EU**”), any such offer of Securities may only be made in accordance with an exemption under the Prospectus Regulation. In other EEA countries that have implemented the Prospectus Regulation into national law, any such offer of Securities may only be made in accordance with an exemption under the Prospectus Regulation and in accordance with each relevant implementation measure. In other EEA countries that have not implemented the Prospectus Regulation into national law, any such offer of Securities may only be made in accordance with an applicable exemption under national legislation.

This press release does not constitute an offer to acquire or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States without registration, or without an exemption from registration, under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction in the United States, and may not be offered or sold in the United States unless they are registered, exempt from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any of the securities referred to herein in the United States or to make any public offering of such securities in the United States. The information in this press release may not be published, released, copied, reproduced or distributed, directly or indirectly, in whole or in part, into or within the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland or any other jurisdiction where such publication, release or distribution would be contrary to applicable regulations or where such action would be subject to legal restrictions or require additional registration or other actions beyond those required under Swedish law. Any failure to comply with these instructions may constitute a violation of applicable securities laws.

In the United Kingdom, this document and any other material relating to the securities referred to herein are distributed and directed only to, and any investment or investment activity to which this document relates is available only to, and will only be engaged in with, “qualified investors” who are (i) persons having professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), or (ii) high net worth entities falling within Article 49(2)(a)–(d) of the Order (all such persons together being referred to as “**relevant persons**”). Any investment or investment activity to which this press release relates in the United Kingdom is only available to relevant persons and will only be undertaken with relevant persons. Persons who are not relevant persons should not act on or rely upon this press release.

This press release does not identify or purport to identify risks (direct or indirect) associated with an investment in new shares. This press release does not constitute an invitation to underwrite, subscribe for, or otherwise acquire or transfer securities in any jurisdiction. This press release does not constitute a recommendation for any investment decision. Each investor or potential investor must conduct their own investigation, analysis and evaluation of the business and the information described in this press release and all publicly available information. The price and

value of the securities may decrease as well as increase. Past performance is not a guide to future results. Neither the content of the Company's website nor any other website accessible through hyperlinks on the Company's website is incorporated into or forms part of this press release.

Forward-looking statements

This press release contains forward-looking statements regarding the Company's intentions, assessments or expectations concerning its future results, financial position, liquidity, development, prospects, expected growth, strategies and opportunities, as well as the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and can be identified by the use of words such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "assumes", "should", "could", and, in each case, their negatives or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which in turn are based on further assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that they will occur or that they are correct. As these assumptions are based on estimates and are subject to risks and uncertainties, actual results or outcomes may differ materially from those expressed or implied in the forward-looking statements for many different reasons. Such risks, uncertainties, contingencies and other important factors may cause actual developments to differ materially from the expectations expressly or implicitly stated in this press release through the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct, and each reader of this press release should not place undue reliance on the forward-looking statements contained herein. The information, opinions and forward-looking statements expressly or implicitly contained herein are provided only as of the date of this press release and may be subject to change. Neither the Company nor any other party undertakes to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events occurring or circumstances arising in relation to the contents of this press release, unless required by law or the Nasdaq First North Growth Market rulebook.

The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Contacts

For further information, please contact:

Henrik Nettersand, Acting CEO/CFO
henrik.nettersand@opticept.se

About Us

OptiCept Technologies AB (publ) provides the food and plant industry with technological solutions that contribute to a more sustainable world and enable climate-smart economic growth. OptiCept optimizes biological processes - Increased extraction from raw material, extended shelf life, reduced waste, and improved quality (taste, aroma, color, nutritional content) of the final product.

The positive effects of technology increase efficiency for our customers, provide better products for the consumers, and minimal impact on our environment. Through patented technology in PEF (pulsed electric field) and VI (Vacuum Infusion), the technology opens up new business opportunities for the food and plant industry worldwide. OptiCept's vision is to contribute to a sustainable world by offering efficient, green, cutting-edge technology that is easy to use in the areas of FoodTech and PlantTech.

The company is located in Lund and the share is traded on the Nasdaq First North Growth Market (ticker: OPTI). The Company's Certified Adviser is Tapper Partners AB.

For further information visit:

[OptiCept Technologies Official Website](#)

Attachments

[OptiCept resolves on a directed issue of shares](#)